

Jamnagar Utilities & 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 on Tuesday, September 13, 2022 at 12:00 noon at Meeting Room No. 1, 2nd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, to transact the following business:

Special Business

1. To approve appointment of Shri Kiritkumar Brahmbhatt as Manager of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in accordance with the provisions of Sections 2(53), 196, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), approval of the members be accorded to appoint Shri Kiritkumar Brahmbhatt (PAN: ABNPB4679C), who has attained the age of 70 years, as Manager of the Company with effect from September 13, 2022 to hold office upto July 31, 2024, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment, as it may deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts 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/-
Vijay Agarwal
Company Secretary
ICSI Membership No. F3780

Place: Mumbai
Date: August 19, 2022
Registered Office:
CPP Control Room, Village Padana,
Taluka Lalpur, District Jamnagar - 361 280
Gujarat
CIN: U40100GJ1991PTC051130
Website: www.jupl.co.in
E-mail: company.secretary@jupl.co.in
Tel: +91-22-3555 7100
Fax: +91-22-3555 5560

Corporate Office:- 5th Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
Tel:- 0091 22 3555500, Fax:- 0091 22 35555560 Email:- company.secretary@jupl.co.in Website:- www.jupl.co.in

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

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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 at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

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 proxy holder shall prove his identity at the time of attending the Meeting.

2. Attendance Slip, proxy form and the route map of the venue of the Meeting are annexed hereto. The prominent landmark for the venue of the Meeting is Mantralaya.
3. 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 together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding and attendance slip(s).
5. 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.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts is annexed hereto.
7. The Company's Debenture Trustees are:

Axis Trustee Services Limited
The Ruby, 2nd Floor, SW,
29, Senapati Bapat Marg,
Dadar West, Mumbai 400 028.
Tel: +91-22-62300451
Fax: +91-22-62300700;
E-mail: debenturetrustee@axistrustee.in
Website address: www.axistrustee.in

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

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

Item No. 1:

The Board of Directors of the Company (“the Board”) at its meeting held on August 12, 2022 has recommended appointment of Shri Kiritkumar Brahmbhatt as Manager of the Company, who has attained the age of 70 years, to hold office up to July 31, 2024 effective from the date, his appointment is approved by the shareholders.

In terms of Section 196(3) of the Companies Act, 2013 (the “Act”) no company shall appoint or continue the employment of any person as manager who has attained the age of seventy years. The appointment of a person who has attained the age of seventy years may be made by obtaining approval of the members by passing a special resolution and the explanatory statement annexed to the notice shall state the justification for appointing such person.

A brief profile of Shri Kiritkumar Brahmbhatt is given below:

Shri Kiritkumar Brahmbhatt has over four decades of experience in Power Plant and Utilities Operations including Project Management and Engineering for large scale grassroots Power Projects, ensuring timely execution and stabilization. He has a good understanding of the Power Business Economics and Commercial / Regulatory issues relating to trading and distribution for renewable and non-renewable generation.

Shri Kiritkumar Brahmbhatt specialises in:

- Design & Conceptualization of large-scale Power Plant (Gas, Coal), Power Distribution, sea water desalination and utility systems
- Project Management of large-scale Power Plant, to ensure timely execution and stabilization
- Build strong Power Plant, Power Distribution and Utilities Operations team for various grassroots projects
- Lead business and commercial/regulatory efforts for Power Business development

Shri Kiritkumar Brahmbhatt satisfies the conditions set out under Section 196(3) of the Act for being eligible for appointment.

The members may note that given his experience and background the continued association of Shri Kiritkumar Brahmbhatt as Manager would be of immense benefit to the Company and hence it is desirable to continue to avail his services as Manager of the Company.

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Accordingly, members' approval is sought for appointment of Shri Kiritkumar Brahmbhatt, who has attained the age of 70 years, as Manager of the Company with effect from September 13, 2022 to hold office up to July 31, 2024, in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment of Shri Kiritkumar Brahmbhatt are as under:

- (i) The Manager shall perform his functions/duties and carry out the orders and directions given by the Board from time to time.
- (ii) The Manager shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Companies Act, 2013 and the Rules framed thereunder.
- (iii) The Office of Manager may be terminated by the Company or by the Manager, by giving 3 (three) months prior notice in writing.

Details of Shri Kiritkumar Brahmbhatt seeking appointment as Manager at the meeting, pursuant to the provisions of Secretarial Standard (SS-2) on General Meetings issued by the Institute of Company Secretaries of India are provided hereinbelow:

Age	71 years
Qualifications	B.E.(Electrical)
Experience	Shri Kiritkumar Brahmbhatt has over four decades of experience in Power Plant and Utilities Operations including Project Management and Engineering for large scale grassroot Power Projects, ensuring timely execution and stabilization. He has a good understanding of the Power Business Economics and Commercial / Regulatory issues relating to trading and distribution for renewable and non-renewable generation
Terms and Conditions of appointment	As per the resolution set out in the Notice convening this Meeting read with explanatory statement thereto
Remuneration last drawn (FY 2021-22)	Rs. 36,00,000
Remuneration proposed to be paid	As approved by the Board of Directors of the Company
Date of first appointment in the Company as a Manager	September 30, 2014
Shareholding in the Company	Nil

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Relationship with Directors / Key Managerial Personnel	Shri Kiritkumar Brahmbhatt is not related to any Director/Key Managerial Personnel of the Company
Number of meetings of the Board attended during the financial year (2021-22)	6 (in the capacity of Manager)
Directorships of other Boards as on March 31, 2022	1 (One) EWPL Holdings Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	Nil

None of the Directors and Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out in the Notice for approval by the members.

By Order of the Board of Directors

Sd/-
Vijay Agarwal
Company Secretary
ICSI Membership No. F3780

Place: Mumbai

Date: August 19, 2022

Registered Office:

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

CIN: U40100GJ1991PTC051130

Website: www.jupl.co.in

E-mail: company.secretary@jupl.co.in

Tel: +91-22-3555 7100

Fax: +91-22-3555 5560

ATTENDANCE SLIP

JAMNAGAR UTILITIES & POWER PRIVATE LIMITED
Regd. Office: CPP Control Room, Village Padana, Taluka Lalpur, District
Jamnagar- 361280, Gujarat
CIN: U40100GJ1991PTC051130

Website: www.jupl.co.in; e-mail: company.secretary@jupl.co.in; Tel:- 0091 22 35557100;
Fax:- 0091 22 35555560

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 Tuesday, September 13, 2022 at 12:00 noon at Meeting Room No. 1, 2nd 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

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

CIN: U40100GJ1991PTC051130

Website: www.jupl.co.in; Tel:- 0091 22 35557100, Fax:- 0091 22 35555560

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 Tuesday, September 13, 2022 at 12:00 noon at Meeting Room No. 1, 2nd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021 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:

Resolution	For	Against
To approve appointment of Shri Kiritkumar Brahmbhatt (PAN: ABNPB4679C) as Manager of the Company.		

* Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2022

Signature of
member

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy
holder

Signature of third proxy holder

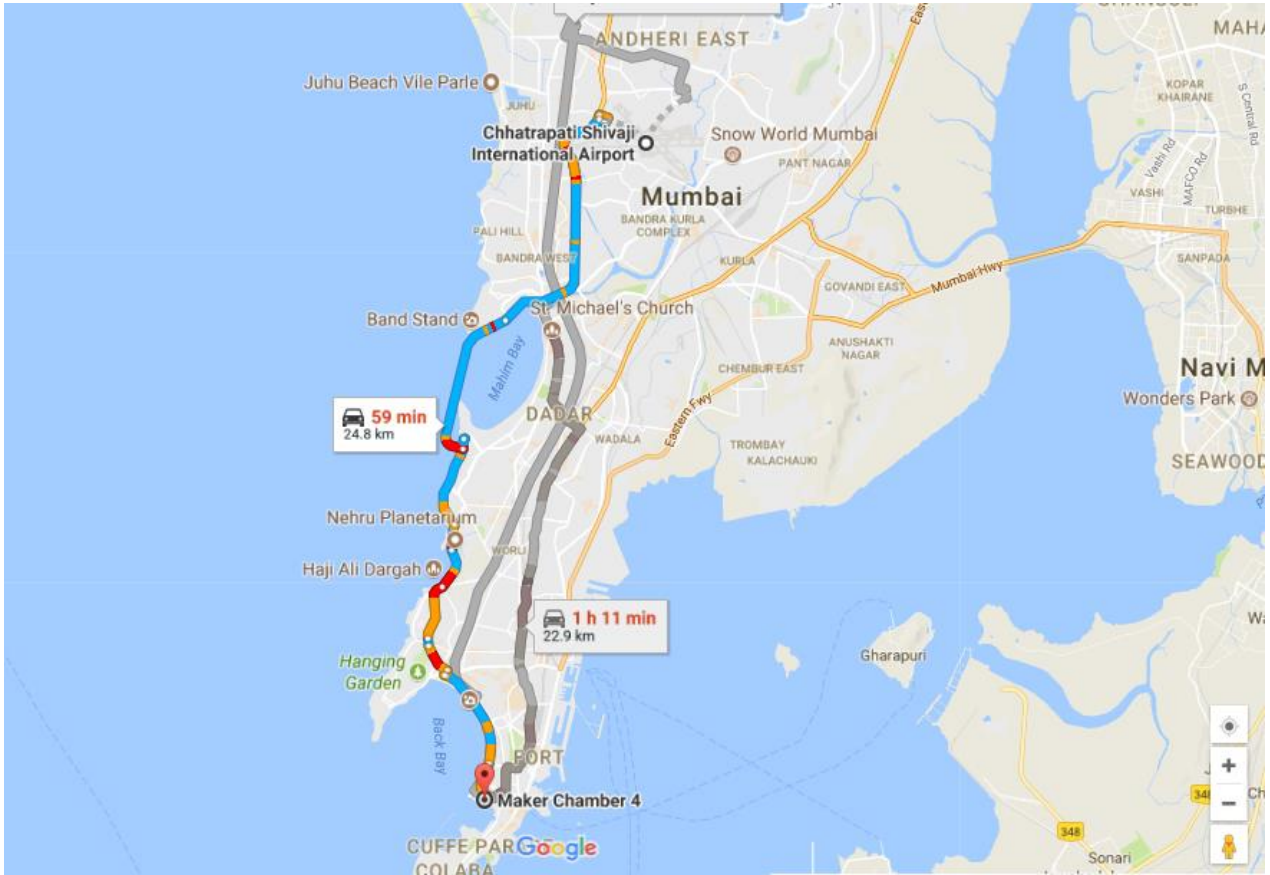
Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited either in person or through post at the Registered Office of the Company not less than 48 hours 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:

Meeting Room No. 1,
2nd Floor, Maker Chambers IV,
222, Nariman Point,
Mumbai 400021