

# 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 Monday, February 23, 2026 at 4:00 p.m. (IST) at Meeting Room No. 1, Second Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, to transact the following business:

### Special Business

1. To approve variation/alteration in the terms of redemption of Redeemable Preference Shares issued by the Company 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 48, 55 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and rules framed thereunder (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force and as may be enacted from time to time), the Articles of Association of the Company, the terms of issue of 50,00,00,000 Redeemable Preference Shares of face value of Rs. 100/- each aggregating Rs. 5000,00,00,000 (Rupees Five Thousand Crore only) and the consent letter received from Sikka Ports & Terminals Limited (SPTL), the holder of RPS, approval of the members be and is hereby accorded for variation/alteration in the terms of redemption of Redeemable Preference Shares (RPS), as per the details given below:

Particulars	Earlier Term	Revised Term
Redemption Date	Redemption will be done at the end of 7 years from the Date of Allotment	Redemption will be done within 30 days of the date of Board Meeting i.e. February 17, 2026
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.  Redemption value aggregating upto Rs. 9300,00,00,000/- (Rupees Nine Thousand Three Hundred Crore)	The redemption price for the RPS to be fixed as per the valuation to be carried out by reputed independent valuer.

Corporate Office:- 1<sup>st</sup> Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;  
Tel:- 0091 22 35557100, Fax:- 0091 22 35555560 Email:- [company.secretary@jupl.co.in](mailto:company.secretary@jupl.co.in) Website:- [www.jupl.co.in](http://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

RESOLVED FURTHER THAT except the above variation/alteration in the terms of redemption of RPS, there is no change in the other terms of RPS as per details given below:

<b>Nature of Security</b>	Up to 50,00,00,000 (Fifty Crore) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each (RPS)
<b>Basis of Issue</b>	Private Placement
<b>Issue Price</b>	At face value of Rs. 100/- (Rupees One Hundred) each
<b>Issue Size</b>	Up to Rs. 5000,00,00,000/- (Rupees Five Thousand Crore)
<b>Dividend</b>	0%
<b>Voting rights</b>	Except for class meetings, RPS Holder shall have no right to receive notice of, or attend, or vote at a shareholders meeting
<b>Listing</b>	Unlisted
<b>Conversion</b>	Not Applicable
<b>Right to appoint nominee director</b>	RPS Holder shall have right to appoint 1 (one) nominee director on the Board of the Company during the term of the RPS
<b>Business Day Convention</b>	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.
<b>Priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares</b>	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.
<b>Participation in surplus fund / surplus assets and profits, on winding-up which may remain after the entire capital has been repaid</b>	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.
<b>Other terms and conditions</b>	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

Corporate Office:- 1<sup>st</sup> Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;  
Tel:- 0091 22 35557100, Fax:- 0091 22 35555560 Email:- [company.secretary@jupl.co.in](mailto:company.secretary@jupl.co.in) Website:- [www.jupl.co.in](http://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

---

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.”

## By Order of the Board of Directors

Sd/-

**Vijay Agarwal**  
**Company Secretary and Compliance Officer**

Place: Mumbai

Date: February 19, 2026

Registered Office:

CPP Control Room, Village Padana,  
Taluka Lalpur, District Jamnagar - 361 280  
Gujarat  
CIN: U40100GJ1991PTC051130  
Website: [www.jupl.co.in](http://www.jupl.co.in)  
E-mail: [company.secretary@jupl.co.in](mailto:company.secretary@jupl.co.in)  
Tel: +91-22-3555 7100  
Fax: +91-22-3555 5560

# Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTC051130

## 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 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.
8. The Company's Debenture Trustees are:

Axis Trustee Services Limited  
The Ruby, 2<sup>nd</sup> Floor, SW,  
29, Senapati Bapat Marg,  
Dadar West, Mumbai 400 028.  
Tel: +91-22-62300451  
Fax: +91-22-62300700  
E-mail: [debenturetrustee@axistrustee.in](mailto:debenturetrustee@axistrustee.in)  
Website address: [www.axistrustee.in](http://www.axistrustee.in)

Corporate Office:- 1<sup>st</sup> Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;  
Tel:- 0091 22 35557100, Fax:- 0091 22 35555560 Email:- [company.secretary@jupl.co.in](mailto:company.secretary@jupl.co.in) Website:- [www.jupl.co.in](http://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

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

### Item No. 1:

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

The Company has issued and allotted 50,00,00,000 Redeemable Preference Shares of face value of Rs. 100/- each aggregating Rs. 5000,00,00,000 (Rupees Five Thousand Crore only) (RPS), redeemable at the end of 7 years from the date of allotment i.e. December 22, 2020 as per the terms of issue. These RPS are held by Sikka Ports & Terminals Limited, fellow subsidiary of the Company.

The Board of Directors of the Company at its meeting held on February 17, 2026, have approved variation/alteration in the terms of redemption of RPS for considering early redemption of RPS as per details given below:

Particulars	Earlier Term	Revised Term
Redemption Date	Redemption will be done at the end of 7 years from the Date of Allotment	Redemption will be done within 30 days of the date of Board Meeting i.e. February 17, 2026
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.  Redemption value aggregating upto Rs. 9300,00,00,000/- (Rupees Nine Thousand Three Hundred Crore)	The redemption price for the RPS to be fixed as per the valuation to be carried out by reputed independent valuer.

The Company has received consent letter from Sikka Ports & Terminals Limited (SPTL), the holder of RPS, according its consent for variation/alteration in the terms of redemption of Redeemable Preference Shares.

In accordance with the provisions of Section 48 of the Act, the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class and if such variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained.

# Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTC051130

Accordingly, the approval of members is sought by way of a Special Resolution for variation/alteration in the terms of redemption of Redeemable Preference Shares.

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**

Place: Mumbai

Date: February 19, 2026

Registered Office:

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

CIN: U40100GJ1991PTC051130

Website: [www.jupl.co.in](http://www.jupl.co.in)

E-mail: [company.secretary@jupl.co.in](mailto: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](http://www.jupl.co.in); e-mail: [company.secretary@jupl.co.in](mailto: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*	
--------	--

Member Folio No.	
------------------	--

Client ID*	
------------	--

No. of Shares	
---------------	--

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 Monday, February 23, 2026 at 4:00 p.m. (IST) at Meeting Room No. 1, Second 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

CIN: U40100GJ1991PTC051130

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

Website: [www.jupl.co.in](http://www.jupl.co.in); e-mail: [company.secretary@jupl.co.in](mailto: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 Monday, February 23, 2026 at 4:00 p.m. (IST) at Meeting Room No. 1, Second 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 variation/alteration in the terms of redemption of Redeemable Preference Shares issued by the Company		

\* Applicable for investors holding shares in electronic form.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

\_\_\_\_\_  
Signature of member

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

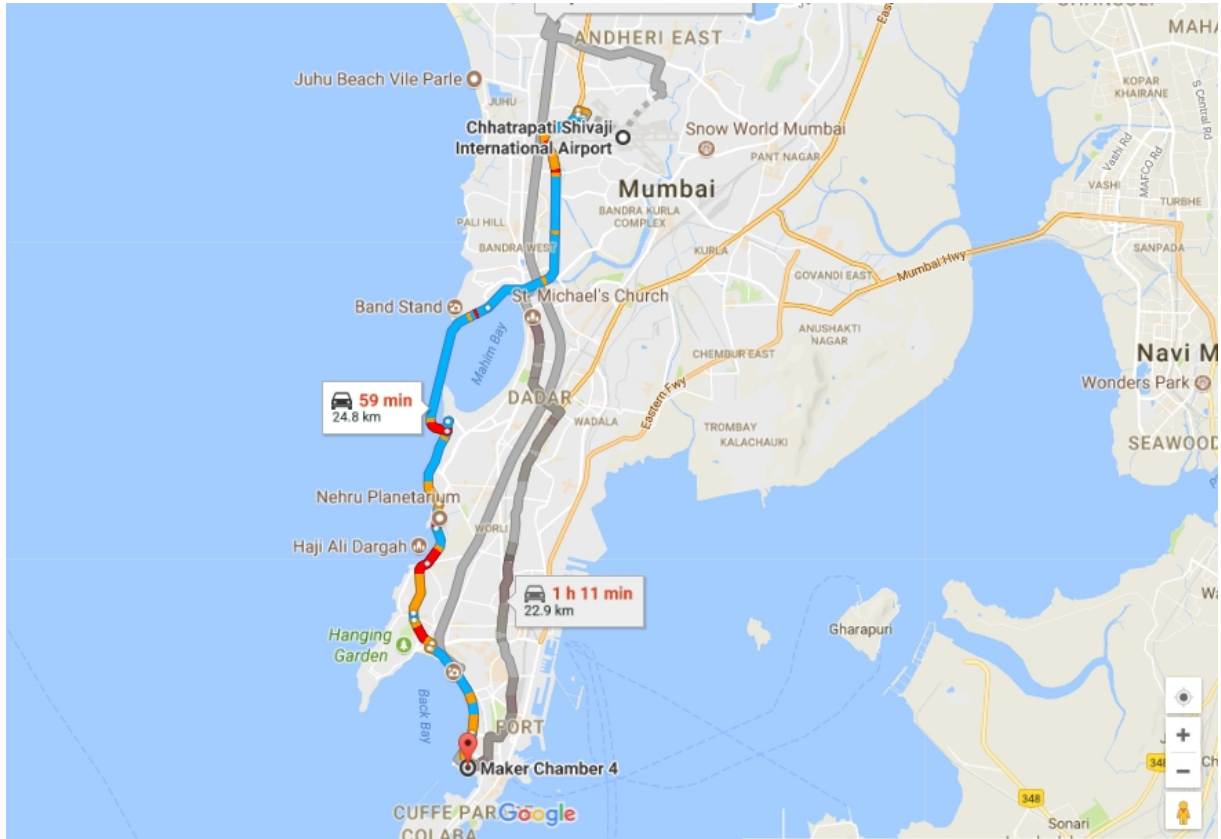
\_\_\_\_\_  
Signature of third proxy holder

Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the venue of the meeting 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



## EGM VENUE ADDRESS:

Meeting Room No. 1,  
Second Floor, Maker Chambers IV,  
222, Nariman Point,  
Mumbai 400 021

Corporate Office:- 1<sup>st</sup> Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;  
Tel:- 0091 22 35557100, Fax:- 0091 22 35555560 Email:- [company.secretary@jupl.co.in](mailto:company.secretary@jupl.co.in) Website:- [www.jupl.co.in](http://www.jupl.co.in)

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