

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 at a shorter notice on Thursday, May 26, 2022 at 9:30 a.m. 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 increase in the authorised share capital and consequent alteration to the Capital Clause of the Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 5250,00,00,000/- (Rupees Five Thousand Two Hundred and Fifty Crore) divided into 250,00,00,000 (Two Hundred and Fifty Crore) Equity Shares of Re. 1/- (Rupee One) each and 50,00,00,000 (Fifty Crore) Preference Shares of Rs. 100/- (Rupees One Hundred) each to Rs. 8250,00,00,000/- (Rupees Eight Thousand Two Hundred and Fifty Crore) by creation of additional 3000,00,00,000 (Three Thousand Crore) Equity Shares of Re. 1/- (Rupee One) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 8250,00,00,000/- (Rupees Eight Thousand Two Hundred and Fifty Crore) consisting of 3250,00,00,000 (Three Thousand Two Hundred and Fifty Crore) Equity Shares of Re. 1/- (Rupee One) each and 50,00,00,000 (Fifty Crore) Preference Shares of Rs. 100/- (Rupees One Hundred) each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.”

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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all necessary and consequential steps and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable or expedient to give effect to this resolution."

2. To consider and approve issue of bonus Class 'B' equity shares 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 Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), the enabling provisions of the Articles of Association of the Company, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company (the 'Board') for capitalisation of a sum not exceeding Rs. 2537,44,16,844 (Rupees Two Thousand Five Hundred and Thirty Seven Crore Forty Four Lakh Sixteen Thousand Eight Hundred Forty Four only) from and out of the securities premium account and/or any other permitted reserves/surplus of the Company, as may be considered appropriate for the purpose of issue of bonus Class 'B' equity shares (Bonus Equity Shares) of Re. 1/- (Rupee One only) each, credited as fully paid to eligible members of the Company holding existing Class 'B' equity shares (Equity Shares) of Re. 1/- (Rupee One only) each of the Company whose names appear in the Register of Members on May 25, 2022, 'Record Date' determined by the Board for this purpose, in the proportion of 14 (Fourteen) new fully paid-up Bonus Equity Shares of Re. 1/- (Rupee One only) each for every 1 (One) existing fully paid-up Equity Share of Re. 1/- (Rupee One only) each held by them and that the new Bonus Equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

RESOLVED FURTHER THAT the Bonus Equity Shares so allotted shall rank pari passu in all respects with the fully paid-up existing Equity Shares of the Company as existing on the Record Date;

RESOLVED FURTHER THAT the Bonus Equity Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

By Order of the Board of Directors

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

Place: Mumbai
Date: May 25, 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

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 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.

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2. The Company has received consent from all the members of the Company to send the notice of this Meeting at a shorter notice.
3. 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.
4. 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.
5. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding and attendance slip(s).
6. 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.
7. A Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts is annexed hereto.
8. 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 present authorised share capital of the Company is Rs. 5250,00,00,000/- (Rupees Five Thousand Two Hundred and Fifty Crore) consisting of 250,00,00,000 (Two Hundred and Fifty Crore) Equity Shares of Re. 1/- (Rupee One) each and 50,00,00,000 (Fifty Crore) Preference Shares of Rs. 100/- (Rupees One Hundred) each.

In order to facilitate issue of bonus Class 'B' equity shares it is proposed to increase the authorised share capital to Rs. 8250,00,00,000/- (Rupees Eight Thousand Two Hundred and Fifty Crore) consisting of 3250,00,00,000 (Three Thousand Two Hundred and Fifty Crore) Equity Shares of Re. 1/- (Rupee One) each and 50,00,00,000 (Fifty Crore) Preference Shares of Rs. 100/- (Rupees One Hundred) each by creation of additional 3000,00,00,000 (Three Thousand Crore) Equity Shares of Re. 1/- (Rupee One) each.

The increase in the Authorised Share Capital of the Company as aforesaid would require consequential alteration to the existing Clause V (Capital Clause) of the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered as per the resolution set out in the accompanying Notice.

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, any increase in the Authorized Share Capital and consequent amendment to the Memorandum of Association of the Company requires approval of the members of the Company by way of an Ordinary Resolution.

A copy of the Memorandum of Association of the Company along with proposed alteration is available for inspection by members.

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.

Item No. 2:

With a view to enhance the capital base of the Company, the Board of Directors at its meeting held on May 25, 2022, subject to consent of the members of the Company, approved and recommended issue of bonus Class 'B' equity shares (Bonus Equity Shares) of Re. 1/- (Rupee One only) each credited as fully paid-up to eligible members of the Company holding existing Class 'B' equity shares (Equity Shares) of

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Re. 1/- (Rupee One only) each in the proportion of 14 (Fourteen) new fully paid-up Bonus Equity Shares of Re. 1/- (Rupee One only) each for every 1 (one) existing fully paid-up Equity Share of Re. 1/- (Rupee One only) each by capitalising a sum not exceeding Rs. 2537,44,16,844 (Rupees Two Thousand Five Hundred Thirty Seven Crore Forty Four Lakh Sixteen Thousand Eight Hundred Forty Four only) out of securities premium account and/or any other permitted reserves/surplus of the Company, as may be considered appropriate.

The Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account or any other permissible reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The issue of Bonus Equity Shares by way of capitalisation of the sums standing to the credit of capital redemption reserve account / securities premium account and/or any other permitted reserves / surplus of the Company, as may be considered appropriate for the purpose of issue of Bonus Equity Shares requires members' approval in terms of Section 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

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 Special Resolution set out at Item No. 2 of this Notice.

The Board commends the Special Resolution set out at Item No. 2 of this 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: May 25, 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 Thursday, May 26, 2022 at 9:30 a.m. 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 at shorter notice on Thursday, May 26, 2022 at 9:30 a.m. at Meeting Room No. 1, 2nd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021 and at any adjournment thereof in respect of such resolutions as is indicated below:

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

Resolution	For	Against
1. To approve increase in the Authorised Share Capital of the Company		
2. To consider and approve issue of Bonus Class 'B' Equity shares		

* 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

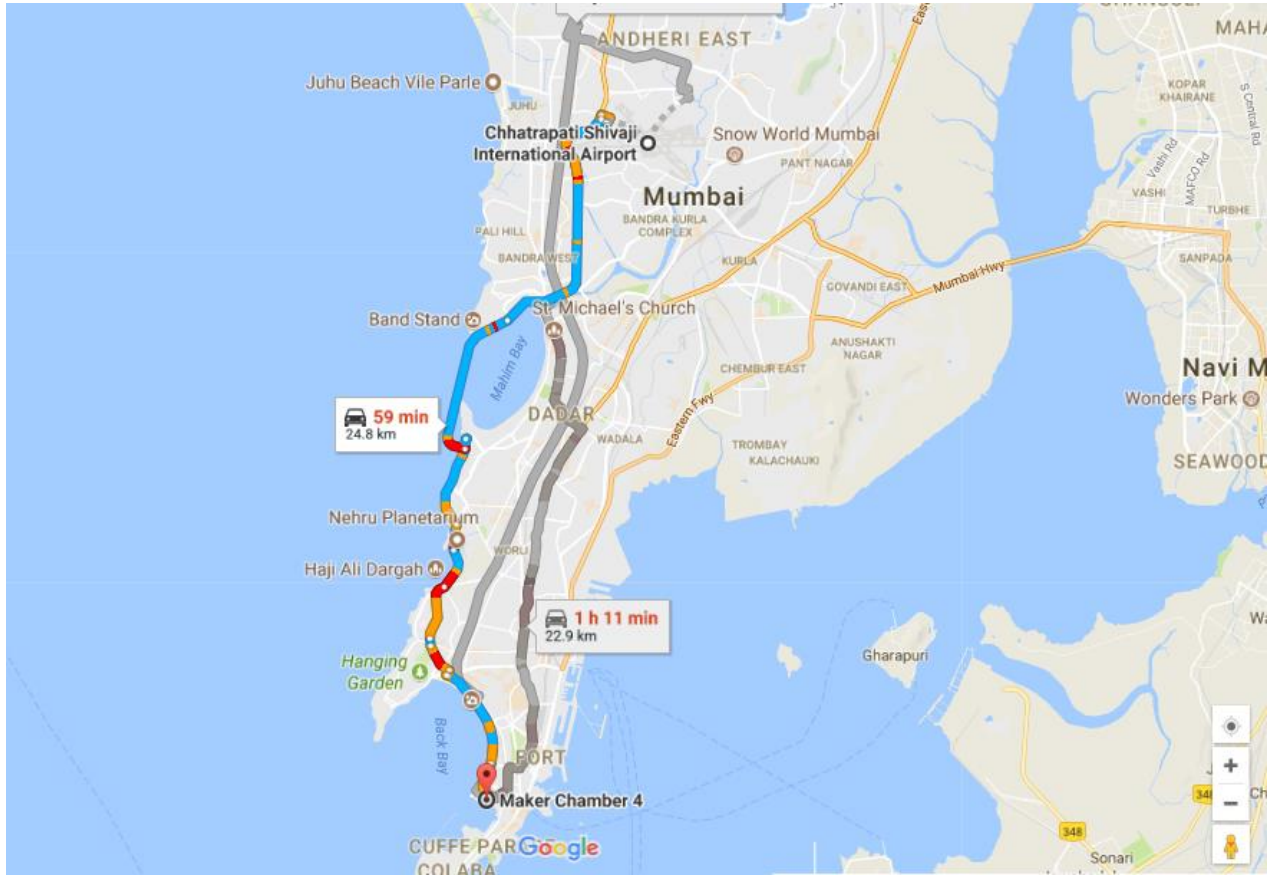
Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company before 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

Corporate Office:- 5th Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
Tel:- 0091 22 3555500, Fax:- 0091 22 3555560 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