



GUJARAT INDUSTRIES POWER COMPANY LIMITED

Regd. Office: P.O.: Ranoli – 391 350, Dist.: Vadodara (Gujarat)

Tel. No. 0265 – 2232768, Fax No. 0265 2230029.

Email: investors@gipcl.com Website: www.gipcl.com,

CIN – L99999GJ1985PLC007868

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of the Gujarat Industries Power Company Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rules 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“ Listing Regulations”), Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re- enactment thereof for the time being in force and as amended from time to time).

The statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all the material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors of the Company has appointed **CS Shailja Pandya, Practicing Company Secretary** (Membership No. A37665 C.P. No. 14206) as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of **Central Depository Services (India) Limited** (“CDSL”) as the agency to provide e-voting facility.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their votes electronically not later than 05:00 p.m. IST Friday, the 03rd January, 2025 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit her report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorised. The results of e-voting will be announced within two (02) working days of the end of the e-voting period and will be displayed on the Company’s website www.gipcl.com and will also be communicated to the Stock Exchanges, NSDL, CDSL and Link Intime India Private Limited (LIPL). The Company will also display the results of the Postal Ballot at its Registered Office.

**SPECIAL BUSINESS:**

- 1. TO APPOINT SHRI KRISHNA KUMAR NIRALA, IAS (DIN: 08665796) SECRETARY, FINANCE DEPARTMENT (EXPENDITURE), NOMINEE OF GOVERNMENT OF GUJARAT (GoG) AS A DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and any other applicable provisions of the Act and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Article 89 of the Articles of Association of the Company and vide Finance Department, Government of Gujarat (GoG) Order No. FD/0396/09/2024 dated 13/09/2024 and as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors vide circular Resolution No. CR/NRC/2024-25/03, dated 16/09/2024 & CR/BM/2024-25/04, dated 27/09/2024 respectively, Shri Krishna Kumar Nirala, IAS (DIN:08665796); who was appointed as an Additional Director, Nominee of Government of Gujarat w.e.f. 10/10/2024 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 of the Act, proposing his candidature for the Office of Director, be and is hereby appointed as a Nominee Director of Government of Gujarat on the Board of GIPCL and shall be liable to retire by rotation.”

- 2. TO APPOINT SHRI JAGDISH PRASAD GUPTA, IAS (DIN:01952821), ADDITIONAL CHIEF SECRETARY, TRIBAL DEVELOPMENT DEPARTMENT, NOMINEE OF GOVERNMENT OF GUJARAT (GOG) AS A DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and any other applicable provisions of the Act and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Article 88 and Article 94 of the Articles of Association of the Company and Government of Gujarat (GoG), Energy & Petrochemicals Department Order No. EPCD/GIP/e-FILE/20/2023/1438/K dated 09/11/2024 and as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors, by respective Meetings held on 12/11/2024, Shri Jagdish Prasad Gupta, IAS (DIN: 01952821), who was appointed as an Additional Director, Nominee of Government of Gujarat w.e.f. 12/11/2024 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 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Nominee Director of Government of Gujarat on the Board of GIPCL and shall not be liable to retire by rotation.”

**By Order of the Board
For Gujarat Industries Power Company Limited
Sd/-
CS Shalin Patel
Company Secretary & Compliance Officer**

Place: Vadodara

Date: 29/11/2024

Registered Office:

P.O.: Ranoli – 391 350,

Dist.: Vadodara, Gujarat.

CIN: L99999GJ1985PLC007868

Website: www.gipcl.com E-mail: investors@gipcl.com

Tel.: (0265) 2232768 Fax: (0265) 2230029



Notes:

1. A statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, the 29th November, 2024 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. In accordance with the aforesaid MCA Circulars, the Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at **www.gipcl.com**, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively, and on the website of Central Depository Services (India) Limited (“CDSL”) at **www.evotingindia.com**.
4. In accordance with the MCA & SEBI Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by submitting duly signed Investor Service Request Form ISR-1 along with supporting documents to **Link Intime India Private Limited** at **vadodara@linkintime.co.in** , if the shares are held in physical form. The said form is available on RTA’s website i.e. <https://www.linkintime.co.in>.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. **Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. **The e-voting period commences at 9:00 a.m. (IST) on Thursday, the 05th December, 2024 and ends at 5:00 p.m. (IST) on Friday, the 03rd January, 2025.** Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, the 03rd January, 2025.
10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to **investors@gipcl.com**.



PROCEDURE FOR 'E-VOTING':

CDSL e-Voting System - For Remote e-voting

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020 read with relevant circular dated September 19, 2024, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member is available using remote e-voting only.
2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 09/2024 dated September 19, 2024, the Postal Ballot Notice has been uploaded on the website of the Company at www.gipcl.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the period of Postal Ballot) i.e. www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Thursday, the 05th December, 2024 and ends on Friday, the 03rd January, 2025 at 05:00 p.m. (IST). 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 Friday, the 29th November, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09/12/2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service



TYPE OF SHAREHOLDERS	LOGIN METHOD
	<p>provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-4886 7000 and 022-2499 7000</p>



Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	FOR PHYSICAL SHAREHOLDERS AND OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN **241129007** for the relevant Gujarat Industries Power Company Limited on which you choose to vote.



- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@gjpcl.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/ RTA email ID.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e- Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25 Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free No. 1800 22 55 33.

Contact Details:

Company	Gujarat Industries Power Company Limited Regd. Office: P.O. Ranoli -391 350, District: Vadodara, Gujarat, India. Tel. No. 0265 -2232768 Fax No. 0265- 2230029 Email ID: investors@gipcl.com
Registrar and Transfer Agent (RTA)	Geetakunj,1, Bhakti Nagar Society, Behind ABS tower, Old Padra Road, Vadodara – 390015. Phone: 0265 - 3566 768 Email: vadodara@linkintime.co.in
E-voting Agency	Central Depository Services (India) Limited
E-mail ID	helpdesk.evoting@cdslindia.com



**STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013
READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION), RULES, 2014**

The following Statements sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1:

Pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and any other applicable provisions of the Act and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Finance Department, Government of Gujarat (GoG) Order No. FD/0369/09/2024 dated 13/09/2024 read with Article 89 of the Articles of Association of the Company, as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors vide circular Resolution No. CR/NRC/2024-25/03, dated 16/09/2024 & CR/BM/2024-25/04, dated 27/09/2024 respectively, considered and approve appointment of Shri Krishna Kumar Nirala, IAS (DIN: 08665796) Secretary, Finance Department, (Expenditure), Nominee of Government of Gujarat as an Additional Director of the Company with effect from 10/10/2024.

The Company has received requisite Notice pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act), from a Member proposing appointment of Shri Krishna Kumar Nirala, IAS (DIN: 08665796), as a Director of the Company and he shall be liable to retire by rotation.

Shri Krishna Kumar Nirala, IAS (DIN: 08665796), is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not related to any of the Directors of the Company and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. The Company has also received consent to act as a Director (DIR-2) and Declaration of Directorships in other Companies (DIR-8) from Shri Krishna Kumar Nirala, IAS (DIN: 08665796). The Company has also received a Declaration from him confirming that he meets with the criteria as prescribed under Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Shri Krishna Kumar Nirala, IAS (DIN: 08665796) fulfils the conditions for appointment as a Director and possess appropriate skills, experience and knowledge. Brief resume of Shri Krishna Kumar Nirala, IAS (DIN: 08665796) is annexed to this Notice.

The above statements may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolution at Item No. 01 as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Shri Krishna Kumar Nirala, IAS (DIN: 08665796) is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No. 01 of the Notice.



Item No. 2:

Pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and any other applicable provisions of the Act and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Articles 88 and 94 of the Articles of Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee w.e.f. 12/11/2024 has appointed Shri Jagdish Prasad Gupta, IAS (DIN: 01952821) as an Additional Director and Chairman of the Company, Nominee of Government of Gujarat (GoG).

The Company has received requisite Notice pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act), from a Member proposing appointment of Shri Jagdish Prasad Gupta, IAS (DIN: 01952821) as a Director and Chairman of the Company and he shall not liable to retire by rotation.

Shri Jagdish Prasad Gupta, IAS (DIN: 01952821) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not related to any of the Directors of the Company and He is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. The Company has also received consent to act as a Director (DIR-2) and Declaration of Directorships in other Companies (DIR-8) from Shri Jagdish Prasad Gupta, IAS (DIN: 01952821). The Company has also received a Declaration from him confirming that he meets with the criteria as prescribed under Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Shri Jagdish Prasad Gupta, IAS (DIN: 01952821) fulfils the conditions for appointment as a Director and possess appropriate skills, experience and knowledge.

Brief resume of Shri Jagdish Prasad Gupta, IAS (DIN: 01952821) is annexed to this Notice.

The above statements may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolution at Item No. 2 as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Shri Jagdish Prasad Gupta, IAS (DIN: 01952821) is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No. 2 of the Notice.

By Order of the Board
For Gujarat Industries Power Company Limited
Sd/-
CS Shalin Patel
Company Secretary & Compliance Officer

Place: Vadodara
Date: 29/11/2024

Registered Office:
P.O.: Ranoli – 391 350,
Dist.: Vadodara, Gujarat.
CIN: L99999GJ1985PLC007868
Website: www.gipcl.com E-mail: investors@gipcl.com
Tel.: (0265) 2232768 Fax: (0265) 2230029

**ANNEXURE TO THE NOTICE DATED 29/11/2024****DETAILS OF DIRECTOR SEEKING APPOINTMENT, AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LODR) REGULATIONS, 2015:**

NAME OF THE DIRECTOR	SHRI KRISHNA KUMAR NIRALA, IAS	SHRI JAGDISH PRASAD GUPTA, IAS
DIN	08665796	01952821
DATE OF BIRTH	17/01/1964	01/07/1965
DATE OF APPOINTMENT	10/10/2024	12/11/2024
QUALIFICATIONS	IAS Officer of 2005 batch, M.Sc. (Chemistry) from Magadh University, PG Diploma (Plastic Technology), CIPE&T Madras, Master of Arts (Public Policy) from IGNOU New Delhi, MBA (Management) from Sikkim Manipal University, Master of Arts (South Asian Security Issues) from King's College London.	Shri J P Gupta is a Senior IAS Officer of 1991 Batch. He is alumni of Jodhpur University and has done M. Tech from IIT, New Delhi.
NATURE OF EXPERTISE / EXPERIENCE	<p>Shri Nirala has held various important positions in Government of Gujarat like District Development Officer (DDO) of Surendranagar & Anand, District Collector and District Magistrate of Surendranagar, Kheda, Patan & Ahmedabad.</p> <p>Shri Nirala has also served as Director of Technical Education, Member Secretary in Gujarat Water Supply & Sewage Board and Additional Secretary in Home Department.</p> <p>Shri Nirala has also served as Commissioner & Secretary of Women & Child Development. Presently he is posted as Secretary (Expenditure) Finance Department, Government of Gujarat.</p>	<p>Shri J P Gupta (DIN: 01952821) is a senior IAS Officer having wide experience of various departments such as Finance, Land Revenue, Urban Development, Transport, Education, Water Supply, Department and Commercial Tax, Government of Gujarat. He has also served in the State PSUs like Gujarat Water Infrastructure Limited, The Gujarat State Civil Supplies Corporation Limited, Gujarat Medical Services Corporation Limited, Gujarat State Investment Limited, Gujarat Urban Development Company Limited etc.</p> <p>Presently he is Additional Chief Secretary, Tribal Development Department, Government of Gujarat.</p> <p>He also served as Managing Director of Gujarat State Financial Services Limited, Chairman of Gujarat State Investment Limited and Director in Gujarat Alkalies and Chemical Limited, Gujarat Narmada Valley Fertilizers & Chemicals Limited, Gujarat State Petronet Limited, Gujarat State</p>



		Fertilizers & Chemicals Limited, Gujarat State Petroleum Corporation Limited, Sardar Sarovar Narmada Nigam Limited, Gujarat Metro Rail Corporation (GMRC) Limited and Gujarat International Finance Tec- City (Gift City) Company Limited.
NAMES OF LISTED ENTITIES IN WHICH DIRECTORSHIP IS HELD	NIL	NIL
NAMES OF LISTED ENTITIES FROM WHICH RESIGNED IN THE PAST THREE YEARS	NIL	<ol style="list-style-type: none"> 1. Gujarat Narmada Valley Fertilizers & Chemicals Limited 2. Gujarat State Fertilizers & Chemicals Limited 3. Gujarat Alkalies and Chemicals Limited 4. Gujarat State Petronet Limited 5. Gujarat Gas Limited.
NAMES OF LISTED ENTITIES IN WHICH MEMBERSHIP OF COMMITTEES OF THE BOARD IS HELD	NIL	NIL
NO. OF SHARE HELD	NIL	NIL
NO. OF BOARD MEETING ATTENDED	01	NONE
RELATIONSHIP WITH OTHER DIRECTORS/KMP	NA	NA