



GUJARAT INDUSTRIES POWER COMPANY LIMITED



ENERGY FOR BETTER LIFE

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30th ANNUAL GENERAL MEETING

DAY & DATE : SATURDAY, 19TH SEPTEMBER, 2015
TIME : 11.00 AM.
PLACE : REGISTERED OFFICE:
P.O.: PETROCHEMICALS – 391 346,
DIST.: VADODARA, GUJARAT.

Registered Office : P.O.: Petrochemicals – 391 346,
& Works Dist.: Vadodara, Gujarat, India.
 (Tel.) (0265) 2232768, 2230420, 2230159.
 (Fax) (0265) 2231207, 2230473.
 Email : genbaroda@gipcl.com
 Website: www.gipcl.com
 CIN : L99999GJ1985PLC00768

Surat Lignite Power Plant : At & Post : Nani Naroli, Taluka Mangrol,
 Dist.: Surat – 394 110, Gujarat, India.
 (Tel.) (02629) 261063 to 261072.
 (Fax) (02629) 261073 & 261074.
 Email : genslpp@gipcl.com

Registrar & Transfer Agent : Link Intime India Private Limited
 B-102 & 103, Shangrila Complex,
 First Floor, Opp. HDFC Bank,
 Near Radhakrishna Char Rasta,
 Akota, Vadodara – 390 020.
 Email : vadodara@linkintime.com

Bankers:

Vadodara Plant

Central Bank of India
 Dena Bank
 State Bank of India
 Bank of Baroda
 Oriental Bank of Commerce
 IDBI Bank Ltd.

Surat Lignite Power Plant

Syndicate Bank
 State Bank of India
 Oriental Bank of Commerce
 Indian Overseas Bank
 Vijaya Bank
 The Karur Vysya Bank Ltd.
 Union Bank of India
 United Bank of India
 Dena Bank
 Bank of Baroda
 Central Bank of India
 Kotak Mahindra Bank Ltd.

Statutory Auditors : VCA & Associates,
 Chartered Accountants, Vadodara.

Cost Auditors : Y S Thakar & Co.,
 Cost Accountants, Vadodara.

Secretarial Auditor : J J Gandhi & Co.,
 Practising Company Secretaries,
 Vadodara.

BOARD OF DIRECTORS:

Shri L Chuaungo, IAS	Chairman (w.e.f. 07-04-2015)
	Managing Director (upto 26-04-2015)
Shri D J Pandian, IAS	Chairman (upto 30-08-2014)
Prof. Shekhar Chaudhuri	Director
Dr. P K Das, IAS (Retd.)	Director
Prof. K M Joshi	Director
Shri D C Jain	Director (upto 11-08-2014)
Shri Raj Gopal, IAS	Director (upto 30-08-2014)
Shri H R Brahmabhatt	Director
Shri A K Dalvi	Director (upto 27-09-2014)
Smt. Padma Betai	Director (w.e.f. 02-09-2014)
Smt. Shahmeena Husain, IAS	Director (w.e.f. 20-09-2014)
Shri A M Tiwari, IAS	Director (w.e.f. 27-09-2014)
Shri Sanjeev Kumar, IAS	Director (w.e.f. 02-11-2014)
Dr. Ajay N Shah	Director (w.e.f. 31-03-2015)
Shri S B Dangayach	Director (w.e.f. 31-03-2015)
Dr. B A Prajapati	Director (w.e.f. 31-03-2015)
Smt. Sonal Mishra, IAS	Managing Director (w.e.f. 27-04-2015)

Company Secretary & DGM (Legal):

CS A C Shah

SENIOR EXECUTIVES:

CA S P Desai	Chief General Manager & Chief Finance Officer
Shri D K Roy	General Manager (SLPP)
Shri N K Purohit	General Manager (Mines)
Shri N K Singh	Addl. General Manager (SLPP)
Shri V B Bhadola	Addl. General Manager (Admin.)
Shri Y J Bhatt	Addl. General Manager (B.O.)
Shri S N Purohit	Addl. General Manager (O&M)
Shri P J Sheth	Addl. General Manager (Finance)
Shri K S Munshi	Addl. General Manager (TS)
Shri C M Patel	Addl. General Manager (O&M-SLPP)
Shri S H Purohit	Dy. Gen. Mgr. - HR&A



Gujarat Industries Power Company Limited

ATTENTION

1. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from **Tuesday, 18th August, 2015 to Thursday, the 20th August, 2015 (both days inclusive)**.
 2. The Companies Act, 2013 and Clause 35B of the Listing Agreement requires a listed Company to provide e-voting facility to its shareholders, in respect of all shareholders' resolutions to be passed at General Meetings. The instructions for e-voting are given on page nos. 7 to 9 of this Annual Report.
 3. (a) Members holding shares in physical mode are advised to address all correspondence quoting their Ledger Folio Number (LF No.) and to immediately notify their change of address, change of Bank details, Deletion / Transmission of shares, Loss of share certificate etc., if any, to the Company or its Registrar and Transfer Agents (RTA) viz. Link Intime India Private Limited.

(b) **Members holding shares in demat mode (i.e. electronic mode) are advised to address all correspondence in respect of Change of Address, Change of Bank Details, Deletion / Transmission of shares, to their DP (Depository Participant) only by quoting their Client ID & DP ID No.**
 4. Members may visit the Shareholders' Service under the Investors page on the website of the Company **www.gipcl.com** to submit their queries, if any or to download forms / format to get unclaimed dividend, for issue of duplicate share certificate, for nomination, for NECS mandate for registration of E-mail Address for "Go Green" initiatives etc.
 5. 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.
 6. 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 not be permitted.
 7. The new Nomination Form No. SH-13 (to register Nominee), Form SH-14 (to change / cancel the Nominee) and Form SH-4 (Share Transfer Form) as prescribed under the Companies Act, 2013 are available on the website of the Company viz. **www.gipcl.com**.
 8. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, companies are required to transfer its unpaid / unclaimed dividend after expiry of seven (7) years from the date from which they become due for payment, to the special fund called "Investors Education and Protection Fund (Fund)". No claims will lie for the amounts so transferred. The Members may please note that the unpaid / unclaimed dividends of past years up to 2006-2007 have been transferred to the Central Government Account / Fund.
 9. As a measure of economy, the Company does not distribute copies of Annual Report at the venue of Annual General Meeting. Therefore, members desirous of attending the Meeting are requested to bring along their copies.
- Members are requested to note that the dividends FY 2007-08 to 2013-14 shall be due for transfer to "Fund" on the dates as given below:-

Particulars	FY	Due for Transfer to Fund
13 th Dividend	2007-2008	September, 2015
14 th Dividend	2008-2009	September, 2016
15 th Dividend	2009-2010	September, 2017
16 th Dividend	2010-2011	September, 2018
17 th Dividend	2011-2012	September, 2019
18 th Dividend	2012-2013	September, 2020
19 th Dividend	2013-2014	September, 2021

Members are requested to lodge their claims for the above mentioned past year's dividends, if any, with the Company or to its R&T Agent immediately.



Gujarat Industries Power Company Limited

Regd. Office: P.O.: Petrochemicals – 391 346, Dist.: Vadodara, Gujarat, India. Tel.: (0265) 2232768, Fax: (0265) 2230473, Email: genbaroda@gipcl.com, Website: www.gipcl.com, CIN : L99999GJ1985PLC00768.

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting of the Members of Gujarat Industries Power Company Limited will be held on **Saturday, the 19th day of September, 2015 at 11.00 am** at the Registered Office of the Company at P.O.: Petrochemicals – 391 346, Dist.: Vadodara, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Shri H R Brahmabhatt, (DIN: 06360175), who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Smt. Shahmeena Husain, IAS (DIN: 03584560), who retires by rotation and is eligible for re-appointment.
5. Appointment of Statutory Auditors:

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) K C Mehta & Co., Chartered Accountants (Registration No. FRN 106237W), Vadodara, who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company for a period of five financial years of the Company i.e. from 2015-16 to 2019-2020, to hold office from the conclusion of this 30th Annual General Meeting (AGM) until the conclusion of the 35th AGM of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to Service Tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

SPECIAL BUSINESS:

6. To appoint Dr. Ajay N Shah (DIN:01141239), as Director pursuant to the provisions of Section 161 of the Companies

Act, 2013 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 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Articles 86 and 98 of the Articles of Association of the Company, Dr. Ajay N Shah (DIN:01141239), Director of the Company, who holds office upto the date of this Annual General Meeting (AGM) and who is eligible for appointment and in respect of whom the Company has received a notice in writing along with requisite deposit from a Member pursuant to Section 160 (1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years from this 30th AGM till the 35th AGM of the Company and that he shall not be liable to retire by rotation.”

7. To appoint Shri S B Dangayach (DIN:01572754), as Director, pursuant to the provisions of Section 161 of the Companies Act, 2013 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 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Articles 86 and 98 of the Articles of Association of the Company, Shri S B Dangayach (DIN:01572754), Director of the Company, who holds office upto the date of this Annual General Meeting (AGM) and who is eligible for appointment and in respect of whom the Company has received a notice in writing along with requisite deposit from a Member pursuant to Section 160 (1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years from this 30th AGM till the 35th AGM of the Company and that he shall not be liable to retire by rotation.”

8. To appoint Dr. B A Prajapati (DIN:01431661), as Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:



Gujarat Industries Power Company Limited

“RESOLVED THAT pursuant to the provisions of Section 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Articles 86 and 98 of the Articles of Association of the Company, Dr. B A Prajapati (DIN:01431661), Director of the Company, who holds office upto the date of this Annual General Meeting (AGM) and who is eligible for appointment and in respect of whom the Company has received a notice in writing along with requisite deposit from a Member pursuant to Section 160 (1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years from this 30th AGM till the 35th AGM of the Company and that he shall not be liable to retire by rotation.”

9. To grant approval for material Transactions with Related Parties (RPTs) pursuant to the provisions of Section 188 of the Companies Act, 2013 (the Act) and Clause 49 of the Listing Agreement 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 pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Clause 49 VII of the Listing Agreement (LA) with Stock Exchanges (as amended), consent of the Members be and is hereby accorded to the following material Related Party Transactions (RPTs) in the ordinary course of business at arms' length price for the Financial Year 2014-15, as recommended and approved by the Audit Committee of Directors and the Board of Directors.”

Sr.	Date of contract / arrangement	Name of the party with which contract is entered into	Name of the interested director(s)	Relation with director/ company/ Nature of concern or interest	Principal terms and conditions	Date of approval at the meeting of the Audit / Board	Amount of contract or arrangement FY 2014-15 (₹ in Lacs)
	(1)	(2)	(3)	(4)	(5)	(7)	
1	(i) Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Power Station. (ii) Power Purchase Agreement (PPA) dated August 1, 1996 for 165 MW Power Station. (iii) Power Purchase Agreement (PPA) dated April 15, 1997 for 250 MW Surat Lignite Power Plant (SLPP-I). (iv) Power Purchase Agreement (PPA) dated October 1, 2009 and August 13, 2013 for 250 MW Surat Lignite Power Plant (SLPP-II). (v) Power Purchase Agreement (PPA) dated Dec 18, 2010 for 5 MW Solar Power Plant.	Gujarat Urja Vikas Nigam Limited (GUVNL)	1. Shri L Chuaungo, IAS. 2. Smt. Shahmeena Husain, IAS 3. Shri Sanjeev Kumar, IAS	Promoter	Sale of Electricity	22/05/2015 22/05/2015	95,015.08
2	Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Power Station.	Gujarat State Fertilizers & Chemicals Ltd. (GSFC)	Shri H R Brahmabhatt	Promoter	Sale of Electricity, Water Charges & Chemicals	22/05/2015 22/05/2015	16,694.25
3	Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Power Station.	Gujarat Alkalies & Chemicals Ltd. (GACL)	Shri A M Tiwari, IAS	Promoter	Sale of Electricity, Water Charges & Chemicals	22/05/2015 22/05/2015	14,272.16



“FURTHER RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Clause 49 VII of the Listing Agreement (LA) with Stock Exchanges (as amended), consent of the Members be and is hereby accorded to the following material Related Party Transactions (RPTs) in the ordinary course of business at arms’ length price, for Financial Year 2015-16, as recommended and approved by the Audit Committee of Directors and the Board of Directors:

Sr.	Date of contract / arrangement	Name of the party with which contract is entered into	Name of the interested director(s)	Relation with director/ company/ Nature of concern or interest	Principal terms and conditions	Date of approval at the meeting of the Audit / Board	Amount of contract or arrangement FY 2015-16 (₹ in Lacs)
	(1)	(2)	(3)	(4)	(5)	(7)	
1	(i) Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Power Station. (ii) Power Purchase Agreement (PPA) dated August 1, 1996 for 165 MW Power Station. (iii) Power Purchase Agreement (PPA) dated April 15, 1997 for 250 MW Surat Lignite Power Plant (SLPP-I). (iv) Power Purchase Agreement (PPA) dated October 1, 2009 and August 13, 2013 for 250 MW Surat Lignite Power Plant (SLPP-II). (v) Power Purchase Agreement (PPA) dated Dec 18, 2010 for 5 MW Solar Power Plant. (vi) Power Purchase Agreement (PPA) dated April 28, 2015 for 10.5 MW Wind Power Project and for 40.5 MW PPA yet to be executed.	Gujarat Urja Vikas Nigam Limited (GUVNL)	1. Shri L Chuaungo, IAS. 2. Smt. Shahmeena Husain, IAS 3. Shri Sanjeev Kumar, IAS	Promoter	Sale of Electricity	22/05/2015 22/05/2015	125,000.00
2	Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Power Station.	Gujarat State Fertilizers & Chemicals Ltd. (GSFC)	Shri H R Brahmbhatt	Promoter	Sale of Electricity, Water Charges & Chemicals	22/05/2015 22/05/2015	22,500.00
3	Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Power Station.	Gujarat Alkalies & Chemicals Ltd. (GACL)	Shri A M Tiwari, IAS	Promoter	Sale of Electricity, Water Charges & Chemicals	22/05/2015 22/05/2015	20,000.00



Gujarat Industries Power Company Limited

10. 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 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Articles 86 and 98 of the Articles of Association of the Company, Smt. Sonal Mishra, IAS (DIN: 03461909), Director of the Company, who holds such office upto the date of this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing along with requisite deposit from a Member pursuant to Section 160 (1) of the Act, proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company not liable to retire by rotation."

"FURTHER RESOLVED THAT pursuant to the provisions of Sections 161, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 95 of the Articles of Association (AoA) of the Company, approval of the Members, be and is hereby accorded to the appointment of Smt. Sonal Mishra, IAS, (DIN: 03461909) as Managing Director of the Company with effect from 27th April, 2015 vice Shri L Chuaungo, IAS (DIN:00032867), for a period of five (05) years or till further communication from the Government of Gujarat (GoG), whichever is earlier, and that the Board of Directors is hereby authorise to consider and agree to the terms as to remuneration, including any revision therein from time to time, as may be communicated by the GoG, during her tenure as Managing Director of the Company."

11. To ratify remuneration payable to Cost Auditors for the financial year ending on 31st March, 2016 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members be and is hereby accorded to the remuneration of ₹ 1,00,000 Lac (Rupees One Lac) plus applicable Service Tax, reimbursement of reasonable out

of pocket expenses and ₹ 15,000/- (Rupees Fifteen Thousand) for conversion of data from Cost Sheet to XBRL format for FY 2015-16, payable to Y S Thakar & Associates (Registration No. 000318), Cost Auditors of the Company, as recommended by the Board of Directors."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Prof. Shekhar Chaudhuri (DIN: 00052904), Independent Director of the Company, who holds office upto the date of this Annual General Meeting (AGM) and who is eligible for appointment and in respect of whom the Company has received a notice in writing along with requisite deposit from a Member pursuant to Section 160 (1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years from this 30th AGM till the 35th AGM of the Company and that he shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Prof. KM Joshi (DIN: 00501563), Independent Director of the Company, who holds office upto the date of this Annual General Meeting (AGM) and who is eligible for appointment and in respect of whom the Company has received a notice in writing along with requisite deposit from a Member pursuant to Section 160 (1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years from this 30th AGM till the 35th AGM of the Company and that he shall not be liable to retire by rotation."

14. 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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. P K Das, IAS (Retd.) (DIN: 00501499), Independent Director of the Company, who holds office upto the date of this Annual General Meeting (AGM) and who is eligible for appointment and in respect of whom the Company has received a notice in writing along with requisite deposit from a Member pursuant to Section 160 (1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years from this 30th AGM till the 35th AGM of the Company and that he shall not be liable to retire by rotation.”

15. To approve to pay Special pay @ five per cent (5%) of Salary to Shri L Chuaungo, IAS (DIN: 00032867) and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956 including Schedule XIII thereto and the applicable Rules there under, provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Act), if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 96 of the Articles of Association (AoA) of the Company and Order of even No. AIS-45-2005-5857-G dated 16-05-2015 of the Govt. of Gujarat (GoG), approval of the Members be and is hereby accorded to pay Special pay @ five per cent (5%) of Salary to Shri L Chuaungo, IAS (DIN: 00032867), for the period from 05-10-2004 to 17-04-2015, in accordance with the pay scale applicable to him from time to time, for holding additional charge as Managing Director of the Company.”

**By Order of the Board
For Gujarat Industries Power Co. Ltd.**

**(CS A C Shah)
Company Secretary
& DGM (Legal)**

**Place: Gandhinagar
Date: 22nd May, 2015.**

Registered Office:
P.O.: Petrochemicals – 391 346,
Dist.: Vadodara. Gujarat.

NOTES:

- MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total Share Capital of the Company. A Member holding more than ten per cent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. **PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
- Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative(s) to attend and vote at the Meeting.
- Relevancy of questions and the order of the Shareholders to speak at the Meeting will be decided by the Chairman.

Voting through electronic means:

The Company is pleased to offer remote e-voting facility to all its Members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for remote e-voting are as under:

SECTION A - E-VOTING PROCESS –

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, 16th September, 2015 at 9.00 am and ends on Friday, 18th September, 2015 at 5.00 pm. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 12th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting upon expiry of the e-voting period on Friday, 18th September, 2015 at 5.00 pm.
- (ii) For casting their Vote, Shareholders should log on to the e-voting website www.evotingindia.com and follow the instructions given herein below at Sr. No. (iii) to (xviii).



Gujarat Industries Power Company Limited

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their Income Tax PAN with the Company / Depository Participant are requested to use the sequence number which is printed on e-voting instruction Slip indicated in the Income Tax PAN column.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the User ID / Folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password

Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN (No.: 150709001) for Gujarat Industries Power Company Limited (GIPCL) on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat Shareholder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.