

Regd. Office: P.O. Petrochemicals - 391 346, Dist. Vadodara (Gujarat). Tel. No. 0265-2230159, 2232768, 2232213, Fax No. 0265-2230473

Email: csacshah@gipcl.com

Website: www.gipcl.com

CIN - L99999GJ1985PLC007868

SEC/BSE/DIR/2016 /

23rd September, 2016.

BSE Ltd. (Listing Dept.) Sir Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.	National Stock Exchange of India Ltd. Exchange Plaza, 5th floor, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.
Scrip Code : 517300	Scrip Symbol: GIPCL EO

Scrip Symbol: GIPCL EQ

Dear Sir/Madam,

Sub: 1. Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 - Details of voting results of the 31st Annual General Meeting of the Company.

2. Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given opportunity to exercise their right to vote on the resolutions set out in the Notice of AGM through remote e-Voting and voting by Poll/Ballot at its 31st Annual General Meeting (AGM) on Friday, the 23rd September 2016 at 11:00 am (IST) at Registered Office of the Company at P.O. Petrochemicals - Dist. Vadodara to transact the business as set out in the AGM notice dated 30th July, 2016.

Details of voting results through remote e-voting and through Ballot as required under Regulation 44 (3) of the SEBI(LODR) Regulations, 2015 in relation to the 31st AGM held on 23/09/2016 is attached herewith for each Resolution along with the Scrutinizers Report.

This is to be treated as compliance relating to submission of the Proceedings of 31st Annual General Meeting of the Company pursuant to Part A of Schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Kindly take the above submission on record.

Yours faithfully, For Gujarat Industries Power Company Limited

K. M. Jour Dr. K M Joshi Director



Encl.: As above



P.O.: PETROCHEMICALS - 391 346, DIST: VADODARA.

PHONE NOS: 2232768 / 2232213 / 2230159, FAX NO: (0265) 2230473.

Email: <u>csacshah@gipcl.com</u> Website: <u>www.gipcl.com</u>, CIN – L99999GJ1985PLC007868

Format for Voting Results

Data of the ACMITECIA	
Date of the Admiring	23 rd September, 2016
No of shareholders on record date	57237
Promoters and Promoter Group:	144
Public:	4
No of Shareholders offerd at	140
Promoters and Promoter Group:	Not Arranged.
Public:	

Resolution- 1: To Consider and adopt the Audited Financial Statements of the Company for financial year ended 31st March, 2016

	ſ		_						7		T .			\{\frac{\x}{2}		COLVER OF THE STATE OF THE STAT	00 70	# PETROCHEMICAL	DIST	MC WHODARA
arcn, zuro			37 A		% of Votes	votes polled (7)=[(5)/(2)]*100		0		0	0		c	O	5 6	0	0	0		
is in manda year ended 31 March, 2010					favour on votes	polled (6)=[(4)/(2)]*100	70007	%00T		0	100%		100%	2007	1000	100%	%OOT	100%		
3				3.	Votes –	against (5)	c	>		5	0		O	C) c	> 0	2	0		0
Ĺ				No of Votos	- in favour	(4)	86042042	C+07+000		O	86042043		26564060	C	26564210	3547	2400	3910	7452	112613555
and the Reports of the Board of Directors and the Auditors thereon				% of Votes Bolled	on outstanding	shares (3)=[(2)/(1)]* 100	100%			>	100%		100%	0	100%	100%	2000	%nnT	-	
oard of Directors	Ordinary	┿	20.	No of Votor	polled	(2)	86042043		C	>	86042043		26564060	0	26564210	3542	3910	0766	7452	112613555
Reports of the Bo	rry/ Special)		solution?	No of sharps	held	(1)	86042043		0		86042043	00000000	Zb264060	0	26564210	3542	3910	24.00	7452	112613555
and the	Resolution required:(Ordinary/ Special)	promoter/ promoter aroun	interested in the agenda/resolution?	Mode of			E-Voting) j	Poll		Total	E 1/04/22	E-voung	Poli	Total	E-Voting	Poli		lotal	Total
	Resolution r	Whether pr	interested in	Category			Promoter	and	Promoter	21010	dino ip	Public	3 .	Institutions		Public Non-	Institutions			



P.O.: PETROCHEMICALS – 391 346, DIST: VADODARA.

Resolution- 2: Declaration of Dividend on equity shares for Financial Year 2015-16.

			7	 5		es		(2)	_			-	7		1		Ţ	T		1	1	_	Т.
.]	• .		7/0			on vot	pelled	(7)=[(5)/(2)]*100	0		C	0	•		0	_	0		•	ا	5.12%	
			of Votes in	favour on votes	polled		(6)=[(4)/(2)]*100			100%		0	100%			100%	0	100%		100%	100/0	34.88%	
			No. of	ທ	against		(2)			0		0	0			0	0	0		c	200	2007	200
			No. of Votes -	in favour			3	(4)	2,000	86042043		0	86042043		26564000	70204000	0	26564060		3542	3010	OTEC	113613355
			% of Votes	Polled	outstanding	Sildres (2)_[(1) //411* 400	001.[(+)/(+)]-(c)		1000	*00T	C	0	700%	-	100%		0	100%		100%	100%		
Ordinany	No.		No. of Votes	polled		(2)	<u> </u>		86042043	24024	c	>	86042043		26564060		D	26564060		3542	3910	7454	112613555
Special)	er group are	tion?	No. of	shares held		(1)	•		86042043		C		86042043		26564060			26564060		3542	3910	7454	112613555
Resolution required:(Ordinary / Special)	Whether promoter/ promoter group	he agenda/resolu	Mode of	Voting					E-Voting) 	Poil	4-4-6	lotal		E-Voting	Poll	-	lotal	E Vetine	c-voung	Poli	Total	Total
Resolution rec	Whether pro	Interested in t	Lategory						Promoter	and	Promoter		Group		Public	Institutions			Public Non		Institutions		

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Resolution- 3 : To appoint a Director in place of Shri Sanjeev Kumar, IAS (DIN: 03600655), who retires by rotation and being eligible offer himself for re-appointment.

.; (Ord	Resolution required: (Ordinary/ Special)	Cailea					
noter ore	, ,	Olumary					
interested in the agenda/resolution?	ਬ	No.					
Mode of No.	of	No. of Votes	Votes	1	No. of	% of Votes in	% of Woton against an
shares held	eld	polled	o		SS.	favour on votes	favour on votes votes polled
			outstanding		against	polled	
(1)		(2)	silares	(4)			
			(3)=[(2)/(1)]* 100	£	(5)	(6)=[(4)/(5)]*100	(7)-((5)/(5)/(4)
86042043	43	86042043	100%	86042043	0	100	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
0							
, ,			0	o	0	0	0
86042043	ن. 	86042043	100%	86042043	0	100	0
26564060	5	02002330	70007				
2030400	2	70204000	100%	24430993	2133067	91.97	8.03
0		0	0	0	0	C	
26564060	0	26564060	100%	24430993	2133067	01 07	
3542		3542	100%	3531	11	09 00	0.03
3710		3710	100%	3710		1000	0.31
7252		7252		7241	7	TOO	0
112613355	55	112613355		1	2133078		
	•						
	1						





GUJARAT INDUSTRIES POWER COMPANY LIMITED P.O.: PETROCHEMICALS – 391 346, DIST: VADODARA.

Resolution - 4 : To appoint a Director in place of Smt. Shahmeena Husain, IAS (DIN: 03584560), who retires by rotation and being eligible offer herself for re-appointment.

Resolution re	Resolution required: (Ordinary/ Special	Special)	Ordinary					
Whether pro interested in t	Whether promoter/ promoter group interested in the agenda/resolution?	er group are	No.	;	}		7	
Category	Mode of	of No. of	No. of	set	No. of Votes	No. of	% of Votes in	% of Votes
	Voting	shares held		Polled on	in favour	Votes	favour on votes	
			polled		(4)	against		votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	,	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*10 0
Promoter	E-Voting	86042043	86042043	100%	86042043	0	100%	0
and	Poll	0	0	0	C	c		C
Group	Total	86042043	86042043	100%	86042043) c	1000	
				200	2122	•	%OOT	>
Public	E-Voting	26564060	26564060	100%	26520186	43874	99.83	0.17
Institutions	Poll	0	0	0	0	0	0	À
,	Total	26564060	26564060	100%	26520186	43874	99.83	0.17
Public Non-	E-Voting	3542	3542	100%	3531	17	69 66	0.31
Institutions	Poll	3960	3960	100%	3960	0	100%	0.31
	Total	7502	7502		7491	11		
	Grand Total	112613605	112613605		112569720	43885		
								•

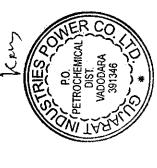




P.O.: PETROCHEMICALS - 391 346, DIST: VADODARA.

Resolution- 5: To ratify appointment of Statutory Auditors.

Γ		_													· 		,
	A	, ,	% or Votes	against	on votes polled	(7)=[(5)/(2	0	C	0]	0	0	0	0			0
		0/ 061/-1-2	% of votes in	polled	(6)=[(4)/(2)]*100		100%	C	100%		100%	0	100%	100%	100%		
		AC OIN	Votes –	against	(5)		0	С	0		о Э	0	0	0	0		0
		No of Votos	- in favour	(4)			86042043	0	86042043	000000000000000000000000000000000000000	70204000	0	26564060	3542	3960	7502	112613605
		% of Votes	Polled on	outstanding	(3)=[(2)/(1)]* 100		100%	0	100%	100%	WOOT	0	100%	100%	100%		
Ordinary	No.	No of	Votes	polled	(2)		86042043	0	86042043	26564060	2004000	0	26564060	3542	3960	7502	112613605
Special)	oup are tion?	No of shares	held		(1)		86042043	0	86042043	26564060	2000	0	26564060	3542	3960	7502	112613605
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group ar interested in the agenda/resolution?	Mode of	Voting)		5	E-Voting	Poll	Total	F-Voting	9	Poli	Total	E-Voting	Poll	Total	Grand Total
Resolution rec	Whether prominterested in the	Category)				Promoter and	Promoter	Group	Public		Institutions		Public Non-	Institutions		





Resolution- 6: To approve remuneration payable to Smt. Sonal Mishra, IAS, (DIN: 03461909), Managing Director.

	i							
Resolution req	Resolution required: (Ordinary/ Special)	Special)	Ordinary					
Whether proi	Whether promoter/ promoter group interested in the agenda/resolution?	ar group are tion?	No.					
Category	Mode of	of No. of	No. of	jo %	Votes No. of Votes		% of Votes in	of %
	Voting	shares held Votes	Votes		– in favour		favour on votes	Votes
			polled	shares	(4)	against	polled	against
	<u> </u>	(1)	(2)	(3)=[(2)/(1)]* 100		(5)	(6)=[(4)/(2)]*100	on votes polled
								(7)=[(5)/(2
Promoter	E-Voting	86042043	86042043	100%	86042043	0	100%	0
Promoter	Poll	0	0	0	0	0	0	0
Group								-
•	Total	86042043	86042043	100%	86042043		100%	
Public	E-Voting	26564060	26564060	100%	26564060	0	100%	C
Institutions	Poll	0	0	0	0	0	0	0
	Total	26564060	26564060	100%	26564060	C	100%	
Public Non-	E-Voting	3542	3542	100%	3342	200	94.35	5,65
Institutions	Poll	3710	3710	100%	3710	0	100%	3
	Total	7252	7252		7052	200		
	Grand Total	112613355	112613355		112613155	200		

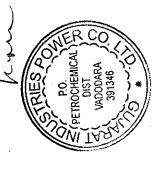




P.O.: PETROCHEMICALS - 391 346, DIST: VADODARA.

Resolution- 7: To appoint Shri N Misra (DIN: 00575501), as an Independent Director of the Company.

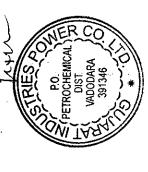
					ニロコニリンシス	ב ב ב		>
Resolution rec	Resolution required: (Ordinary/ Special)	/ Special)	Ordinary					
Whether prom	Whether promoter/ promoter group are	roup are interested	No.					
in the agenda/resolution?	/resolution?							4
Category	Mode of	No. of shares	No. of Votes	% of	No. of	No. of	% of Votes in	Jo %
	Voting	held	polled	Votes	.⊑ I	Votes	favour on votes	Votes
7.00	•		(2)			against	polled	
		(*)	(7)	ontstandin	(4)			on votes
		(1)		g shares		(2)	(6)=[(4)/(2)]*100	polled
				(3)=[(2)/(1)]* 100				(7)=[(5)/(2
Promoter	E-Voting	86042043	86042043	100%	CAUCAOS	c	1000/	7]*100
and	0			200	00044043	5	%00T	0
Promoter	Poli	0	0	c	c	•		
7				>	>	ָ ר	>	0
Group	lotal	86042043	86042043	100%	86042043	0	100%	0
Dublic	T 1/-45:-	00000000	1 1 1					
	E-VOUING	26564U6U	26564060	100%	26564060	0	100%	0
Institutions	Poll	0	0	0	0	0	0	
	Total	26564060	26564060	100%	26564060		100%	•
Public Non-	E-Voting	3542	3542	100%	2947	2 6	30.00	200
Institutions	Ilva	2710	0710	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	31.77	3	00.00	10.34
Cionania		OT /C	3/10	100%	3710	0	100%	0
	Total	7252	7252		6652	009	}	16.94
	Grand Total	112613355	112613355		112612755	900		





Resolution - 8: To appoint Shri P K Gera, IAS (DIN: 05323992), Nominee of Gujarat Alkalies & Chemicals Ltd. (GACL), as Director of the Company.

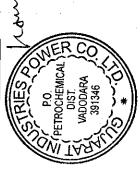
Resolution re-	Resolution required: (Ordinary/ Special	/ Special)	Ordinary			1	,	
Whether pro inferested in t	Whether promoter/ promoter grinterested in the agenda/resolution?	er group are	No.					
Category	Mode of	No. of	No. of	% of Votes	No. of Votes -	No. of	% of Votes in	Jo %
	Voting	shares held		Polled on	in favour	Votes -	favour on votes	Votes
)		polled	ding	(4)	against	polled	
		(1)	(2)	snares (3)=[(2)/(1)]* 100		(5)	(6)=[(4)/(2)]*100	on votes
							202 (7-) // .)) (-)	(7)=[(5)/(2
Promoter	E-Voting	86042043	86042043	100%	86042043	0	100%	0
and	;							-
Promoter	Poll	0	0	0	0	0	0	0
Group	Total	86042043	86042043	100%	86042043	0	100%	0
Public	E-Voting	26564060	26564060	100%	26520186	1387/	60 00	777
Institutions	Poll	0	0	0	2222	1 0	55.65	0.17
	Total	26564060	26564060	100%	26520186	43874	00 00	7,0
Public Non-	E-Voting	3742	3742	100%	3742		100%) or
Institutions	Poll	3710	3710	100%	3710	0	100%	o c
	Total	7452	7452		7452	0		
	Grand Total	112613355	112613355		112569481	43874		•





Resolution- 9 : To appoint CS V V Vachhrajani (DIN: 00091677), Nominee of Gujarat State Fertilizers and Chemicals Ltd. (GSFC), as Director of the Company.

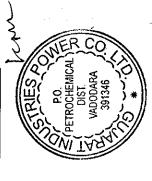
Resolution re	Resolution required: (Ordinary/ Special)	/ Special)	Ordinary					
Whether	promoter/ promoter	٦,	N-					
interested in t	interested in the agenda/resolution?	ution?	No.					-
Category	Mode of	No. of	No. of	% of Votes	No. of Votes	No. of	% of Votes in	% of
	Voting	shares held	Votes	Polled on			on votes	Votes
			polled	outstanding	(4)	against	polled	against
		(1)	(2)	(3)=[(2)/(1)]*		(5)	(6)=[(4)/(2)]*100	on votes polled
				100			•	(7)=[(5)/(2
Promoter	E-Voting	86042043	86042043	100%	86042043	0	100%	0
Bromoto:	Poll			c	c			
LIGIIOFE		>	0	>	O	D	9	0
Group	Total	86042043	86042043	100%	86042043	0	100%	0
Public	E-Voting	26564060	26564060	100%	200000		2000	
Inctitutions	0 -0		301,000	7007	70204000	>	*00T	ŋ
IIIscicucions	Foll	0	0	0	0	0	0	0
	Total	26564060	26564060	100%	26564060	0	100%	0
Public Non- E-Voting	E-Voting	3542	3542	100%	3542	0	100%	C
Institutions	Poll	3710	3710		3660	50	98.65	1.35
	Total	7252	7252		7202	20		
	Grand Total	112613355	112613355		112613305	50]





Resolution- 10 : To appoint Shri Sujit Gulati, IAS (DIN: 00177274), Nominee of Govt. of Gujarat, as Director of the Company.

-	: :							
Kesolution	Resolution required: (Ordinary/ Special)	ary/ Special)	Ordinary					
Whether p interested in	Whether promoter/ promoter group are interested in the agenda/resolution?	iter group are solution?	No.			;	77.7	
Category	Mode of	of No. of	No. of Votes	% of Votes	No. of Votes	No. of	% of Votes in	% of
•	Voting	shares held	g	no dina	- in favour	Votes –	favour on votes	Votes
			(2)		Î.	agallist	palled	against
		(1)		(3)=[(2)/(1)]* 100		(2)	(6)=[(4)/(2)]*100	polled
;								(7)=[(5)/(2)]*100
Promoter and	E-Voting	86042043	86042043	100%	86042043	0	100%	0
Promoter	Poll	0	0	0	0	0	0	
Group	Total	86042043	86042043	100%	86042043	0	100%	0
Public	E-Voting	26564060	26564060	100%	26520186	43874	99.83	0.17
Institutio	Poll	0	0	0	0	0	0	0
ns	Total	26564060	26564060	100%	26520186	43874	99.83	0.17
Public	E-Voting	3542	3542	100%	3542	0	100%	0
Non-	Poll	3710	3710	100%	. 0998	50	98.65	1.35
Institutio	Total	7252	7252		7202	20		
ns								
	Grand Total	112613355	112613355		112569431	43924		

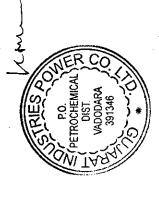




P.O.: PETROCHEMICALS - 391 346, DIST: VADODARA.

Resolution- 11: To approve material Transactions with Related Parties.

Resolution	Resolution required: (Ordinary/ Special)	ry/ Special)	Special					
Whether	Whether promoter/ promoter aroun	fer aroun are	Nes-				100	
interested in	interested in the agenda/resolution?		res.					
Category	Mode of	of No. of	No. of	% of Votes	No.	of	% of Votes in	% of Votes
	Voting	shares held	Votes	no	1	in Votes -	favour on votes	
			polled	outstanding	ravour (4)	against	polled	votes
		(T)	(2)	(3)=[(2)/(1)]* 100	Ē	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]
Promoter	E-Voting	86042043	0	0	0	0	0	100
and	= 6		,					
Promoter	Poil	0	0	0	0	0	0	0
Group	Total	86042043	0	0	0	0	0	0
Public	E-Voting	26564060	26564060	100%	26564060	0	100%	0
Institutio	Poll	0	0	0	0	0	0	
ns	Total	26564060	26564060	100%	26564060	0	100%	0
Public	E-Voting	3492	3492	100%	2692	800	76.00	24.00
Non-	Poll	3710	3710	100%	3660	50	98.65	1.35
Institutio	Total	7202	7202		6352	850		
ns					,			
	Grand Total	112613305	26571262		26570412	850		
								7





Resolution- 12: To ratify remuneration payable to Cost Auditors for the financial year 2016-17 ending on 31st March, 2017.

Resolution red	Resolution required: (Ordinary/ Special)	ary/ Special)	Ordinary					
Whether proint interested in t	Whether promoter/ promoter grouninterested in the agenda/resolution?	ter group are	No.					
Category	Mode of No.	No. of	No. of Votes % of	Votes	No.	No. of	% of Votes in	% Of
	Voting	shares held	polled	o	Votes -	in Votes -	favour on votes	tes
)	(1)	(2)	ing	favour	against		against
				(1)]* 100	(+)	(5)	(6)=[(4)/(2)]*100	on votes polled
			Ç				· · · · · ·	(7)=[(5)/(2)1*100
Promoter	E-Voting	86042043	86042043	100%	86042043	0	100%	0
Promoter	Poll	0	0	0	0	0	0	6
Group	Total	86042043	86042043	100%	86042043	0	100%	0
Public	E-Voting	26564060	26564060	100%	26564060	0	100%	C
Institutions	Poll	0	0	0	0	0	0	0
	Total	26564060	26564060	100%	26564060	0	100%	- C
Public Non-	E-Voting	3542	3542	100%	3542	0	100%	
Institutions	Poll	3460	3460	100%	3410	50	98.55	1.45
	Total	7002	7002		6952	20		
Total		112613105	112613105		11263055	50		



512, 'Yashkamal', Sayajiganj, Vadodara - 390005.

REPORT OF SCRUTINIZER E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

23rd September, 2016

FCS-1602

Dr. K M Joshi, Director

Gujarat Industries Power Company Ltd.

P.O.: Petrochemicals - 391 346,

Dist.: Vadodara.

Dear Sir,

- I, Vijay L. Vyas, a Company Secretary in Practice, have been appointed by the board of Directors of Gujarat Industries Power Company Limited (the company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules, 2014 on the resolutions contained in the Notice to the 31st Annual General Meeting (AGM) of the members of the company, to be held on Friday, 23rd September, 2016 at 11.00 a.m at P.O.: Petrochemicals 391 346, Dist.: Vadodara.
- 1. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting through electronic means on the resolutions contained in the Notice to the 31st Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL) www.evotingindia.com, the authorized agency to provide e-voting facilities, engaged by the company.
- 2. In furtherance to the above, I submit my report as under:-
- i. The e-voting period remained open from 09.00 A.M on 20th September 2016 to 05.00 P.M on 22nd September 2016.
- ii. The members of the Company as on the "cut off" date i.e. 16th September 2016 were entitled to vote on the resolutions (items Nos. 1 to 12 as set out in the notice of the 31st AGM of the company).
- The votes cast were unblock on 22nd September 2016 at 05.00 PM in the presence of 2 (Two) witnesses namely CS Vaishali Upadhyay and CS Swati Thakrel, who are not in the employment of the Company. They have signed below in the confirmation the votes being unblocked in their presence.

BAROD

Suppodly ay (CS Vaishali Upadhyay)

(CS Swati Thakrel)

iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "favour" or "against" each of the resolution that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. https://www.evotingindia.com based on such report generated, the result of the e-voting is as under:

Agenda No.	1	Type of Resolution	Ordinary Resolution
Subject	the financial year of Directors and the A	ended 31" March. 2016 a	I Statements of the Company for and the Reports of the Board of
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e -votes
Assent	43	112609645	100%
Dissent	0	0	0%
Abstain	0	0	0%
Total	43	112609645	100%

Agenda No.	2	Type of Resolution	Ordinary Resolution
Subject	To declare a divide	nd on Equity Shares of the C	化二乙基甲基甲基甲基苯酚 化氯基 经保险的 经基本债券 医大脑上腺 医红眼性病 网络拉克斯斯特拉克斯特斯 化氯化异物 化二氯化异物 化二氯化二氮
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e –votes
Assent	43	112609645	100%
Dissent	0	0	0%
Abstain	0	0	0%
Total	43	112609645	100%

Agenda No.		Type of Resolution	Ordinary Resolution
Subject	To appoint a Direct retires by rotation	tor in place of Shri Sanjeev k and being eligible, offers him	Cumar, IAS (DIN: 03600655), who
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e –votes
Assent	33	110476567	98.11%
Dissent	10	2133078	1.89%
Abstain	0	0	0%
Total	43	112609645	100%

Agenda No.	4	Type of Resolution	Ordinary Resolution
Subject	To appoint a Directo who retires by rotati	or in place of Smt. Shahme	ena Husain, IAS (DIN: 03584560), ers herself for re-appointment.
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e -votes
Assent	41	112565760	99.96%
Dissent	2	43885	0.04%
Abstain	0	0	0%
Total	43	112609645	100%

Agenda No.	5	Type of Resolution	Ordinary Resolution	
Subject	To ratify appointme as the Statutory Aug	nt of K C Mehta & Co., C litors of the Company for	Chartered Accountants, Vadodara	
Particulars	But a control of the			
Assent	43	112609645	100%	
Dissent	0	0	. 0%	
Abstain	0	0	0%	
Total	43	112609645	100%	

Agenda No.	6	Type of Resolution	Ordinary Resolution
Subject	To approve the term 03461909), Managin	s of remuneration payabl g Director.	e to Smt. Sonal Mishra, IAS, (DIN:
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e -votes
Assent	42	112609445	99.99%
Dissent	1	200	0.01%
Abstain	0	0	0%
Total	43	112609645	100%

Agenda No.	7	Type of Resolution	Ordinary Resolution
Subject	To appoint Shri N N Company for five ye	l Misra (DIN: 00575501), a ars.	s an Independent Director of the
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e -votes
Assent	42	112609045	99.99%
Dissent	1	600	0.010/
Abstain	0	0 //s	0% (FCS-1602)

	Y**	T - "	
Total	43	112609645	100%

Agenda No.	8	Type of Resolution	Ordinary Resolution
Subject	To appoint Shri P I and Chemicals Ltd. rotation.	K Gera, IAS (DIN: 053239 (GACL), as a Director of	92), Nominee of Gujarat Alkalies f the Company liable to retire by
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e -votes
Assent	42	112565771	99.96%
Dissent	1	43874	0.04%
Abstain	0	0	0%
Total	43	112609645	100%

Agenda No.	9	Type of Resolution	Ordinary Resolution
Subject	To appoint CS V V Fertilizers and Cher retire by rotation.	Vachhrajani (DIN: 0009 [,] nicals Ltd. (GSFC), as a E	1677), Nominee of Gujarat State Director of the Company liable to
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e -votes
Assent	43	112609645	100%
Dissent	0	0	0%
Abstain	0	0	0%
Total	43	112609645	100%

Agenda No.	10	Type of Resolution	Ordinary Resolution
Subject To appoint Shri Sujit Gulati, IAS (DIN: 00177274), Nominee of Govt. of Guas non-rotational Director of the Company.			74), Nominee of Govt. of Gujarat,
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e -votes
Assent	42	112565771	99.96%
Dissent	1	43874	0.04%
Abstain	0	0	0%
Total	43	112609645	100%

Agenda No.	11	Type of Resolution Special Resolution	
Subject	To approve material Transactions with Related Parties (GUVNL,GSFQ COASL).		
Particulars	Number of e-Votes	Number of votes contained in e-votes	

Assent	36	26566752	99.99%
Dissent	2	800	0.01%
Abstain	5*	0	0%
Total	43	26567552	100%

^{*}Three Members being Related Party and Two members from public have not voted on this resolution.

Agenda No.	12 Type of Resolution Ordinay Resolution			
Subject	To ratify remuneration payable to Cost Auditors Y.S.Thakar & Associates, for the F.Y. 2016-17.			
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e -votes	
Assent	43	112609645	100%	
Dissent	0	0	0%	
Abstain	0	0	0%	
Total	43	112609645	100%	

During e-voting process total Forty Three (43) Shareholders holding in the aggregate 112609645 Shares, have casted their votes. No invalid votes are casted in respect of any of the above resolutions and hence information on 'Invalid Votes' resolution-wise is not being provided for. On Special Resolution at Agenda Item No. 11, Three (3) members being Related Party and Two (2) members from Public holding aggregate of 86042093 shares have abstained from voting.

I hereby certify that I am maintaining Registers in electronic form as obtained from the Service Provider from their website in respect of the vote cast through e-voting by the shareholders of the Company. I shall be arranging to handover these records to you or such other person as authorized by you in due course of time.

Thanking you, Yours faithfully,

Place: VADODARA

Dated: 23rd September 2016

FCS-1602 CP-13175 CP-13175

CS VIJAY L'VYAS
Company Secretary in Practice
(FCS 1602; COP 13175)
SCRUTINIZER



512, 'Yashkamal', Sayajigani, Vadodara - 390005.

MGT - 13

REPORT OF THE SCRUTINIZER POLL/BALLOT VOTING AT 31ST ANNUAL GENERAL MEETING

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

23rd September, 2016

Dr. K M Joshi Director Gujarat Industries Power Company Ltd. P.O.: Petrochemicals – 391 346,

Dist.: Vadodara.

The 31st Annual General Meeting of the Shareholders of Gujarat Industries Power Company Limited ('the Company') held on Friday, the 23rd September, 2016 at 11.00 a.m. at P.O.: Petrochemicals – 391 346, District: Vadodara, Gujarat, India.

Dear Sir.

I, Vijay L Vyas, Company Secretary In Practice, appointed by the Board of Directors of the Company as scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 31st Annual General Meeting of the shareholders of Gujarat Industries Power Company Limited, held on Friday, 23rd September, 2016 at 11.00 a.m. at P.O.: Petrochemicals – 391 346, Vadodara 390020, submit my report as under:

- After the time fixed for closing of the poll/Ballot Voting by the Chairman, one ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- 2. The locked ballot boxes were subsequently opened in my presence and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records & specimen signatures maintained by the Registrar and Transfer Agents of the Company, namely Link Intime India Pvt. Ltd., and the authorizations lodged with the Company. No proxy was received by the Company.

3. The Ballot papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the poll/Ballot Voting is as under:

L + 91 9979890115 20265 2361018 csvlvyas@gmail.com

Residence: 'Shivam', 49, Parshuram Nagar Housing Society, Sayajiganj, Vadodara - 390005.

(a) Item No. 1:- Ordinary Resolution:

(I) To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	3910	100%

^{*}One member has not casted his vote on this resolution.

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
. 0	0

(b) Item No.2:- Ordinary Resolution:

(II) To declare a Dividend on the Equity shares of the Company.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	3710	94.88%

^{*}One member has not casted his vote on this resolution.





(ii)Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	200	5.12%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(c) Item No. 3:- Ordinary Resolution:

(III)To appoint a Director in place of Shri Sanjeev Kumar,IAS(DIN: 03600655) who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	3710	100%

^{*}One member has not casted his vote on this resolution.

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





(d) Item No. 4:- Ordinary Resolution:

(IV) To appoint a Director in place of Smt. Shahmeena Husain, IAS (DIN: 03584560) who retires by rotation and, being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	3960	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(e) Item No.5:- Ordinary Resolution:

(V) To ratify appointment of K C Mehta & Co., Chartered Accountants, Vadodara as the Statutory Auditors of the Company for F.Y.2016-17.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	3960	100%





(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(f) Item No.6:- Ordinary Resolution:

(VI) To approve the terms of remuneration payable to Smt. Sonal Mishra, IAS, (DIN: 03461909), Managing Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	3710	100%

^{*}One member has not casted his vote on this resolution.

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





(g) Item No.7:- Ordinary Resolution:

(VII) To appoint Shri N N Misra (DIN: 00575501), as an Independent Director of the Company for five years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	3710	100%

^{*}One member has not casted his vote on this resolution.

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(h) Item No.8:- Ordinary Resolution:

(VIII) To appoint Shri P K Gera, IAS (DIN: 05323992), Nominee of Gujarat Alkalies and Chemicals Ltd. (GACL), as a Director of the Company liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	3710	100%

^{*}One member has not casted his vote on this resolution.





(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(i) <u>Item No.9:- Ordinary Resolution:</u>

(IX) To appoint CS V V Vachhrajani (DIN: 00091677), Nominee of Gujarat State Fertilizers and Chemicals Ltd. (GSFC), as a Director of the Company liable to retire by rotation.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	3660	98.65%

^{*}One member has not casted his vote on this resolution.

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	50	1.35%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	O





(j) <u>Item No.10 :- Ordinary Resolution:</u>

(X) To appoint Shri Sujit Gulati, IAS (DIN: 00177274), Nominee of Govt. of Gujarat, as Non-rotational Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	3660	98.65%

^{*}One member has not casted their vote on this resolution.

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	50	1.35%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(k) Item No.11 :- Special Resolution:

(XI) To approve material Transactions with Related Parties (GUVNL,GSFC &GACL).

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	3660	98.65%

*One member has not casted his vote on this resolution.



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	50	1.35%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(I) Item No.12 :- Ordinary Resolution:

(XII) To ratify remuneration payable to Cost Auditors, Y.S.Thakar & Co., for the F.Y. 2016-17.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22*	3410	98.55%

^{*}Two members have not casted their vote on this resolution.

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	50	1.45%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





- 5. A Compact Disc (CD) containing a list of equity shareholders who voted "IN FAVOUR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to Shri A.C Shah, Company Secretary and DGM(Legal) of the Company, authorized by the Board for safe keeping.

Thanking you,

FCS-1602 D CP-13175 D CP-13175 D

Yours faithfully,

CS VIJAY L VYAS Company Secretary in Practice

(FCS 1602; COP 13175)

Scrutinizer

Place: VADODARA

Dated: 23rd September, 2016



512, 'Yashkamal', Sayajiganj, Vadodara - 390005.

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management & Administration) Rules, 2014 as amended]

Date: 23rd September, 2016

To,
Dr. K M Joshi
Director
Gujarat Industries Power Company Ltd.
P.O.: Petrochemicals – 391 346, Dist.: Vadodara.

The 31st Annual General Meeting of the Members of Gujarat Industries Power Company Limited held on Friday, the 23rd Day of September, 2016 at the registered office of the Company at P.O.: Petrochemicals – 391346,Dist.: Vadodara.

Dear Sir,

- 1. I, **Vijay L Vyas**, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of Gujarat Industries Power Company Limited ('the Company') for the purpose of :
 - i) Scrutinizing the E-voting process (Remote E-voting) under the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended ('the Rules'); and
 - ii) Poll at the Annual General Meeting under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the Notice to the 31st Annual General Meeting (AGM) of the members of the Company, held on Friday, the 23rd day of September, 2016 at 11:00 a.m. at the registered office of the Company at P.O.: Petrochemicals 391346, Dist.: Vadodara.
- 2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll at the AGM] on the resolutions contained in the Notice to the 31st Annual General Meeting (AGM) of the Members of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and Poll at the AGM) is restricted to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system.

Residence: 'Shivam', 49, Parshuram Nagar Housing Society, Sayajiganj, Vadodara - 390005.

provided by CDSL, the depository authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting and Poll at the AGM).

- 3. The Company had availed the Remote E-Voting facility provided by M/s. Central Depository Service (India) Limited (CDSL) for conducting the Remote E-Voting by the shareholders of the Company. The Remote E-voting period commenced at 09.00 a.m. on 20th September, 2016 and ended at 5.00 p.m. on 22nd September, 2016. The Company had provided facilities of Remote E-Voting and Poll/ Ballot process was also taken at the meeting by members to exercise their right to vote. The members of the Company as on the "cut off" date i.e. 16th September, 2016 were entitled to vote on the resolutions.
- 4. I have issued separate Report dated 23rd September, 2016 as the Scrutinizer on the remote e-voting and on the poll through electronic voting system on the resolutions contained in the notice of AGM.
- 5. I submit herewith my Consolidated Scrutinizer's Report on the results of voting through remote e-voting and Poll at the AGM as under:-

Item No. & Resolutions	Votes in favour of the resolution		Votes against the resolution		Invalid Votes Nos.
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total numbe r of valid votes cast in (Favou r and Against)	
Item No. 1: To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)	112613555	100%		0%	0
Item No. 2: To declare a dividend on the equity shares of the Company. (Ordinary Resolution)	112613355	99.99%	200	0.01%	0
Item No. 3: To appoint a Director in place of Shri	110480277	98.10	2133078	1.90%	0 /

Contractor	Υ			••••	
Sanjeev Kumar, IAS (DIN:					
03600655), who retires by		Ì			
rotation and being eligible,		ļ			
offers himself for re-				ĺ	
appointment.				, ,	
(Ordinary Resolution)					
Item No. 4: To appoint a	112569720	99.96%	43885	0.04%	0
Director in place of Smt.					
Shahmeena Husain, IAS (DIN:					
03584560), who retires by					
rotation and being eligible,	ļ	1]		
offers herself for re-					
appointment.]]	ļ
(Ordinary Resolution)	110010				
Item No. 5: To ratify	112613605	100%	0	0%	0
appointment of K C Mehta &		j	ĺ	[
Co., Chartered Accountants,	!				
Vadodara as the Statutory		ļ			
Auditors of the Company for F.Y.2016-17.	Ì				ļ
1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	ļ	}			
(Ordinary Resolution)					
Item No. 6: To approve the	112613155	99.99%	200	0.01%	0
terms of remuneration payable]			
to Smt. Sonal Mishra, IAS,				,	
(DIN: 03461909), Managing Director.					}
				}	
(Ordinary Resolution) Item No. 7: To appoint Shri N	440040755	00.000/			
N Misra (DIN: 00575501), as	112612755	99.99%	600	0.01%	0
an Independent Director of the		ĺ			İ
Company for five years.]	ĺ	Ĭ	
(Ordinary Resolution)					ĺ
Item No. 8: To appoint Shri P	112569481	99.96%	40074	0.040/	
K Gera, IAS (DIN: 05323992),	112008401	99.90%	43874	0.04%	0
Nominee of Gujarat Alkalies &	İ		1		
Chemicals Ltd. (GACL), as					
Director of the Company liable		1	ĺ		
to retire by rotation. (Ordinary	ļ		ļ		
Resolution)				, j	}
Item No. 9: To appoint CS V V	112613305	99.99%	50	0.01%	0
Vachhrajani (DIN: 00091677),	112010000	33.33 /6	30	0.01%	U
Nominee of Gujarat State			i		
Fertilizers and Chemicals Ltd.					
(GSFC), as Director of the		İ			
Company liable to retire by				İ	
rotation.					
(Ordinary Resolution)	į				
Item No. 10: To appoint Shri	112569431	99.96%	43924	0.04%	0
Sujit Gulati, IAS (DIN:	Í	•	'	3.5 1,0	
00177274), Nominee of Govt.			stries	ĺ	AYL
		7/		1	137

of Gujarat, as Non-rotational Director of the Company. (Ordinary Resolution)					
Item No. 11: To approve material Transactions with Related Parties (GUVNL,GSFC & GACL). (Special Resolution)	26570412	99.99%	850	0.04%	0
Item No. 12: To ratify remuneration payable to Cost Auditors, Y.S.Thakar & Associates, for the financial year 2016-17. (Ordinary Resolution)	112613055	99.99%	50	0.01%	0

THE INVALID VOTES ARE NOT CONSIDERED FOR THE PURPOSE OF CALCULATING THE PERCENTAGE.

6. The electronic data and all other relevant records relating to the voting are under my safe custody and will be handed over to the Dy. Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

CP-13175

Thanking You. Yours faithfully,

CS Vijay L Vyas

COMPANY SECRETARY IN PRACTICE

FCS- 1604 : C.O.P : 13175

SCRUTINIZER
Place: Vadodara

Date: 23rd September, 2016

Countersigned by:

FOR GUJARAT INDUSTRIES POWER COMPANY LIMITED

(Dr. K M Joshi)
DIRECTOR