

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, September 4, 2025 at 7:30 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 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 Regulation 23 read with Regulation 62K of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company (or its successor entity) to enter into the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) with Reliance Industries Holding Private Limited (or its successor entity) and Srichakra Commercials LLP (or its successor entity), as more specifically set out in Table no. A1 and A2 in the explanatory statement to this resolution on the material terms and conditions set out therein;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

By Order of the Board of Directors

Sd/-

Vijay Agarwal

Company Secretary and Compliance Officer

Place: Mumbai

Date: September 1, 2025

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 Registered Office of the Company 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 Company is a High Value Debt Listed Entity (HVDLE) in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

The Company proposes to enter into transaction(s) / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Listing Regulations in order to meet its business objectives and enhance the value for its stakeholders.

All related party transactions of the Company are at arm's length and in the ordinary course of business.

Further, all related party transactions of the Company are undertaken after obtaining prior approval of the independent Directors in the Audit Committee. All related party transactions as set out in this Notice have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into during the previous quarter, pursuant to its approvals.

As per the Listing Regulations, all material related party transactions require prior approval of the shareholders through a resolution. A transaction with a related party is considered material if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1000 crore or 10% of the annual consolidated turnover of the HVDLE as per the last audited financial statements of the HVDLE, whichever is lower.

The annual consolidated turnover of the Company for the year ended March 31, 2025 is Rs. 4,657.48 crore.

Accordingly, any related party transaction exceeding Rs. 465.75 crore during financial year ending March 31, 2026, would be classified as material and would require prior approval of the shareholders. The value of underlying assets under the proposed transaction with Reliance Industries Holding Private Limited is Rs. 900 crore and with Srichakra Commercials LLP is Rs. 900 crore.

Further, since the Company's non-convertible debentures (NCDs) are listed on BSE Limited and there has been no subsequent issuance of non-convertible debentures since April 1, 2025, the requirement to obtain a No-Objection Certificate (NOC) from the debenture holders / debenture trustee for entering into material related party transactions does not apply as per the Listing Regulations.

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The approval of the members pursuant to Resolution at Item No. 1 is being sought for the following related party transaction(s) / contract(s) / agreement(s) / arrangement(s) set out in Table nos. A1 and A2.

The details of transactions as required under Regulation 23 and Regulation 62K of the Listing Regulations read with SEBI Master Circular bearing reference no. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/0000000103 dated July 11, 2025 (“**SEBI Master Circular**”) are set forth below:

A1 Transactions between the Company and Reliance Industries Holding Private Limited

Sr. No.	Particulars	Details																
1.	Name of the related party and its relationship with the HVDLE, including nature of its concern or interest (financial or otherwise)	Name of the Related Party - Reliance Industries Holding Private Limited (RIHPL) Relationship – RIHPL is the holding company of the Company. RIHPL holds 72.74% of voting capital of the Company																
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable																
3.	Type, material terms and particulars of the proposed transaction	Type: Option Agreement The Company has provided the following unsecured loans to Digital Fibre Infrastructure Trust (DFIT) in terms of the amended and restated loan agreement dated October 29, 2020 (which was subsequently amended on September 27, 2021) entered into, <i>inter-alia</i> , by and between the Company, Sikka Ports & Terminals Limited and DFIT (Loan Agreement). <table border="1"><thead><tr><th>Description</th><th>Amount lent (Rs. Crore)</th><th>Amount outstanding as on 31-07-2025 (Rs. Crore)</th><th>Interest Rate (per annum)</th></tr></thead><tbody><tr><td>Loan 1</td><td>5,000.00</td><td>4,971.22</td><td>12.01%-10.89%</td></tr><tr><td>Loan 2</td><td>3,816.53</td><td>3,794.56</td><td>12.00%</td></tr><tr><td>Total</td><td>8,816.53</td><td>8,765.78</td><td></td></tr></tbody></table>	Description	Amount lent (Rs. Crore)	Amount outstanding as on 31-07-2025 (Rs. Crore)	Interest Rate (per annum)	Loan 1	5,000.00	4,971.22	12.01%-10.89%	Loan 2	3,816.53	3,794.56	12.00%	Total	8,816.53	8,765.78	
Description	Amount lent (Rs. Crore)	Amount outstanding as on 31-07-2025 (Rs. Crore)	Interest Rate (per annum)															
Loan 1	5,000.00	4,971.22	12.01%-10.89%															
Loan 2	3,816.53	3,794.56	12.00%															
Total	8,816.53	8,765.78																

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		The Company proposes to enter into option agreement with respect to a portion of the Loan 1, with RIHPL, in terms of which the Company will have a put option to assign a portion of the Loan 1 along with the rights and benefits to RIHPL at par value of the loan. Similarly, RIHPL will have a call option to purchase and get the assignment of the said portion of Loan 1 along with the rights and benefits from the Company at par value of the loan.			
4.	Value and tenure of the proposed transaction	Amount of Loan 1 under the option agreement	Call option consideration (Rs. Crore)	Put option consideration (Rs. Crore)	Option Closing Date
		Not exceeding Rs.900.00 crore	1.00	2.00	28.09.2028
		The option agreement will automatically terminate upon the consummation of the put option or the call option. Further, in the event the Company does not exercise its put option and RIHPL does not exercise its call option, the option agreement would terminate on September 30, 2029 unless mutually extended in writing.			
5.	The percentage of the HVDLE's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of the portion of the Loan 1 which is subject matter of the option agreement, represents 19.32% of annual consolidated turnover of the Company for FY 2024-25.			
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the HVDLE	Not Applicable			

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7.	Justification as to why the RPT is in the interest of the HVDLE	The transaction will enable the Company to keep the flexibility to raise funds from time to time in future to meet its funding requirements.
8.	Any valuation or other external report relied upon by the HVDLE in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

A2 Transactions between the Company and Srichakra Commercials LLP

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the HVDLE, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Party – Srichakra Commercials LLP (Srichakra)</p> <p>Relationship – Srichakra is an entity jointly controlled by Reliance Industries Holding Private Limited (RIHPL). RIHPL is the holding company of the Company. RIHPL holds 72.74% of voting capital of the Company.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, material terms and particulars of the proposed transaction	<p>Type: Option Agreement</p> <p>The Company has provided the following unsecured loans to Digital Fibre Infrastructure Trust (DFIT) in terms of the amended and restated loan agreement dated October 29, 2020 (which was subsequently amended on September 27, 2021) entered into, <i>inter-alia</i>, by and between the Company, Sikka Ports & Terminals Limited and DFIT (Loan Agreement).</p>

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		Description	Amount lent (Rs. Crore)	Amount outstanding as on 31-07- 2025 (Rs. Crore)	Interest Rate (per annum)
		Loan 1	5,000.00	4,971.22	12.01%- 10.89%
		Loan 2	3,816.53	3,794.56	12.00%
		Total	8,816.53	8,765.78	
		<p>The Company proposes to enter into option agreement with respect to portion of the Loan 1, with Srichakra, in terms of which the Company will have a put option to assign the portion of the Loan 1 along with the rights and benefits to Srichakra at par value of the loan. Similarly, Srichakra will have a call option to purchase and get the assignment of said portion of the Loan 1 along with the rights and benefits from the Company at par value of the loan.</p>			
4.	Value and tenure of the proposed transaction	Amount of Loan 1 under the option agreement	Call option consideration (Rs. Crore)	Put option consideration (Rs. Crore)	Option Closing Date
		Not exceeding Rs. 900.00 crore	1.00	2.00	28.09.2028
		<p>The option agreement will automatically terminate upon the consummation of the put option or the call option. Further, in the event the Company does not exercise its put option and Srichakra does not exercise its call option, the option agreement would terminate on September 30, 2029, unless mutually extended in writing.</p>			
5.	The percentage of the HVDLE's annual consolidated turnover, for the immediately preceding financial year, that is represented	<p>The value of the portion of the Loan 1 which is subject matter of the option agreement, represents 19.32% of annual consolidated turnover of the Company for FY 2024-25.</p>			

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CIN: U40100GJ1991PTC051130

	by the value of the proposed transaction	
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the HVDLE	Not Applicable
7.	Justification as to why the RPT is in the interest of the HVDLE	The transaction will enable the Company to keep the flexibility to raise funds from time to time in future to meet its funding requirements.
8.	Any valuation or other external report relied upon by the HVDLE in relation to the transactions	Not Applicable
9	Any other information that may be relevant	All relevant information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives 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 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

Place: Mumbai

Date: September 1, 2025

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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

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/We hereby record my/our presence at the **EXTRAORDINARY GENERAL MEETING OF THE MEMBERS** of the Company held on Thursday, September 4, 2025 at 7:30 p.m. (IST) at Meeting Room No. 1, First Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021.

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

CIN: U40100GJ1991PTC051130

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

Website: www.jupl.co.in; e-mail: company.secretary@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 a shorter notice on Thursday, September 4, 2025 at 7:30 p.m. (IST) at Meeting Room No. 1, First 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/our above proxy to vote in the manner as indicated in the box below:

Resolution	For	Against
Approval for material related party transactions of the Company with related parties		

* Applicable for investors holding shares in electronic form.

Affix
Revenue
Stamp

Signed this _____ day of _____ 2025

Signature of
member

Signature of first proxy
holder

Signature of second proxy
holder

Signature of third proxy
holder

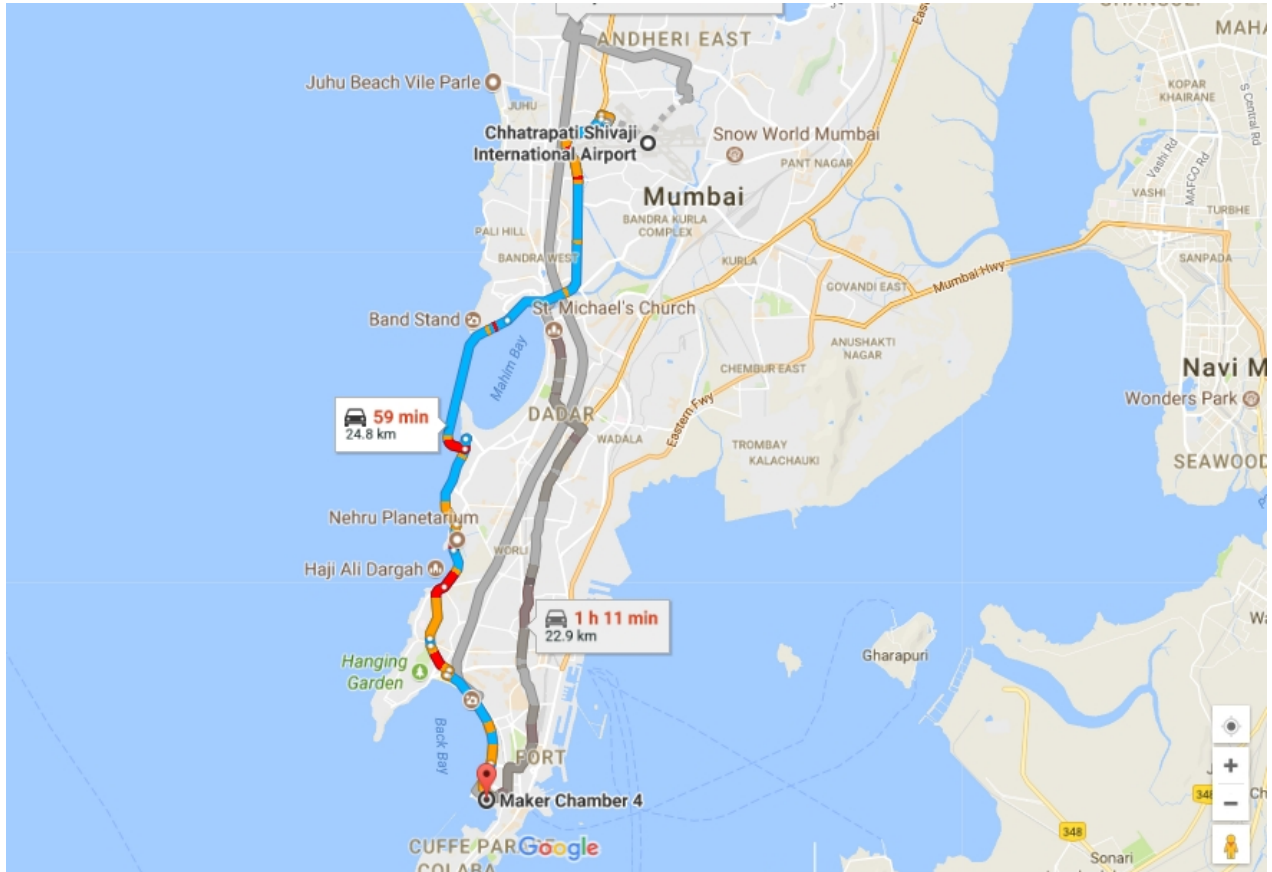
Notes:

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 joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. This form of proxy shall be signed by the appointer or his 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.

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTC051130

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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