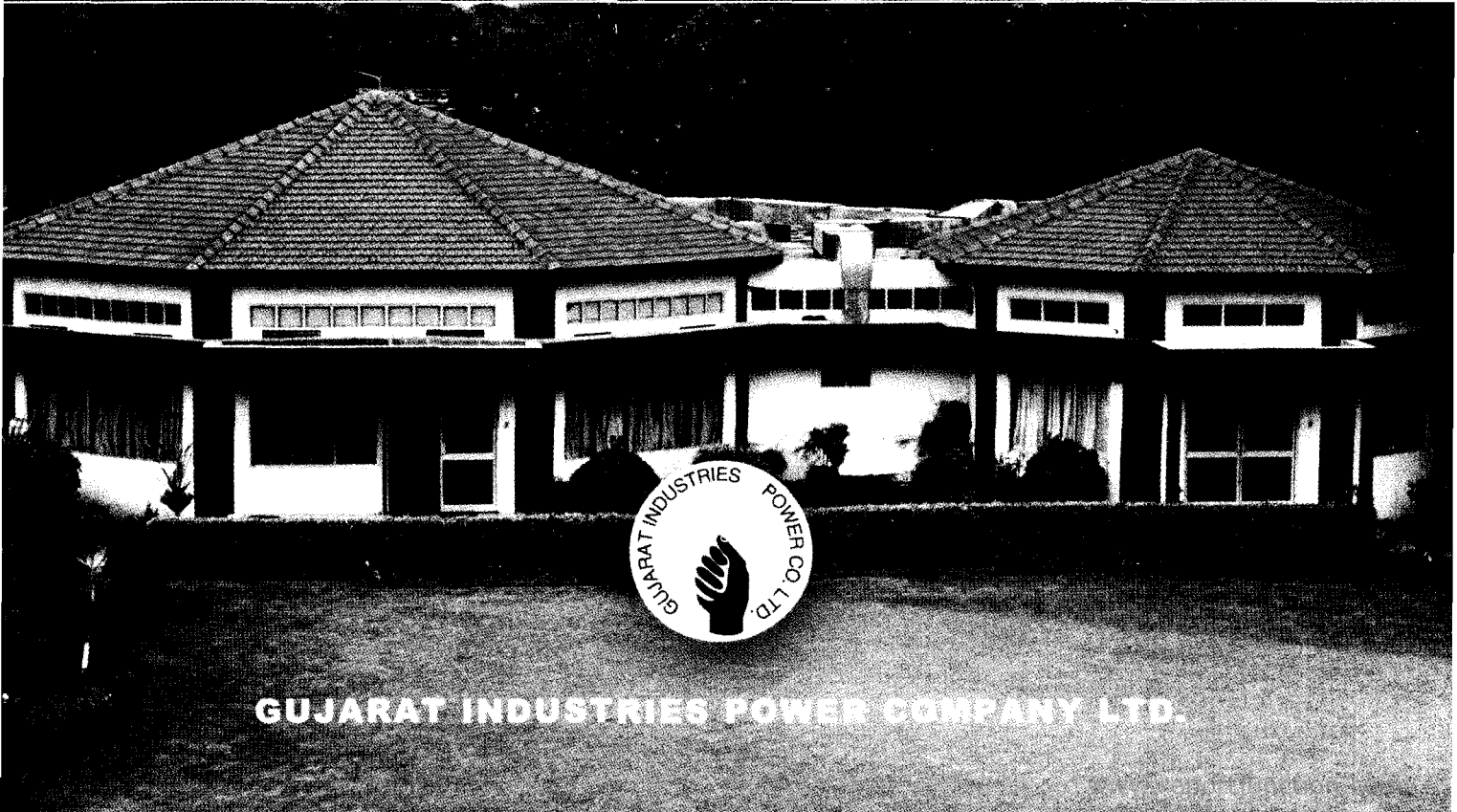
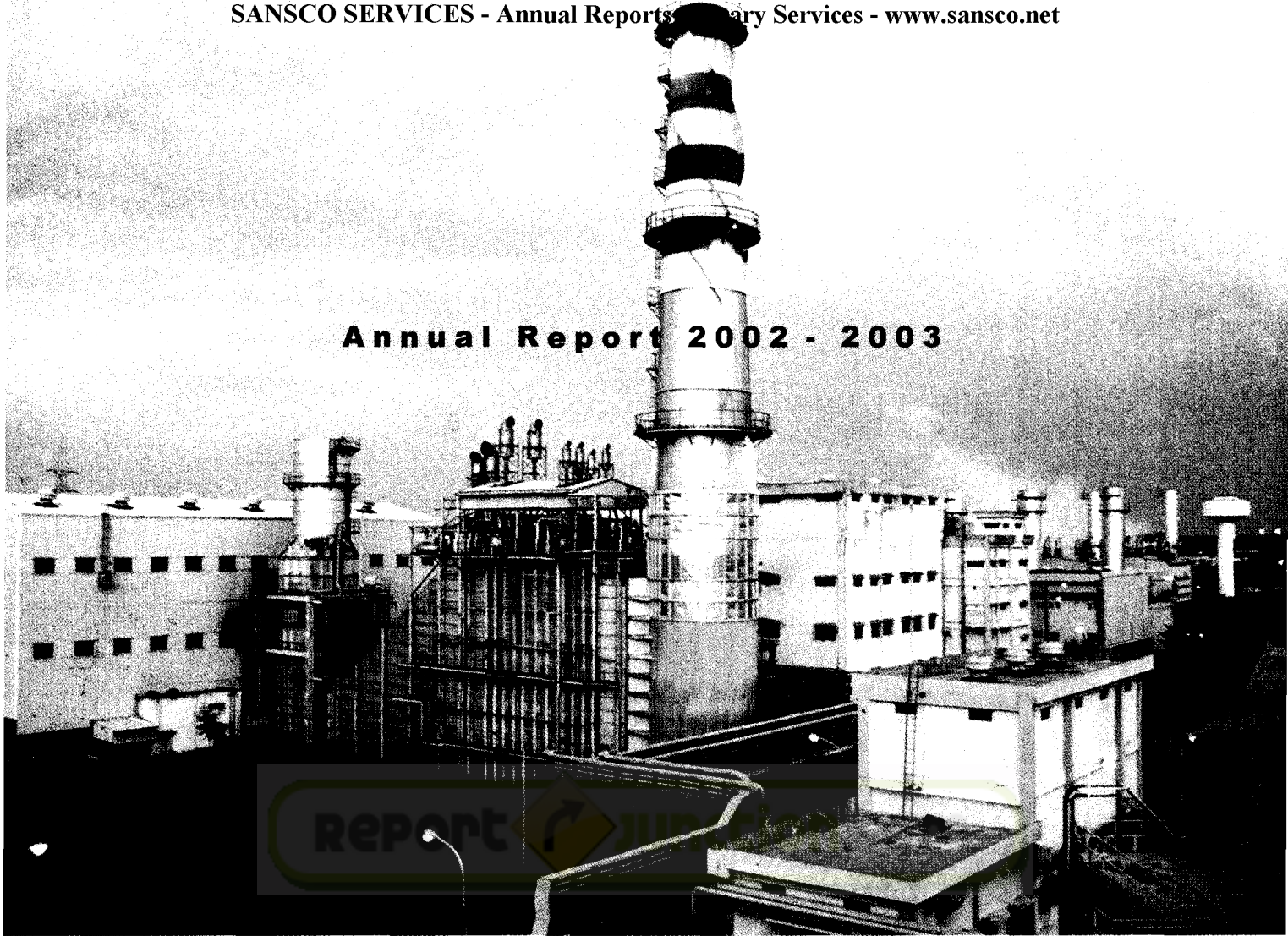


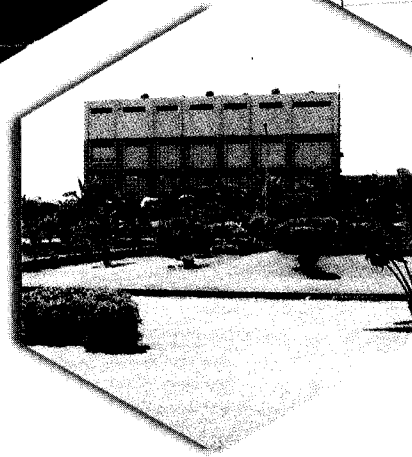
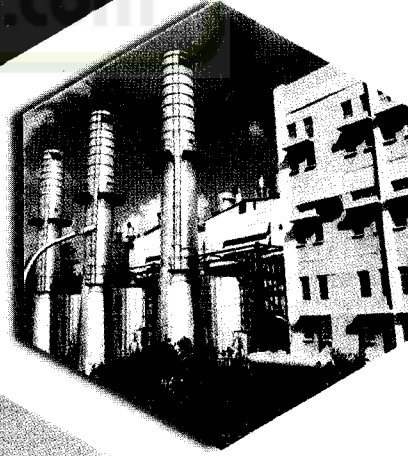
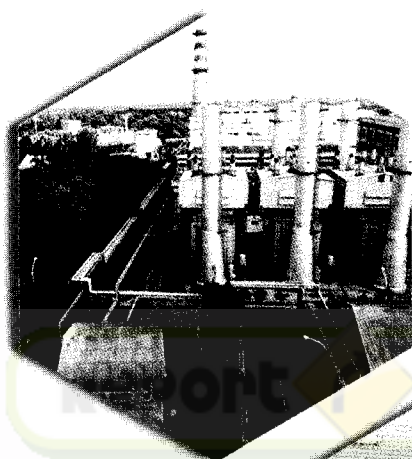
## Annual Report 2002 - 2003



**GUJARAT INDUSTRIES POWER COMPANY LTD.**



## *GIPCL - Images*





## 18th Annual Report 2002 - 2003

### **EIGHTEENTH ANNUAL GENERAL MEETING**

DAY : SATURDAY, 27TH SEPTEMBER, 2003

TIME : 11.00 A.M.

PLACE : REGISTERED OFFICE  
P.O. PETROFILS - 391 347  
DIST. VADODARA

Report  junction.com



**GUJARAT INDUSTRIES POWER COMPANY LIMITED**

P.O. PETROFILS - 391 347, DIST : VADODARA (GUJARAT)





## Gujarat Industries Power Company Limited

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### Board of Directors

Dr. (Ms.) Manjula Subramaniam, IAS	Chairperson
Shri J. John	IDBI Nominee
Shri P.K. Taneja, IAS	Director
Shri R.N. Joshi, IAS	Director
Shri A.K. Luke, IAS	Director
Smt. V.L. Joshi, IAS	Director
Shri L. Chuaungo, IAS	Managing Director

### Senior Executives

Shri D.V. Iyer	General Manager (SLPP)
Shri D.G. Naik	General Manager (B.O.)
Shri G.D. Arora	General Manager (Finance)
Shri S.K. Nakra	Dy. General Manager (Mines)
Shri J.C. Patel	Dy. General Manager (HR & A)
Shri A.N. Shah	Dy. General Manager (O & M)

### Dy. Company Secretary

Shri V.V. Vachhrajani

### Bankers

#### Baroda Stations :

Central Bank of India  
Dena Bank  
ICICI Bank Ltd.  
Vijaya Bank

#### Surat Lignite Power Plant :

Syndicate Bank  
The Vysya Bank Ltd.  
Oriental Bank of Commerce  
Indian Overseas Bank

### Auditors

M/s. C.C. Chokshi & Co., Vadodara

### Solicitors

M/s. Bhaishanker Kanga & Girdharlal, Mumbai

### Registrar & Transfer Agent

MCS Ltd.  
1st Floor, Neelam Apartment,  
88, Sampatrao Colony, Productivity Road,  
Alkapuri, Baroda - 390 007, Gujarat, India  
(Tel.) (0265) 2339397, 2314757  
(Fax) (0265) 2341639  
E-mail : [mcsbaroda@iqara.net](mailto:mcsbaroda@iqara.net)

### Registered Office & Works

P.O. Petrofils - 391 347, Dist. Vadodara  
(Tel.) (0265) 2232768, 2232213, 2230159  
(Fax) (0265) 2232143, 2231207  
E-mail : [info@gipcl.com](mailto:info@gipcl.com)

### Surat Lignite Power Plant

At & Post Nani Naroли, Taluka - Mangrol,  
Dist. Surat - 394 110  
(Tel.) (02629) 261063 to 261072  
(Fax) (02629) 261073 & 261074  
E-mail : [slpp@gipcl.com](mailto:slpp@gipcl.com)



## Gujarat Industries Power Company Limited

### ATTENTION

1. Pursuant to Section 154 of the Companies Act, 1956, the Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, the 11th September, 2003 to Tuesday, the 23rd September, 2003 (both days inclusive).
  2. Members are advised to address all correspondence quoting their Ledger Folio Number (LF No.) Client-ID & DP ID No. and to immediately notify their change of address etc. details if any, to the Company's Registrar and Transfer Agent **MCS Ltd. 1st Floor, Neelam Apartment, 88, Sampatrao Colony, Productivity Road, Alkapuri, Vadodara – 390 007, Gujarat, India.** Members may also send in their queries etc. by e-mail at [mcsbaroda@iqara.net](mailto:mcsbaroda@iqara.net).
  3. Members who are holding Shares in the Company and have not received or have not encashed their Dividend/ Interest warrants are requested to write to us or to the Company's Registrar and Transfer Agents.
  4. Members are advised to hold Shares jointly to simplify the procedure of transmission in the event of death of any holder.
  5. Members holding more than one Share Certificate in the same name under different folios are requested to apply for consolidation of such folios in one folio and send relevant Share Certificates to the Company to make necessary endorsements.
  6. **Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least fifteen days before the date of the meeting, so that the information required by the members may be made available at the meeting.**
  7. Members attending the meeting are requested to bring with them the Attendance Slip and hand over the same at the entrance of the meeting hall, failing which admission to the meeting may be refused.
  8. Individual shareholders can now avail the facility of nomination. The nominee shall be the person to whom all rights of transfer and/or amount payable in respect of the shares shall vest in the event of death of shareholder(s). A minor can also be a nominee provided the name of guardian is given in Nomination Form. The facility of nomination is not available to non-individual shareholders such as Bodies Corporate, Financial Institutions, Kartas of Hindu Undivided Families, holders of Power of Attorney etc. In case of any assistance please contact Mr. V.V. Vachhrajani, Dy. Company Secretary at the registered office of the Company or MCS Ltd., the Registrar and Share Transfer Agents of the Company.
  9. Members may note that the Company's Securities are listed on the following Stock Exchanges and the Company has paid the listing fees to all the Stock Exchanges in time and has never made any default in the Payment of listing fees in past.
    - Vadodara Stock Exchange Limited  
3rd Floor, Fortune Tower, Sayajigunj,  
Vadodara – 390 005.
    - The Stock Exchange, Ahmedabad  
Kamdhenu Complex,  
Opp: Sahajanand College, Panjara Pole,  
Ahmedabad – 380 015.
    - The Stock Exchange, Mumbai  
Phiroze Jeejeebhoy Towers, Dalal Street, Fort,  
Mumbai – 400 001.
    - The Delhi Stock Exchange Association Limited  
DSE House, 3/1, Asaf Ali Road,  
New Delhi – 110 002.
    - The Calcutta Stock Exchange Association Limited  
7, Lyons Range,  
Kolkata – 700 001.
    - Madras Stock Exchange Limited  
Exchange Building, Post Box No.183,  
11, Second Line Beach,  
Chennai – 600 001.
    - National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor,  
Plot No. C/1, 'G' Block,  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051.
- With effect from 26-06-2000, Equity Shares of the Company are compulsorily traded in dematerialised (de-mat) form as mandated by Securities and Exchange Board of India (SEBI). The Demat ISIN Numbers in NSDL & CDSL for Equity Shares is INE162A01010.
- Members may note that the Company's equity shares are available for dematerialisation with National Securities Depository Ltd., Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 and with Central Depository Services (India) Ltd., 28th Floor, Sir P J Tower, Dalal Street, Fort, Mumbai – 400 023.
- As a measure of economy, the Company does not distribute the copies of Annual Report at the Meeting. Members, therefore, are requested to bring their copies with them.



## 18th Annual Report 2002 - 2003

### NOTICE

**NOTICE** is hereby given that the Eighteenth Annual General Meeting of the Members of Gujarat Industries Power Company Limited will be held on Saturday, the 27th September, 2003 at 11.00 A.M. at the Registered Office of the Company at P.O. Petrofils - 391 347, Dist. Vadodara to transact the following business :

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2003 and Profit & Loss Account for the year ended on that date and the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri P K Taneja, IAS, who retires by rotation and being eligible offers himself for reappointment.
3. To declare dividend on 13.50% Preference Shares for FY 2001-02.
4. To appoint M/s C.C. Chokshi & Co., Vadodara as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** Shri A K Luke, IAS who was appointed as Additional Director of the Company under Section 260 and other applicable provisions, if any, of the Companies Act, 1956, read with the relevant Article/s of the Articles of Association of the Company, due to the withdrawal of nomination of Shri Balwant Singh, IAS, by Gujarat State Fertilizers and Chemicals Ltd. and who holds such office upto the date of this Annual General Meeting and who is eligible for reappointment and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 500/- (Rupees Five Hundred Only) from a member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation."

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** Mrs. Vijayalaxmi Joshi, IAS who was appointed as Additional Director of the Company under Section 260 and other applicable provisions, if any, of the Companies Act, 1956, read with the relevant Article/s of the Articles of Association of the Company, due to the withdrawal of nomination of Shri M M Srivastava, IAS, by

Gujarat Electricity Board, and who holds such office upto the date of this Annual General Meeting and who is eligible for reappointment and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 500/- (Rupees Five Hundred Only) from a member under Section 257 of the Companies Act, 1956 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation."

7. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** Shri L. Chuaungo, IAS who was appointed as Additional Director of the Company under Section 260 and other applicable provisions, if any, of the Companies Act, 1956, read with the relevant Article/s of the Articles of Association of the Company, due to the withdrawal of nomination of Shri G L Bhagat, IAS, by Govt. of Gujarat and who holds such office upto the date of this Annual General Meeting and who is eligible for reappointment and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 500/- (Rupees Five Hundred Only) from a member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and shall not be liable to retire by rotation."

8. 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 the Section 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, read with Article 17 of the Articles of Association of the Company, approval of the Company be and is hereby accorded to the terms of appointment of Shri L Chuaungo, IAS, as the Managing Director of the Company for a period of two years with effect from 01/05/2003 at the remuneration and terms and conditions as proposed below and as approved/directed by Govt. of Gujarat, Energy & Petrochemicals Department vide Resolution No. GIP-15-2003-3054-K dated 24.6.2003. The salary, allowances and perquisites/benefits payable to Shri L. Chuaungo, IAS, Managing Director are as under :



## Gujarat Industries Power Company Limited

### 1. Period of Deputation :

Shri L. Chuaungo, IAS is sent on deputation to Gujarat Industries Power Company Limited, as Managing Director from 1-5-2003 to 30-4-2005 or till his services are withdrawn by the State Government, whichever is earlier.

### 2. Pay :

During the period of deputation, Shri L. Chuaungo, IAS will normally be eligible to draw his grade scale. This grade pay should be pay of the post, which he held immediately before proceeding to the deputation post and he was promoted to the post in his cadre in accordance with the rules and Government of India decisions in this regard. Shri L. Chuaungo, IAS may opt the pay scale of the post in the borrowing organization (GIPCL) instead of his grade pay. He will be given further option in case if there is any change in the substantive notional pay in his parent cadre.

### 3. Deputation Allowance :

Shri L. Chuaungo, IAS while on deputation will be eligible to draw deputation allowance wherever admissible in case he has given option to draw his grade pay of the cadre. However, he will not be eligible to draw deputation allowance if he opts for pay of the post of GIPCL.

### 4. Dearness Allowance :

If Shri L. Chuaungo, IAS has given option to draw his grade pay of the cadre post, alongwith deputation allowance, if any, he will be eligible to draw dearness allowance at the Central Government rates. However, in case, Shri L. Chuaungo, IAS has opted for pay of the post in GIPCL, this allowance would be admissible as per the existing rules of GIPCL.

### 5. City Compensatory Allowance :

If Shri L. Chuaungo, IAS has opted for his grade pay of the cadre post, the City Compensatory Allowance be applicable as per the Central Government rules, otherwise this will be regulated in accordance with the existing provisions of GIPCL.

### 6. House Rent Allowance :

If Shri L. Chuaungo, IAS has opted for drawing his grade pay of the cadre, he would be required to pay 10% of the pay plus DA/DP and CCA or the prescribed license fee for similar class of accommodation in the Government, whichever is lower. However, if Shri L. Chuaungo, IAS has opted to draw pay scale of the post of GIPCL, this will be regulated as per existing rules of that organisation.

### 7. Transfer T.A/Joining Time :

Shri L. Chuaungo, IAS will be entitled to TA and Joining Time both on joining the post on deputation and on reversion under the rules of GIPCL, which shall not be inferior to the relevant provisions of the AIS Rules. The expenditure on this account will be borne by GIPCL.

### 8. TA/DA for journey on duty :

Shri L. Chuaungo, IAS will be paid Travelling Allowance and Daily Allowance by GIPCL under its own rule for the journey undertaken by him in connection with the official work under that organisation whether in India or abroad, which shall not be inferior to the relevant provisions of the All India Service Rules.

### 9. Medical Facilities :

GIPCL shall afford to Shri L. Chuaungo, IAS medical facilities not inferior to those which are admissible to an All India Service Officer of the same status under Central Government rules on the subject.

### 10. Leave and Pension :

During the period of deputation, Shri L. Chuaungo, IAS will continue to be governed by the All India Service (Leave) Rules, 1955 and the All India Service (DCRB) Rules, 1958. The entire expenditure in respect of leave taken during and at the end of deputation shall be borne by GIPCL. Shri L. Chuaungo, IAS shall not be allowed to join any of the pension schemes of GIPCL.

### 11. Provident Fund :

During the period of foreign service, Shri L. Chuaungo, IAS will continue to subscribe to the AIS (Provident Fund) Scheme to which he was subscribing at the time of proceeding on foreign service in accordance with the rules of such fund.

### 12. Conduct, Discipline and Appeal Rules :

Shri L. Chuaungo, IAS shall continue to be governed by the All India Services (Conduct) Rules, 1968 and All India Services (Discipline and Appeal) Rules, 1969.

### 13. Leave Travel Concession :

GIPCL shall allow Leave Travel Concession to Shri L. Chuaungo, IAS as admissible under its own rules provided these are not inferior to those admissible to him under the AIS (LTC) Rules, 1975. The whole expenditure in this regard shall be met by the Company. This is, however, subject to the condition that Shri L. Chuaungo, IAS had not already, before proceeding on deputation, availed of the concession during the particular block years period of his deputation.





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### 14. Disability Leave :

GIPCL will be liable to pay leave emoluments in respect of disability leave, if any, granted to Shri L. Chuaungo, IAS on account of any disability incurred in and through foreign service even though such disability manifests itself after termination of foreign service. The relevant AIS rules will be applicable in such cases.

### 15. Leave Salary/Pension Contributions :

GIPCL will pay to the Government of the parent cadre of Shri L. Chuaungo, IAS leave salary and pension contributions at the rates in force from time to time in accordance with the orders issued by the President under F.R.116. The payment of these contributions must be paid annually within 15 days from the end of each financial year or at the end of foreign service if the deputation expires before the end of a financial year. Delayed payment will attract liability of payment of interest in terms of the instructions contained in the Ministry of Finance's Notification No: F.1 (1) - E.III/83 dated 10th August, 1983, as amended from time to time. Pending intimation of the rates of Leave Salary and Pension Contributions by the concerned Accountant General, GIPCL shall pay Leave Salary and Pension Contributions provisionally at the prescribed rates.

### 16. Group Insurance :

If Shri L. Chuaungo, IAS has not opted out of the Central Government Employees Group Insurance Scheme, 1980, before 31.12.1981, the said scheme as appended to the Schedule to the AIS (Group Insurance) Rules, 1981, shall be applicable to him. In that case, amount deducted from his salary as per prescribed rates as subscription towards the Insurance Scheme shall be remitted to the concerned Accountant General by the organization. If at any time, the recovery of subscription falls in arrears, the same shall be recovered with interest admissible under the Scheme on the accretions to the Saving Fund.

### 17. Residuary Matters :

In all matters relating to conditions of service and benefit/facilities and perquisites in GIPCL not covered by Item 1 to 16 above, Shri L. Chuaungo, IAS shall be governed by the existing rules, regulations and orders of GIPCL.

**"FURTHER RESOLVED THAT** the Board of Directors of the Company is authorised to agree to and approve any variation, modification or amendment, in the terms and conditions of appointment and payment of remuneration and providing perquisites by the Company to the Managing Director, if required, or as may be, prescribed/ approved/ altered by the Government without going back to the Shareholders again during the currency of the Appointment."

9. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** :

**"RESOLVED THAT** pursuant to the provisions of the Section 73 and other applicable provisions, if any, of the Companies Act, 1956 and also subject to the provisions of the Guideline 4, 5, 6, 7, Schedule I and other applicable provisions, if any, of the SEBI (Delisting of Securities) Guidelines, 2003, as amended from time to time and also subject to such approvals, permissions etc. that may be required from Securities and Exchange Board of India, Stock Exchanges or any other statutory or other bodies, the permission is granted to the Company to delist its Securities from all or any of the following Stock Exchanges :

- Vadodara Stock Exchange Limited
- The Stock Exchange, Ahmedabad
- Madras Stock Exchange Limited
- Calcutta Stock Exchange Association Limited
- Delhi Stock Exchange Association Limited.

**"RESOLVED FURTHER THAT** the delisting from the above stock exchanges may be effected whether or not it is a Regional Stock Exchange, the Company however shall hereby continue the listing of its Equity Shares on the Stock Exchanges having the Nationwide Terminals i.e. on Mumbai Stock Exchange, Mumbai and National Stock Exchange, Mumbai as specified in the guideline 5.2 of the SEBI (Delisting of Securities) Guidelines, 2003.

**"RESOLVED FURTHER THAT** the delisting proposed from the Stock Exchanges shall be voluntary in nature and shall be without giving the exit opportunity to the investors offering the price arrived at either by the book building process as provided in the guidelines 7 to 10, 13 & 14 of SEBI (Delisting of Securities) Guidelines, 2003 or other wise."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take the



## Gujarat Industries Power Company Limited

necessary steps for delisting of the Equity shares of the Company as proposed and to authorise Managing Director or any other officer of the Company to take the necessary steps for delisting of the Equity Shares including making of the Public Announcement/s in the manner provided in the Schedule I of the SEBI (Delisting of Securities) Guidelines, 2003 or such other form acceptable to SEBI/Stock Exchanges before making application for delisting, applying to the above said Stock Exchanges in the prescribed form alongwith the copy of this resolution, if approved, and to comply to such other additional conditions as may be specified by the concerned Stock Exchange/s from where the securities are to be delisted without further reference to shareholders."

For Gujarat Industries Power Company Ltd.

Registered Office :  
P.O. Petrofils - 391 347,  
Dist. Vadodara.

sd/-  
V V Vachhrajani  
Dy. Company Secretary

Date: 24th June, 2003

### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE MEETING.

2. The Explanatory Statement setting out the material facts concerning the special business mentioned under Item nos. 05 to 09 of the notice as required under Section 173 of the Companies Act, 1956 is annexed hereto.
3. With the commencement of the Companies (Amendment) Act, 1999, effective from 31st October, 1998, the members are advised that the Companies are now not required to transfer its unpaid/unclaimed dividend after the expiry of 3 years to the General Revenue Account of the Central Government, but the same will be transferred after the expiry of 7 years from the date from which they become due for payment to the special fund called "Investors Education and Protection Fund". No claims will lie for the amounts so transferred. The shareholders may please note that the dividends declared for the financial year 1992-93, 1993-94 & 1994-95 has been transferred to the General Revenue Account of the Central Government and the dividends declared from the financial year 1995-96 onwards will be transferred after the expiry of 7 years to the fund as mentioned above. Members are therefore requested to take a note of above.
4. Relevancy of questions and the order of the speakers at the meeting will be decided by the Chairperson.
5. The terms and conditions of the appointment of Managing Director and other documents referred to in the notice are available for inspection at the Company upto the date of 18th Annual General Meeting on any day (not being a public holiday) from 10:00 A.M. to 12:00 noon

### FOR THE INFORMATION OF SHAREHOLDERS

Those shareholders who have not yet encashed/claimed dividend warrants in respect of dividends declared during the Financial Years 1995-1996 to 1999-2000 are requested to note that the said dividends are/will be due for transfer to "Investors Education and Protection Fund (IEPF)" on the dates given below :

Sr. No.	Particulars of Dividend	Financial Year	Date of Transfer to IEPF
1.	4th Dividend*	1995-1996	24-08-2003
2.	5th Dividend	1996-1997	05-11-2004
3.	6th Dividend	1997-1998	05-11-2005
4.	7th Dividend	1998-1999	26-10-2006
5.	8th Dividend	1999-2000	04-11-2007

Shareholders are requested to lodge their claims, if any, with the Company in order to enable us to send the necessary payment. However, as a measure of good investor service company has sent\*/will be sending intimation letters to the shareholders before the amount is transferred to the said fund.