

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 on Tuesday, March 19, 2024 at 5:00 p.m. (IST) at Meeting Room No. 1, First Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, to transact the following business:

Special Business

1. To approve appointment of Ms. Mohana Venkatachalam (DIN: 08333092) as a Director 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 pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), Ms. Mohana Venkatachalam (DIN: 08333092), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director (designated as a Nominee Director) of the Company;

RESOLVED FURTHER THAT the Board of Directors 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 and Compliance Officer

Place: Mumbai

Date: February 23, 2024

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:- 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

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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 atleast 48 hours before 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 the provisions of Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting, 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, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Company, had approved the appointment of Ms. Mohana Venkatachalam (DIN: 08333092) as an Additional Director (Non-Executive) of the Company and designated her as a Nominee Director representing the interest of Reliance Industrial Investments And Holdings Limited with effect from February 13, 2024.

Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Ms. Mohana Venkatachalam would require the approval of the members of the Company by May 12, 2024.

Ms. Mohana Venkatachalam is qualified to be appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Ms. Mohana Venkatachalam for the office of Director of the Company.

Given her experience and background, it is in the interest of the Company that Ms. Mohana Venkatachalam be appointed as a Director of the Company. Accordingly, it is proposed to approve appointment of Ms. Mohana Venkatachalam as a Director (designated as a Nominee Director) of the Company.

Details of Ms. Mohana Venkatachalam, as required to be provided pursuant to the provisions of Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided hereinbelow:

Age	55 years
Qualifications	CS, LLB, B.Com
Experience	Ms. Mohana Venkatachalam is a qualified Company Secretary with a bachelor's degree in Law and a bachelor's degree in Commerce. She has over 28 years of experience in corporate legislations, compliances and corporate due diligence

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Terms and conditions of appointment	As per the resolution set out at Item No. 1 of this Notice read with statement thereto
Remuneration last drawn in the Company (FY 2023-24)	Nil
Remuneration proposed to be paid	Sitting Fees to be paid for attending meetings of the Board of Directors of the Company.
Date of first appointment on the Board	February 13, 2024
Shareholding in the Company as on February 13, 2024	Nil
Relationship with other Directors / Key Managerial Personnel of the Company	Ms. Mohana Venkatachalam is not related to any Director / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the FY 2023-24	Nil
Directorships of other Boards as on February 13, 2024	1. Reliance Services and Holdings Limited 2. Jio Leasing Services Limited 3. Reliance Industrial Investments And Holdings Limited 4. Sikka Ports & Terminals Limited
Membership / Chairmanship of Committees of other Boards as on February 13, 2024	1. Reliance Services and Holdings Limited Corporate Social Responsibility Committee - Member 2. Reliance Industrial Investments And Holdings Limited Corporate Social Responsibility Committee - Member

Save and except Ms. Mohana Venkatachalam, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors / Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the 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.

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By Order of the Board of Directors

**Sd/-
Vijay Agarwal
Company Secretary and Compliance Officer**

Place: Mumbai
Date: February 23, 2024

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Taluka Lalpur, District Jamnagar – 361 280,
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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 Tuesday, March 19, 2024 at 5:00 p.m. (IST) at Meeting Room No. 1, First 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, March 19, 2024 at 5:00 p.m. (IST) at Meeting Room No. 1, First 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
Approval for appointment of Ms. Mohana Venkatachalam (DIN: 08333092) as a Director.		

* Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2024

Signature of member

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

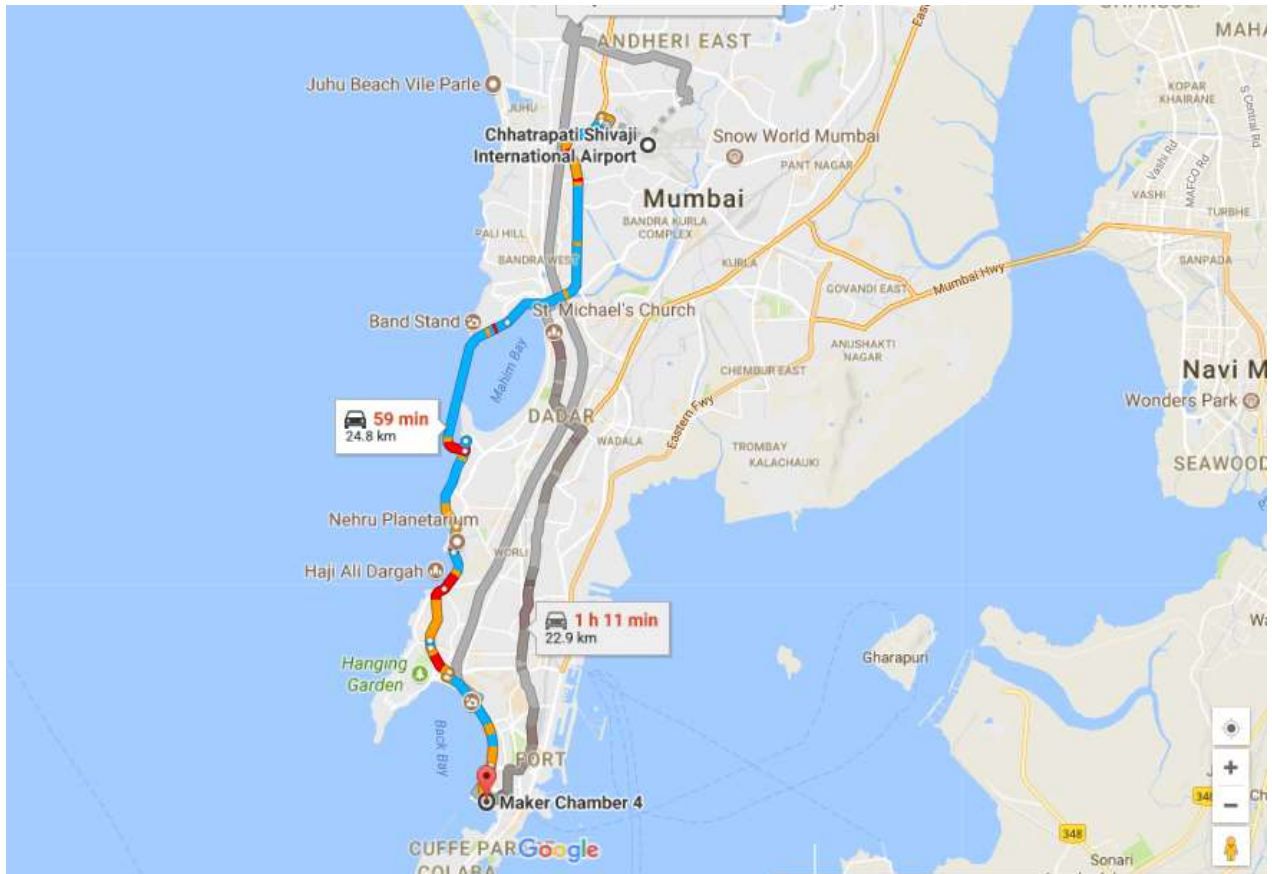
Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at least 48 hours 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,
First Floor, Maker Chambers IV,
222, Nariman Point,
Mumbai 400021

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