

# Jamnagar Utilities & Power Private Limited

(Formerly Reliance Utilities And Power Private Limited)

CIN: U40100GJ1991PTC051130

## NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of **Jamnagar Utilities & Power Private Limited** will be held at a shorter notice on Monday, March 11, 2019, at 12:00 noon at 5<sup>th</sup> Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, to transact the following business:

### **Special Business**

1. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to purchase 25,00,00,000 9% Non-Cumulative Redeemable Preference Shares of Rs.10/- each issued by East West Pipeline Limited, from Reliance Industries Limited at a consideration of upto Rs.1,884 crore (Rupees One Thousand Eight Hundred and Eighty Four crore);

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors**

**Sd/-  
Rina Goda  
Company Secretary  
ICSI Membership No.: A21532**

Date: March 9, 2019

Place: Mumbai

Registered Office:

CPP Control Room, Village Padana,  
Taluka Lalpur, District Jamnagar – 361 280  
Gujarat

### **Notes:**

1. **A member entitled to attend and vote at the Extraordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited before the commencement of the Meeting.**

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**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.**

2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members / Proxies / Representatives are requested to bring to the Meeting necessary details of their shareholding and attendance slip(s) duly filled in for attending the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts is annexed hereto.
6. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.
7. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed to this Notice. The prominent landmark for the venue of the Meeting is Mantralaya.
8. The Company's Debenture Trustees are:

Axis Trustee Services Limited  
The Ruby, 2<sup>nd</sup> Floor, SW,  
29, Senapati Bapat Marg,  
Dadar (West)  
Mumbai 400028

Contact Details:

Tel: 91-22-6230 0451

Fax: 91-22-6230 0700

E-mail: [debenturetrustee@axistrustee.com](mailto:debenturetrustee@axistrustee.com).

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## Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### **Item No. 1**

The members may note that the Company is a subsidiary of Reliance Industries Holding Private Limited (RIHPL).

Pursuant to the proposal received from RIHPL, the Company is intending to acquire 25,00,00,000 9% Non-Cumulative Redeemable Preference Shares of Rs.10/- each, issued at a premium of Rs. 30/- each, of East West Pipeline Limited (EWPL) from Reliance Industries Limited (RIL) at a price which may be mutually agreed upon by the Company with RIL upto Rs. 1884 crore (Rupees One Thousand Eight Hundred and Eighty Four crore).

Accordingly, the Board of Directors of the Company proposes to seek the approval of the members of the Company to acquire the aforesaid Preference Shares issued by EWPL at a consideration of upto Rs. 1884 crore (Rupees One Thousand Eight Hundred and Eighty Four crore) to be mutually agreed upon by the Company with RIL.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 1 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members.

**By Order of the Board of Directors**

**Sd/-  
Rina Goda  
Company Secretary  
ICSI Membership No.: A21532**

Date: March 9, 2019

Place: Mumbai

Registered Office:  
CPP Control Room, Village Padana,  
Taluka Lalpur, District Jamnagar – 361 280  
Gujarat

**ATTENDANCE SLIP**

**JAMNAGAR UTILITIES & POWER PRIVATE LIMITED**  
**(Formerly Reliance Utilities And Power Private Limited)**  
**Regd. Office: CPP Control Room, Village Padana, Taluka Lalpur, District Jamnagar-**  
**361280, Gujarat**  
**CIN: U40100GJ1991PTC051130**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint Members may obtain additional Attendance Slip at the venue of the meeting.

DP ID*	
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Member Folio No.	
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Client ID*	
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No. of Shares	
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NAME AND ADDRESS OF THE MEMBER

I hereby record my presence at the **EXTRAORDINARY GENERAL MEETING OF THE MEMBERS** of the Company held on Monday, March 11, 2019 at 12:00 noon at 5<sup>th</sup> Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021.

SIGNATURE OF THE MEMBER OR PROXY\*\*

\* Applicable for investors holding shares in electronic form.

\*\* Strike out whichever is not applicable

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

**JAMNAGAR UTILITIES & POWER PRIVATE LIMITED  
(Formerly Reliance Utilities And Power Private Limited)**

**Regd. Office: CPP Control Room, Village Padana, Taluka Lalpur, District Jamnagar-361280, Gujarat**

**CIN: U40100GJ1991PTC051130**

**Tel:- 0091 22 22785500, Fax:- 0091 22 22785560, Website:- www.jupl.co.in**

Name of the member (s) :	
Registered address:	
E-mail ID:	
Folio No / *Client Id:	
*DP Id:	

I/We, being the member(s) of \_\_\_\_\_ shares of Jamnagar Utilities & Power Private Limited, hereby appoint:

1. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
2. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
3. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the members of the Company to be held on Monday, March 11, 2019 at 12:00 noon at 5<sup>th</sup> Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021 and at any adjournment thereof in respect of such resolution as is indicated below:

\*\* I/We wish my above proxy to vote in the manner as indicated in the box below:

<b>Resolution</b>	<b>For</b>	<b>Against</b>
a) To approve purchase of 25,00,00,000 9% Non-Cumulative Redeemable Preference Shares of Rs.10/- each issued by East West Pipeline Limited, from Reliance Industries Limited		

\* Applicable for investors holding shares in electronic form.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_  
Signature of member

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

Notes:

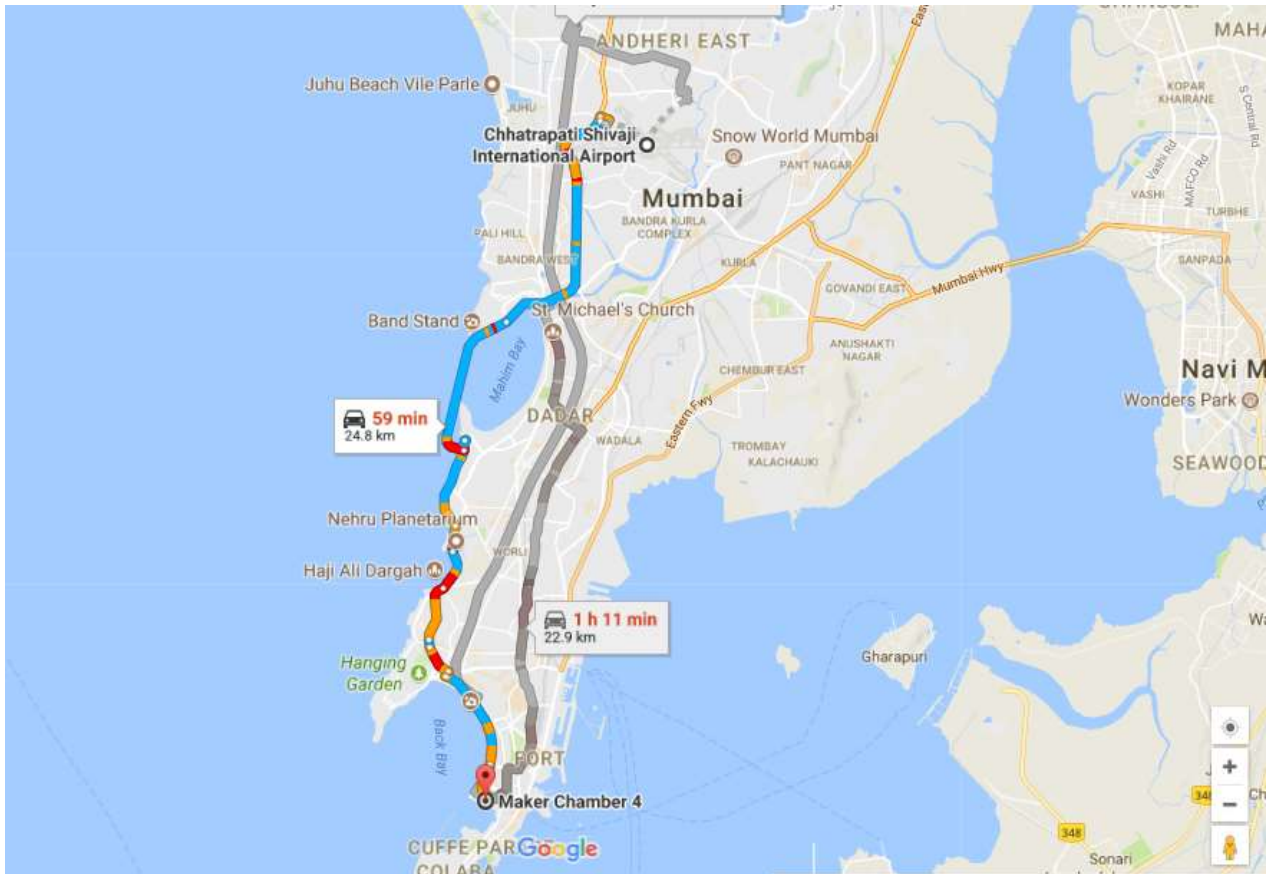
1. **This form of proxy in order to be effective should be duly completed and deposited either in person or through post before the commencement of the Meeting.**
2. **A proxy need not be a member of the Company and shall prove his/her identity at the time of attending the Meeting.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. **\*\*This is only optional. Please put a '√' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.**
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
6. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
7. This form of proxy shall be signed by the appointer or his/her attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
8. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. Undated proxy form will not be considered valid.
10. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

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## Route Map to Meeting venue



### EGM VENUE ADDRESS:

5<sup>th</sup> Floor, Maker Chambers IV,  
222, Nariman Point,  
Mumbai 400021.

Corporate Office:- 5<sup>th</sup> Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;  
Tel:- 0091 22 22785500, Fax:- 0091 22 22785560 Website:- [www.jupl.co.in](http://www.jupl.co.in)

Registered Office: CPP Control Room, Village Padana, Taluka Lalpur, District Jamnagar – 361 280, Gujarat