

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTC051130

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the Members of **Jamnagar Utilities & Power Private Limited** will be held at a shorter notice on Wednesday, August 2, 2023 at 10:00 a.m. (IST) 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 offer or invite subscriptions for Non-Convertible Debentures on private placement basis 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 pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and 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) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for listed / unlisted, secured / unsecured redeemable non-convertible debentures, in one or more tranches/series, of an aggregate nominal value up to Rs. 4000 crore (Rupees Four Thousand crore), on private placement basis, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT the Board of Directors of the Company 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 and for matters connected therewith or incidental thereto.”

By Order of the Board of Directors

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

Place: Mumbai

Date: August 1, 2023

Corporate Office:- 1st Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
Tel:- 0091 22 35557100, 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

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTC051130

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

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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 venue of the meeting 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. 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

Jamnagar Utilities & Power Private Limited

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

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

Item No. 1:

Section 71 of the Act which deals with the issue of debentures read with Section 42 of the Act which deals with the offer or invitation for subscription or issue of securities of a company on private placement basis and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 mandates that a company which intends to make a private placement of its non-convertible debentures, shall, before making an offer or invitation for subscription, obtain approval of its shareholders by means of a special resolution. It shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such non-convertible debentures during the year.

In order to augment long term resources for making investments including in capital markets and extending loans and advances and refinancing of existing debts, the Company is proposing to offer or invite subscription, from time to time, for listed / unlisted, secured / unsecured redeemable non-convertible debentures, in one or more tranches / series on private placement basis.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 1 of the Notice.

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

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

By Order of the Board of Directors

Sd/-

Vijay Agarwal

Company Secretary and Compliance Officer

ICSI Membership No. F3780

Place: Mumbai

Date: August 1, 2023

Registered Office:

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

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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 Wednesday, August 2, 2023 at 10:00 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 Wednesday, August 2, 2023 at 10:00 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 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
1. To approve offer or invite subscriptions for non-convertible debentures on private placement basis		

* Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2023

Signature of
member

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy
holder

Signature of third proxy holder

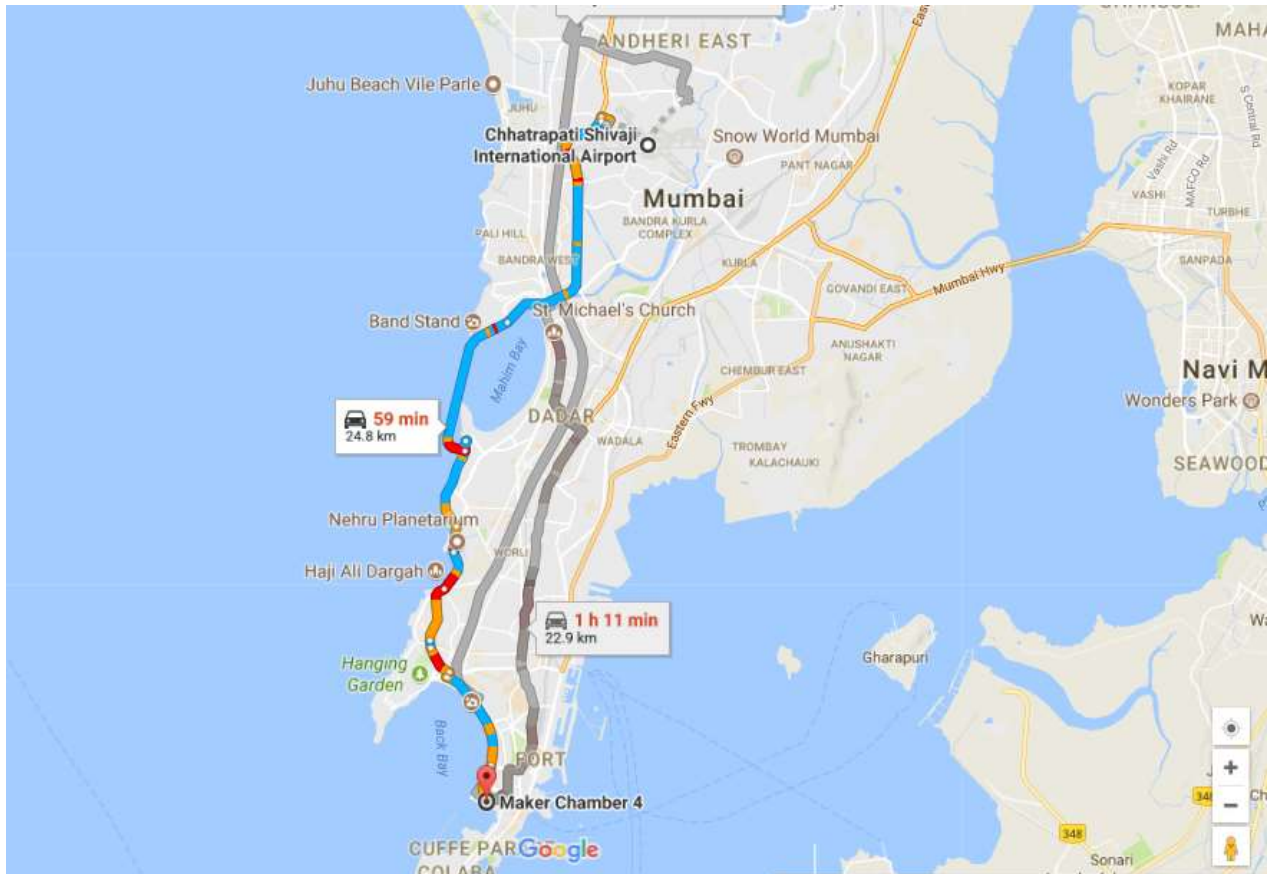
Notes:

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

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