

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 Thursday, October 15, 2020 at 3:30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

Special Business

1. To consider and approve increase in the authorised share capital of the Company and consequent alteration of 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, if any, of the Companies Act, 2013 (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, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 350,00,00,000/- (Rupees Three Hundred and Fifty Crore) consisting of 250,00,00,000 (Two Hundred and Fifty Crore) Equity Shares of Re. 1/- (Rupee One) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 100/- (Rupees One Hundred) each to 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 and consequently the existing Clause V of the Memorandum of Association of the Company, relating to the Authorised Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

V. The 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, with power to the Board 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 for the time being be provided by the Articles of Association of the Company.

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."

Corporate Office:- 5th Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
Tel:- 0091 22 35555500, 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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2. To consider and approve issue of upto 50,00,00,000 (Fifty Crore) Redeemable Preference Shares of the face value of Rs. 100 (Rupees One Hundred) each, for cash, at par, aggregating upto Rs. 5000 crore (Rupees Five Thousand Crore) on Private Placement basis in one or more tranches 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 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the provisions of the Articles of Association of the Company, and subject to the increase in the Authorized Share Capital of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to offer and issue upto 50,00,00,000 (Fifty Crore) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each, for cash, at par, aggregating upto Rs. 5000,00,00,000 (Rupees Five Thousand Crore), in one or more tranches, (“RPS”) to Sikka Ports & Terminals Limited (SPTL) on a private placement basis, in accordance with the terms and conditions as mentioned below:

Nature of Security	Up to 50,00,00,000 (Fifty Crore) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each (RPS)
Basis of Issue	Private Placement
Issue Price	At face value of Rs. 100/- (Rupees One Hundred) each
Issue Size	Up to Rs. 5000,00,00,000/- (Rupees Five Thousand Crore)
Dividend	0%
Voting rights	Except for class meetings, RPS Holder shall have no right to receive notice of, or attend, or vote at a shareholders meeting
Listing	Unlisted
Conversion	Not Applicable
Redemption Date	Redemption will be done at the end of 7 years from the Date of Allotment
Redemption Amount	Each RPS shall be redeemable at Rs.186 (Rupees One Hundred and Eighty Six) i.e. at a premium of Rs. 86 over face value

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	Redemption value aggregating up to Rs. 9300,00,00,000/- (Rupees Nine Thousand Three Hundred Crore)
Right to appoint nominee director	RPS Holder shall have right to appoint 1 (one) nominee director on the Board of the Company during the term of the RPS
Business Day Convention	If Redemption Date falls on a day which is not a Business Day, then the Company shall redeem the RPS on immediately succeeding Business Day.
Priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares	The RPS will carry a preferential right vis-à-vis equity shares of the Company with respect to the repayment of capital during winding up.
Participation in surplus fund / surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	The RPS shall be non-participating in the surplus funds / surplus assets and profits, on winding up which may remain after the entire capital has been repaid.
Other terms and conditions	Other terms and conditions not specifically provided herein in respect of RPS shall be applicable in accordance with the Articles of Association of the Company and provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide on all matters relating to the said issue of RPS and to do all such acts and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution.”

By Order of the Board of Directors



Rina Goda
Company Secretary
ICSI Membership No. A21532

Place: Mumbai
Date: October 14, 2020

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Registered Office:

CPP Control Room,

Village Padana, Taluka Lalpur,

District Jamnagar – 361 280,

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Website: www.jupl.co.in

Email: company.secretary@jupl.co.in

Tel: 022 35555500

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Notes:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”), has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020, June 15, 2020 and September 28, 2020 (collectively referred to as “MCA Circulars”), permitted convening the Extraordinary General Meeting (“EGM”/“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the EGM of the Company is being held through VC and notice to all the members is being given only through e-mails registered with the Company. The deemed venue for the EGM shall be the Registered Office of the Company. Detailed instructions to attend, participate and vote at the meeting through VC is attached as **Annexures 1 and 2**.
2. Pursuant to the provisions of the Companies Act, 2013 (“the Act”), a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll on his/her behalf at the meeting and a proxy need not be a member of the Company. Since this meeting is being held through VC pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the meeting and hence the Proxy Form is not annexed hereto.
3. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at the designated email address provided in Annexure 1, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the Meeting.
4. Members / Representatives attending the Meeting through VC would be considered for the purpose of quorum and accordingly there is no requirement of Attendance slip for the Meeting through VC and hence not annexed hereto.
5. Since the Meeting will be held through VC the route map of the venue of the Meeting is not annexed hereto.
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.
7. The Company’s Debenture Trustees are

Axis Trustee Services Limited having its office at The Ruby, 2nd Floor, SW, 29, Senapati Bapat Marg, Dadar West, Mumbai- 400 028 Tel : 022-6230 0451; and email: debenturetrustee@axistrustee.com.

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STATEMENT PURSUANT TO SECTION 102 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. 350,00,00,000 /- (Rupees Three Hundred and Fifty Crore) consisting of 250,00,00,000 (Two Hundred and Fifty Crore) Equity Shares of Re. 1/- (Rupee One) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 100/- (Rupees One Hundred) each.

The Company proposes to increase its authorised share capital to 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 by creating additional 49,00,00,000 (Forty Nine Crore) Preference Shares of Rs. 100/- (Rupees One Hundred) each to facilitate fund raising.

The aforesaid increase in the Authorised Share Capital of the Company would require alteration of 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 the Companies Act, 2013, any increase in the Authorized Share Capital and consequent amendment in 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.

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

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

Item No. 2:

The Board of Directors of the Company at its meeting held on October 14, 2020 has approved to offer and issue upto 50,00,00,000 (Fifty Crore) Redeemable Preference Shares of face value of Rs. 100/- (Rupees One Hundred) each, for cash, at par, aggregating upto Rs. 5,000,00,00,000 (Rupees Five Thousand Crore), in one or more tranches, ('RPS') to Sikka Ports & Terminals Limited on a private placement basis.

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Section 55 of the Companies Act, 2013 (the "Act") read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, framed thereunder, *inter-alia*, requires a company to obtain the approval of the members by way of a Special Resolution for issuance of preference shares.

Further, Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, framed thereunder, *inter-alia*, requires a company to obtain the approval of the members by way of a Special Resolution for private placement of securities.

Accordingly, the approval of the members is being sought, by way of a Special Resolution, to offer and issue, RPS on private placement basis. Disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are as under:

(a)	the size of the issue and number of preference shares to be issued and nominal value of each share	Upto 50,00,00,000 Redeemable Preference Shares of Rs. 100/- each, for cash, at par, aggregating upto Rs.5000,00,00,000 (Rupees Five Thousand Crore)
(b)	the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible	Non-participating, Redeemable, Non-Convertible Preference Shares
(c)	the objectives / purpose of the issue	Raising funds for general corporate purpose, giving loans and advances and making investments
(d)	the manner of issue of shares	Offer on Private Placement Basis
(e)	the price at which such shares are proposed to be issued	RPS of face value of Rs. 100/- (Rupees One Hundred) each will be issued at par.
(f)	the basis on which the price has been arrived at	Not Applicable, since the issue is at par
(g)	basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not Applicable, since the issue is at par
(h)	the terms of issue, including terms and rate of dividend on each share, etc.	Issue price of Rs. 100/- (Rupees One Hundred) payable on application Dividend: No dividend will be paid on the RPS

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		<p>Voting Rights: Except for class meetings, RPS Holder shall have no right to receive notice of, or attend, or vote at a shareholders meeting</p> <p>Right to appoint nominee director: RPS Holder shall have right to appoint 1 (one) nominee director on the Board of the Company during the term of the RPS</p> <p>Listing of RPS: Unlisted</p> <p>Priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares: The RPS will carry a preferential right vis-à-vis equity shares of the Company with respect to the repayment of capital during winding up.</p> <p>Participation in surplus fund / surplus assets and profits, on winding-up which may remain after the entire capital has been repaid: The RPS shall be non-participating in the surplus funds / surplus assets and profits, on winding up which may remain after the entire capital has been repaid.</p> <p>Other terms and conditions: Other terms and conditions not specifically provided herein in respect of RPS shall be applicable in accordance with the Articles of Association of the Company and provisions of Companies Act, 2013.</p>
(i)	Proposed time schedule	RPS are proposed to be issued by March 31, 2021
(j)	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	<p>Each RPS shall be redeemable at Rs.186 (Rupees One Hundred and Eighty Six) i.e. at a premium of Rs. 86 over face value.</p> <p>Redemption value aggregating upto Rs. 9300,00,00,000/- (Rupees Nine Thousand Three Hundred Crore)</p> <p>Date of redemption: Redemption will be done at the end of 7 years from the Date of Allotment.</p>

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		<p>Business Day Convention: If Redemption Date falls on a day which is not a Business Day, then the Company shall redeem the RPS on immediately succeeding Business Day</p> <p>Conversion: Not applicable</p>																
(k)	the manner and modes of redemption	<p>Each RPS shall be redeemable at Rs.186 (Rupees One Hundred and Eighty Six) i.e. at a premium of Rs. 86 over face value.</p> <p>Redemption value aggregating upto Rs. 9300,00,00,000/- (Rupees Nine Thousand Three Hundred Crore).</p>																
(l)	the current shareholding pattern of the Company	<p>Shareholding Pattern of the Company as on September 30, 2020:</p> <p><u>Class 'A' Equity Shares</u></p> <table border="1"> <thead> <tr> <th>Name of Shareholder</th> <th>Number of Equity Shares of Re. 1 each</th> <th>% of Voting Rights</th> </tr> </thead> <tbody> <tr> <td>Reliance Industries Holding Private Limited</td> <td>1,47,68,000</td> <td>73.84%</td> </tr> <tr> <td>Reliance Sibur Elastomers Private Limited</td> <td>32,000</td> <td>0.16%</td> </tr> <tr> <td>Reliance Industries Limited</td> <td>52,00,000</td> <td>26.00%</td> </tr> </tbody> </table> <p><u>Class 'B' Equity Shares</u></p> <table border="1"> <thead> <tr> <th>Name of shareholder</th> <th>Number of Equity Shares of Re.1 each</th> </tr> </thead> <tbody> <tr> <td>Reliance Industries Holding Private Limited</td> <td>181,24,58,346 (100.00%)</td> </tr> </tbody> </table> <p>Notes:</p>	Name of Shareholder	Number of Equity Shares of Re. 1 each	% of Voting Rights	Reliance Industries Holding Private Limited	1,47,68,000	73.84%	Reliance Sibur Elastomers Private Limited	32,000	0.16%	Reliance Industries Limited	52,00,000	26.00%	Name of shareholder	Number of Equity Shares of Re.1 each	Reliance Industries Holding Private Limited	181,24,58,346 (100.00%)
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		<p>1. Class 'A' Equity Shares shall carry rights as to voting but shall not be entitled to rights to dividend and to participate in the surplus assets of the Company, if any. The holder of the Class 'A' Equity Shares is entitled to one vote per share.</p> <p>2. Class 'B' Equity Shares shall carry rights as to dividend and to participate in the surplus assets of the Company, if any, but shall not carry rights as to voting at the general meeting save and except voting rights at the court convened and class meetings.</p>
(m)	the expected dilution in equity share capital upon conversion of preference shares	Not Applicable
(n)	contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Not Applicable
(o)	name and address of valuer who performed valuation	Mr. Parag Mehta, Partner Ernst & Young Merchant Banking Services LLP 14th Floor, The Ruby, 29 Senapati Bapat Marg, Dadar West, Mumbai - 400 028, India

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 2 of the Notice.

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Annexure 1

Members are requested to note the following in accordance with the MCA circulars:

1. The meeting through video-conference would be conducted through “Jio Meet” which enables two-way audio and video conference. Members are requested to join the meeting using the following link:

Click

<https://jiomeetpro.jio.com/shortener?scheduledmeeting=true&hash=SG7HtiK2fpb63d5ad2e09e1602697440310%40z9zCd&pwd=z9zCd>

or enter below Meeting ID to join meeting by entering the Password.

Meeting ID: 735 744 5235

Password: z9zCd

Detailed instructions on installing Jio meet is attached as Annexure 2.

2. The link to join the meeting shall be active from 3.15 p.m. onwards on the day of the meeting.
3. E-mail address of the Company Secretary of the Company, Ms. Rina Goda i.e. company.secretary@jupl.co.in is designated for correspondence / voting and all other purposes related to the meeting.
4. In the event of demand for poll at the meeting, members shall send their votes by emails from their email addresses which are registered with the company and shall only be sent to the designated email mentioned in point no. 3 above.
5. For any assistance before or during the meeting, members may contact the Company Secretary on +91- 9967622145.

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Annexure 2

The instructions for participating in the meeting through VC:

1. Members would have received an email from the Company to participate in the Meeting through VC on your email address registered with the Company.
2. In case you already have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, click on meeting link. You will connect to the meeting by entering the password (5 digits alphanumerical – case sensitive). Alternatively, you may open JioMeet, click on “Join a Meeting” option on JioMeet. Mention meeting code (10 digit numerical number) and meeting password (5 digit alphanumerical – case sensitive)
3. In case you do not have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For installing JioMeet App on your **iPad / apple devices / iPad / Android devices**:

Click on meeting link from the email invitation/calendar events



System will prompt you to download JioMeet App from respective App store / Play store



Download and Install JioMeet. You may signup using your Indian Mobile number for OTP based login or Email address & then sign in. Signup is optional. You may also join the Meeting without login.



Once installed, click on invitation once again on meeting link from the email invitation/calendar events you will be prompted to start JioMeet App.



State your name & mention meeting code (10-digit numerical number) & meeting password (5 digits alphanumerical – case sensitive)



Click on “**Join meeting**” option



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You will join the Meeting. Make sure you start your camera, and the microphone may be kept on “Mute” when not speaking.

Option 2

For participating through **Windows / Apple powered Laptops / Computer devices:**

Open the <https://jiomeet.jio.com> using **Google Chrome** browser



Simply click on “**Join A Meeting**” option from the website top panel.



A new Browser window would open. Mention meeting code (10 digits numerical number) & meeting password (5 digits alphanumerical – case sensitive)



You will enter the Meeting. Make sure you permit to start your camera, and the microphone may be kept on “Mute” when not speaking.