



KRISHNA BHAGYA JALA NIGAM LIMITED

CIN:U85320KA1994SGC016101

Registered Office: Almatti Dam Site, Almatti-586 201, Vijayapura Dist.

Liason Office: PWD Office Annexe, III Floor, K.R. Circle, **BENGALURU-560 001**.

website:www.kbjnl.karnataka.gov.in email:cskbjnl@gmail.com

NOTICE CONVENING MEETING OF THE SERIES 2014-C BONDHOLDERS

Notice is hereby given that a Meeting of the Series 2014-C Bondholders of the KRISHNA BHAGYA JALA NIGAM LIMITED will be held **on Friday, the 16th April, 2021, at 11.30 a.m. at Liason Office of the Krishna Bhagya Jala Nigam Ltd., PWD Office Annexe, III Floor, K.R.Circle, Bengaluru-560 001** to transact and consider the following business:

Change of Debenture/Bond Trustee:

To consider and if thought fit, to pass the following resolution, with or without modification, as Special Resolution:

“RESOLVED THAT, pursuant to Clause 48 and other applicable provisions of the Trust Deed dated 23.02.2015 entered into between the Company and Canara Bank in relation to the Series 2014-C Non-convertible, Redeemable, Regular Return Bonds issued in the nature of Debentures under private placement basis and subject to other applicable laws, Rules, Regulations, Guidelines, if any, the consent of the Bondholders be and is hereby granted to the Company for the appointment of M/s. SBICAP Trustee Company Limited (STCL), No.202, Maker Tower E, Cuffe Parade, Mumbai - 400 006, as the Trustees to the Series 2014-C Bondholders in the place of Canara Bank.”

“RESOLVED FURTHER THAT the Company, in consultation with the STCL, be and is hereby authorised to do all such acts, deeds and things and execute all such documents and writings as it may in its absolute discretion deem necessary or incidental thereto to give effect to this Resolution.”

Sd/-

**Company Secretary &
Compliance Officer**

Place: Bengaluru

Date: 15.03.2021

Notes:

1. AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING OF THE BONDHOLDERS IS ANNEXED HERETO.
2. A BOND HOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN HIS / HER STEAD AND A PROXY NEED NOT BE A BOND HOLDER

3. BOND HOLDERS DESIROUS OF APPOINTING PROXIES ARE REQUESTED TO DELIVER DULY COMPLETED PROXY FORMS TO THE COMPANY'S LIASON OFFICE NOT LESS THAN 48 HOURS PRIOR TO THE TIME FIXED FOR THE MEETING. THE PROXY FORM (FORM NO. MGT 11) IS ATTACHED HEREWITH.
4. Bondholders / proxies attending the Meeting in person are requested to complete the Attendance Slip and handover the same at the Meeting. The Attendance Slip is attached herewith.
5. Bondholders or the authorized representatives (in case such the Bondholder is a body corporate) or the Proxy should carry their valid and legible identity proof (i.e. a PAN Card/Aadhaar Card/Passport/Driving License/Voter ID Card).
6. Bondholders or his/her Proxies are requested to bring the copy of the Notice to the Meeting.
7. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. All the relevant documents referred in this Notice and the Explanatory Statement are kept open for inspection by the Bondholders at Liason Office of the Company on all working days, between 11.00 a.m. and 1.00 p.m. up to the date of Meeting.
9. Every Bondholder during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Meeting would be entitled to inspect the Proxies lodged at any time during the business hours of the Company, provided that not less than three (3) days prior notice in writing of the intention so to inspect is given to the Company.
10. Any Body Corporate(s) intending to send their Authorized Representative(s) to attend the Meeting are requested to send to the Company, a certified true copy of the relevant resolution / power of attorney authorizing their representative(s) to attend and/or vote on their behalf.
11. The Notice, together with the documents accompanying the same, are being sent to all the Bondholders through the permitted mode(s) i.e., by registered post or speed post or courier service or electronically by e-mail. The Notice is also displayed on the website of the Company i.e www.kbjnl.karnataka.gov.in
12. Sri Girish P Lele, Divisional Manager, ETT Section, Canara Bank, has been nominated by the Trustees, as the Chairman for the Bondholders' Meeting in terms of Clause 7(i) of Fifth Schedule of the Trust Deed.
13. Sri K. Narayana Swamy, Practising Company Secretary (Membership No. FCS: 1838 COP: 9878), Bengaluru, has been appointed as the Scrutinizer for the said Meeting including for any adjournment(s) thereof, to conduct the voting at the venue of the Meeting in a fair and transparent manner, in terms of Clause 15(i) of Fifth Schedule of the Trust Deed. Another Scrutinizer shall be from the Bondholders (not being an officer or employee of the Company) present at the meeting provided such a Bondholder is available and willing to be appointed as provided under Clause 15(iii) of the Trust Deed.
14. Route Map to the Venue of the Meeting is enclosed.

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013 to the notice dated 15.03.2021

The Company has issued Series 2014-C (INE990D07312 Issue Amount Rs.248.40 Crores) Non-convertible, Redeemable, Regular Return Bonds in the nature of Debenture under private placement basis, in terms of Trust Deed dated 23.02.2015 entered in to between the Company and Canara Bank. The Company availed Term Loan from the erstwhile Syndicate Bank, Manipal Center Branch during the year 2014 and the tenure of the loan is in currency. It may be noted that the Syndicate Bank got merged with the Canara Bank recently as per the Scheme of Merger promulgated by the Government of India. On merger, the Canara Bank becomes the lender to the Company. As per SEBI (Debenture Trustees) Regulations, 1993 a person shall not be appointed as debenture trustee if it has lent and the loan is not yet repaid. Consequently, the Canara Bank, requested the Company to appoint alternate Debenture Trustees to the above said Bondholders in their place.

The Company proposes to appoint M/s. SBICAP Trustee Company Limited (STCL), a unit of State Bank of India, as Trustees to the Series 2014-C Bondholders. The STCL consented to assume Trusteeship subject to compliance with applicable provisions of the Trust Deed, Acts, Rules and Regulations.

Under the circumstances, the Company seeks Bondholder's approval to the Company to appoint STCL as Trustee to the Series 2014-C Bondholders in the place of Canara Bank as mentioned in the Resolution of the Notice.

As per the terms of the Trust Deed, the Bondholders can provide their assent to the resolution proposed in the notice by passing Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the above resolution.

Sd/-
**Company Secretary &
Compliance Officer**

Place: Bengaluru
Date: 15.03.2021



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ATTENDANCE SLIP

SERIES 2014-C BONDHOLDERS

I hereby record my presence at the Meeting of the Bondholders of the Company being held on
.....a.m. at

Full name of the Bondholder _____ Signature

Folio No. _____

Full name of the Proxy _____ Signature

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]



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SERIES 2014-C BONDHOLDERS

Name of the Bondholder(s):	
Registered address:	
E-mail Id:	
Folio No.	

I/ We being the Bondholders of..... Bonds, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Meeting of Bondholders of the Company, to be held onat the.....Liaison office of the Company at,and at any adjournment thereof in respect of such resolutions as are indicated below:

*I wish my above proxy to vote in the manner as indicated below:

Resolution	For	Against
1. Appointment of SBICAP Trustee Company Limited as Trustees to the bondholders of Series 2014-C Bonds in place of Canara Bank.		

1. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

2. Appointing a Proxy does not prevent a member from attending the meeting in person if he so wishes.

Signed this day of.....

(Signature of Shareholder)

(Signature of Proxy holder(s))

Affix Re.1/-
Revenue
Stamp

Route Map

