



GUJARAT INDUSTRIES POWER COMPANY LIMITED

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

PHONE: (0265) 2232768, FAX: (0265) 2230029.

Email: cssddesai@gipcl.com Website: www.gipcl.com

CIN – L99999GJ1985PLC007868.

REF:33rd AGM/2018

27th September, 2018.

The General Manager Corporate Relations Department BSE Ltd. 1 st Floor, New Trading Ring Phiroze Jeejeebhoy Towers, Dalal Street MUMBAI : 400 001. Company Code No. : 517300	The General Manager Listing Department National Stock Exchange of India Ltd. "Exchange Plaza", C-1, Block 'G', Bandra-Kurla Complex Bandra (East) MUMBAI : 400 051 Company Code No. : GIPCL EQ.
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Dear Sir,

Sub.: Proceedings of the 33rd Annual General Meeting of the Members of the Company held on Thursday, 27th September, 2018.

Pursuant to Part A of Schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we submit herewith proceedings of the 33rd Annual General Meeting of the Members of the Company held on Thursday, 27th September, 2018 at 3.00 p.m. at the Registered Office of the Company at P.O.: Petrochemicals – 391 346, Dist.: Vadodara.

ATTENDANCE OF DIRECTORS:

Dr. K M Joshi	- Chairman.
Shri N N Misra	- Director.
CS V V Vachharajani	- Director.
Smt. Vatsala Vasudeva, IAS	- Managing Director.

IN ATTENDANCE:

Smt. Swati Desai	- Company Secretary & Addl. G.M (Legal)
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MEMBERS PRESENT:

- Members present (in persons) - 142
- Members Present (Through Proxy) - 3

Dr. K.M.Joshi, Independent Director of the Company was appointed as the Chairman of the meeting by the Directors present pursuant to Article 67 of the Articles of Association of the Company, since Shri Raj Gopal, IAS, was unable to attend the meeting due to unavoidable circumstances.

After ascertaining from the Company Secretary that the requisite quorum was present at the AGM, the Chairman called the meeting to order and commenced the proceedings of the meeting.

The Chairman then addressed the Members and gave an overview of the Company's performance and its future outlook.

The Company Secretary then informed the Members that the Proxy register and other registers and documents were available for inspection of Members.



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With the permission of the Members present, Company Secretary, took the Notice of the meeting along with the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the Report of Board of Directors thereon, being already circulated as read.

The Company Secretary further informed that the Auditor's report on the Financial Statement for the financial year ended March 31, 2018, did not have any qualifications, observations, comments or other remarks.

The Company Secretary then provided a fair opportunity to the Members of the Company who were entitled to vote to seek clarifications and/ or offer comments to the items of the business.

The queries received were adequately answered and then the Chairman requested the Company Secretary to commence with the main business of the Meeting. The Company Secretary informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company had provided the remote e-voting facility to the Members in respect of businesses to be transacted at the AGM for which the remote e-voting period had commenced on Monday, September 24, 2018 (9.00 am IST) and ended on Wednesday, September 26, 2018 (5.00 pm IST).

The Members were also informed that the facility for voting by way of poll papers was made available at the AGM venue for the members who had not cast their vote through remote e-voting.

The Company Secretary & Addl. G.M (Legal) informed to the Members that the following Resolutions were put to vote by poll.

Item No.	Resolutions
ORDINARY BUSINESS - ORDINARY RESOLUTIONS	
1.	To consider and adopt the Audited Financial Statements (including the consolidated financial statements) for the financial year ended 31 st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2.	To declare a Dividend on Equity Shares for the FY 2017-18.
3.	To appoint a Director in place of Shri Pankaj Joshi, IAS (DIN: 01532892), who retires by rotation and being eligible offers himself for re-appointment.
4.	To appoint a Director in place of Shri Milind Torawane, IAS (DIN: 03632394), who retires by rotation & being eligible, offers himself for re-appointment.
SPECIAL BUSINESS - ORDINARY RESOLUTIONS	
5.	To appoint Shri Raj Gopal, IAS (DIN: 02252358), Nominee of Government of Gujarat, as Director of the Company.
6.	To appoint Smt. Vatsala Vasudeva, IAS (DIN: 07017455) as Director and Managing Director of the Company.
7.	To approve Material Transactions with Related Parties.
8.	To ratify remuneration payable to Cost Auditors for the FY 2018-19.

The Company Secretary also informed that the Board of Directors had appointed CS Vijay L Vyas, Company Secretary in Practice, as the Scrutinizer for the purpose of scrutinizing the voting process (both remote e-voting and voting process through poll papers at the AGM), for the resolutions included in the Notice of the 33rd AGM.



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The Members were requested to cast their votes on the resolutions contained in the AGM Notice.

The Chairman also authorized the Company Secretary to receive the results and Polling paper and all relevant documents from CS V L Vyas, Scrutinizer.

The Chairman announced that the results of e-voting and by poll at the AGM would be declared on receipt of the Scrutinizer's Report and shall be placed on the website of the Company and the website of Central Depository Services (India) Limited, the agency providing e-voting facility and also would be available at the registered office of the Company. The same shall also be sent to the stock exchange within forty eight hours from the conclusion of the AGM.

The Company Secretary then thanked the members attending the meeting and for their co-operation and concluded the meeting at 3.30 p.m.

Thanking you,

Yours faithfully,

For Gujarat Industries Power Company Ltd.



Swati Desai
Company Secretary
& Addl. G.M (Legal)

