



**GUJARAT INDUSTRIES POWER COMPANY LIMITED**

Regd. Office: P.O. Petrochemicals – 391 346, Dist. Vadodara (Gujarat).

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

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

CIN – L99999GJ1985PLC007868

SEC/33<sup>RD</sup> AGM/VOTING/2018 /

29<sup>th</sup> September, 2018.

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

**Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 – Details of Voting Results of the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company.**

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 33<sup>rd</sup> Annual General Meeting (AGM) through remote e-Voting and voting by Poll at the 33<sup>rd</sup> AGM held on Thursday, the 27<sup>th</sup> September 2018 at 03:00 pm (IST) at the Registered Office of the Company at P.O. Petrochemicals – Dist. Vadodara.

Details of Voting Results through remote e-voting and through Poll as required under Regulation 44 (3) of the SEBI (LODR) Regulations, 2015 in relation to the said 33<sup>rd</sup> AGM held on 27/09/2018 is attached herewith for each Resolution along with the Scrutinizers' Report.

The above is for your record and necessary action, if any.

*K.M. Joshi*

Yours faithfully,

**For Gujarat Industries Power Company Limited**

*K.M. Joshi*  
Dr. K M Joshi  
Director



Encl.: As above



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**Format for Consolidated Voting (e-Voting and Voting by Poll) Results- 33<sup>rd</sup> Annual General Meeting**

<b>Date of the AGM</b>	27 <sup>th</sup> September, 2018
<b>Total number of shareholders on record date</b>	54179
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	145
Promoters and Promoter Group:	3
Public:	142
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	Nil
Public :	Nil

**Resolution-1: To consider and adopt the Audited Financial Statements (including the consolidated financial statements) for the financial year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and the Auditors thereon.**

Resolution required:(Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3	83836161	0	83836161	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	3	83836161	0	83836161	0	100	0
Public Institutions	E-Voting	11	20812266	0	20812266	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	11	20812266	0	20812266	0	100	0
Public Non-Institutions	E-Voting	30	9030166	0	9030166	0	100	0
	Poll	16	3297	0	3297	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	46	9033463	0	9033463	0	100	0
Total		60	113681890	0	113681890	0	100	0

\*All percentages rounded off to two decimals.



**Resolution- 2: To declare Dividend on equity shares for Financial Year 2017-18.**

Resolution required:(Ordinary / Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3	83836161	0	83836161	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	3	83836161	0	83836161	0	100	0
Public Institutions	E-Voting	12	23860227	0	23860227	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	12	23860227	0	23860227	0	100	0
Public Non-Institutions	E-Voting	30	9030166	0	9030166	0	100	0
	Poll	16	3297	0	3297	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	46	9033463	0	9033463	0	100	0
	Total	61	116729851	0	116729851	0	100	0

\*All percentages rounded off to two decimals.





**Resolution- 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.**

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3	83836161	0	83836161	0	100.00	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	3	83836161	0	83836161	0	100.00	0
Public Institutions	E-Voting	12	23860227	0	22646557	1213670	94.91	5.09
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	12	23860227	0	22646557	1213670	94.91	5.09
Public Non-Institutions	E-Voting	30	9030166	0	9029686	480	99.99	0.01
	Poll	16	3297	0	3297	0	100.00	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	46	9033463	0	9032983	480	99.99	0.01
Total		61	116729851	0	115515701	1214150	98.96	1.04

\*All percentages rounded off to two decimals.



**Resolution - 4 : To appoint a Director in place of Shri Milind Torawane, IAS (DIN:03632394), who retires by rotation and being eligible, offers himself for re-appointment.**

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3	83836161	0	83836161	0	100.00	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	3	83836161	0	83836161	0	100.00	
Public Institutions	E-Voting	12	23860227	0	22204863	1655364	93.06	6.94
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	12	23860227	0	22204863	1655364	93.06	6.94
Public Non-Institutions	E-Voting	30	9030166	0	9029686	480	99.99	0.01
	Poll	16	3297	0	3297	0	100.00	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	46	9033463	0	9032983	480	99.99	0.01
Total		61	116729851	0	115074007	1655844	98.58	1.42

\*All percentages rounded off to two decimals.



**Resolution- 5 : To appoint Shri Raj Gopal, IAS (DIN:02252358) Nominee of Government of Gujarat, as Director of the Company.**

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3	83836161	0	83836161	0	100.00	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	3	83836161	0	83836161	0	100.00	0
Public Institutions	E-Voting	12	23860227	0	22562557	1297670	94.56	5.44
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	12	23860227	0	22562557	1297670	94.56	5.44
Public Non-Institutions	E-Voting	30	9030166	0	9029776	390	100.00	0
	Poll	16	3297	0	3297	0	100.00	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	46	9033463	0	9033073	390	100.00	0
Total		61	116729851	0	115431791	1298060	98.89	1.11

\*All percentages rounded off to two decimals.



**Resolution- 6: To appoint Smt. Vatsala Vasudeva, IAS (DIN: 07017455) as Director and Managing Director of the Company.**

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3	83836161	0	83836161	0	100.00	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	3	83836161	0	83836161	0	100.00	0
Public Institutions	E-Voting	12	23860227	0	23776227	84000	99.65	0.35
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	12	23860227	0	23776227	84000	99.65	0.35
Public Non-Institutions	E-Voting	30	9030166	0	9029686	480	99.99	0.01
	Poll	16	3297	0	3297	0	100.00	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	46	9033463	0	9032983	480	99.99	0.01
Total		61	116729851	0	116645371	84480	99.93	0.07

\*All percentages rounded off to two decimals.





**Resolution- 7: To approve material Transactions with Related Parties..**

Resolution required: (Ordinary/ Special)			Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100	
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0	
	Poll	0	0	0	0	0	0	0	
	Postal Ballot	0	0	0	0	0	0	0	
	Total	0	0	0	0	0	0	0	
Public Institutions	E-Voting	12	23860227	0	23860227	0	100	0	
	Poll	0	0	0	0	0	0	0	
	Postal Ballot	0	0	0	0	0	0	0	
	Total	12	23860227	0	23860227	0	100	0	
Public Non-Institutions	E-Voting	30	9030166	0	9030166	0	100	0	
	Poll	16	3297	0	3297	0	100	0	
	Postal Ballot	0	0	0	0	0	0	0	
	Total	46	9033463	0	9033463	0	100	0	
Total		58	32893690	0	32893690	0	100	0	

\*All percentages rounded off to two decimals.





**Resolution - 8: To ratify remuneration payable to Cost Auditors for the financial year 2018-19 ending on March 31, 2019.**

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3	83836161	0	83836161	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	3	83836161	0	83836161	0	100	0
Public Institutions	E-Voting	12	23860227	0	23860227	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	12	23860227	0	23860227	0	100	0
Public Non-Institutions	E-Voting	30	9030166	0	9029881	285	100	0
	Poll	16	3297	0	3297	0	100	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	46	9033463	0	9033178	285	100	0
Total		61	116729851	0	116729566	285	100	0

\*All percentages rounded off to two decimals.



**VIJAY L. VYAS**  
Practising Company Secretary

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

Report of Scrutinizer appointed for e-voting on the resolutions placed before the 33<sup>rd</sup> Annual General Meeting of the Shareholders of Gujarat Industries Power Company Limited held on Thursday, the 27<sup>th</sup> September, 2018 at 03.00 p.m. at the Registered Office of the Company at P. O.: Petrochemicals, Dist.: Vadodara – 391346.

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 20) of the Companies (Management and Administration) Rules, 2014]

**REMOTE E-VOTING - SCRUTINIZER'S REPORT**

27<sup>th</sup> September, 2018

To,  
Shri Kiran Joshi  
Chairman of the Meeting  
Gujarat Industries Power Company Limited  
Vadodara – 391346

**The 33<sup>rd</sup> Annual General Meeting of the Shareholders of Gujarat Industries Power Company Limited held on Thursday, the 27<sup>th</sup> September, 2018 at 3.00 p.m. at the Registered Office of the Company at P. O. Petrochemicals, Vadodara – 391346.**

Dear Sir,

1. I, **Vijay L. Vyas, Company Secretary in Practice, (FCS-1602)** 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 voting and the remote e-voting process in a fair and transparent manner as per the provisions 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 33<sup>rd</sup> Annual General Meeting (AGM) of the members of the company, held on Thursday, the 27<sup>th</sup> September, 2018 at 03.00 p.m. at the Registered Office of the Company at P. O. Petrochemicals, Vadodara – 391346.
2. 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 dated 27<sup>th</sup> August, 2018 convening the 33<sup>rd</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions given in the aforesaid notice, based on the reports



+ 91 9979890115 0265 2361018 csvlvyas@gmail.com

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



generated from the e-voting system provided by **Central Depository Services (India) Limited (CDSL)**, the authorized agency to provide e-voting facilities, engaged by the company.

3. Further to the above, I submit my report as under:-

- i. The e-voting period remained open from 09.00 a.m. on Monday, 24<sup>th</sup> September, 2018 to 05.00 p.m. on Wednesday, 26<sup>th</sup> September, 2018.
- ii. The members of the Company as on the “**cut off**” date i.e. Thursday, the 20<sup>th</sup> September, 2018 were entitled to vote on the resolution (items Nos. 1 to 8 as set out in the notice of the 33<sup>rd</sup> AGM of the Company)
- iii. The votes cast were unblocked on 27<sup>th</sup> September, 2018 at 04:30 P. M. in the presence of 2 (Two) witnesses namely CS Krutika M Dave, (ACS-40376) of Vadodara and Shri Alpesh Gandhi of Vadodara, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(CS KRUTIKA M DAVE)  
ACS- 40376



(ALPESH GANDHI)

- iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted in “**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://evotingindia.co.in> based on such report generated, the result of the e-voting is as under:

Agenda No.	1	Type of Resolution	ORDINARY RESOLUTION
Subject	TO TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS) FOR THE YEAR ENDED 31 <sup>ST</sup> MARCH, 2018, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e -votes
Assent	44	113678593	100%
Dissent	0	0	0
Total	44	113678593	100%

\*1 Shareholder holding 3047961 shares has not voted on this Resolution.






Agenda No.	2	Type of Resolution	ORDINARY RESOLUTION
Subject	TO DECLARE A DIVIDEND ON THE EQUITY SHARES OF THE COMPANY		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e - votes
Assent	45	116726554	100%
Dissent	0	0	0
Total	45	116726554	100%

Agenda No.	3	Type of Resolution	ORDINARY RESOLUTION
Subject	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.		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e -votes
Assent	40	115512404	98.96%
Dissent	05	1214150	1.04%
Total	45	116726554	100%

Agenda No.	4	Type of Resolution	ORDINARY RESOLUTION
Subject	TO APPOINT A DIRECTOR IN PLACE OF SHRI MILIND TORAWANE, IAS (DIN:03632394), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e -votes
Assent	34	115070710	98.58%
Dissent	11	1655844	1.42%
Total	45	116726554	100%

Agenda No.	5	Type of Resolution	ORDINARY RESOLUTION
Subject	TO APPOINT SHRI RAJ GOPAL, IAS (DIN:02252358) NOMINEE OF GOVERNMENT OF GUJARAT, AS DIRECTOR OF THE COMPANY.		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e - votes
Assent	40	115428494	98.89%
Dissent	05	1298060	1.11%
Total	45	116726554	100%





Agenda No.	6	Type of Resolution	ORDINARY RESOLUTION
Subject	TO APPOINT SMT. VATSALA VASUDEVA, IAS (DIN:07017455), AS DIRECTOR AND MANAGING DIRECTOR MEMBER OF THE COMPANY.		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e - votes
Assent	40	116642074	99.93%
Dissent	05	84480	0.07%
Total	45	116726554	100%

Agenda No.	7	Type of Resolution	ORDINARY RESOLUTION
Subject	TO APPROVE MATERIAL TRANSACTION WITH RELATED		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e - votes
Assent	42	32890393	100%
Dissent	0	0	0
Total	42	32890393	100%

\* 01 SHAREHOLDER HOLDING 23088980 SHARES BEING A RELATED PARTY HAS NOT VOTED.

\*\* VOTES CASTED BY 02 SHAREHOLDERS HOLDING 60747181 SHARES BEING RELATED PARTIES ARE NOT CONSIDERED.

Agenda No.	8	Type of Resolution	ORDINARY RESOLUTION
Subject	TO RATIFY REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR 2018-2019 ENDING ON MARCH 31, 2019.		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e - votes
Assent	44	116726269	100%
Dissent	01	285	00
Total	45	116726554	100%

Thanking you,  
Yours faithfully

*(Signature)*  
CS VIJAY L VYAS  
(FCS 1602; COP 13175)

Scrutinizer

Place: VADODARA

Dated: 27<sup>th</sup> September, 2018





**CONSOLIDATED SCRUTINIZER'S REPORT**

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

27<sup>th</sup> September, 2018

To,  
Shri Kiran Joshi,  
Chairman of the Meeting  
Gujarat Industries Power Company Limited,  
P.O. PETROCHEMICALS - 391346

Consolidated Scrutinizer's Report – The 33<sup>rd</sup> Annual General Meeting of the Shareholders(Members) of Gujarat Industries Power Company Limited held on Thursday, the 27<sup>th</sup> Day of September, 2018 at its Registered Office at P.O.: Petrochemicals – 391346, Dist.: Vadodara.

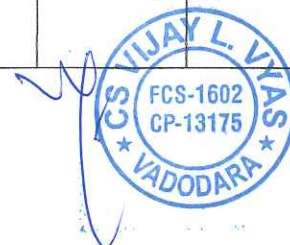
Dear Sir,

1. I, Vijay L Vyas, Company Secretary in Practice (FCS 1602), 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 33<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company, held on Thursday the 27<sup>th</sup> Day of September, 2018 at its Registered Office 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 33<sup>rd</sup> 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 resolutions stated above, based on the reports generated from the e-voting system 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 Monday, 24<sup>th</sup>September, 2018 and ended at 05.00 p.m. on Wednesday 26<sup>th</sup>September, 2018. 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.
4. I have issued separate Reports dated 27<sup>th</sup>September, 2018 as the Scrutinizer on the remote e-voting and on the poll through physical voting 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.	% of total no. of valid votes cast (Favour and Against)	Nos.	% of total no. of valid votes cast in (Favour and Against)	
<b>Item No. 1:</b> To consider and adopt the Audited Financial Statements (including the consolidated financial statements) for the year ended 31 <sup>st</sup> March, 2018, the reports of the Board of Directors and Auditors thereon. <b>(Ordinary Resolution)</b>	113681890	100%	00	00	155
<b>Item No. 2:</b> To declare a dividend on the equity shares of the Company. <b>(Ordinary Resolution)</b>	116729851	100%	00	00	155
<b>Item No. 3:</b> 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. <b>(Ordinary Resolution)</b>	115515701	98.96%	1214150	1.04%	155
<b>Item No. 4:</b> To appoint a Director in place of Shri Milind Torawane, IAS, Director, (DIN:03632394), who retires by rotation and, being eligible, offers himself for re-appointment. <b>(Ordinary Resolution)</b>	115074007	98.58%	1655844	1.42%	155
<b>Item No. 5:</b> To appoint Shri Raj Gopal, IAS, (DIN:02252358) nominee of Government of Gujarat as Director of the Company	115431791	98.89%	1298060	1.11%	155





<b>(Ordinary Resolution)</b>					
<b>Item No. 6:</b> To appoint Smt. Vatsala Vasudeva, IAS (DIN:07017455) as Director and Managing Director of the Company <b>(Ordinary Resolution)</b>	116645371	99.93%	84480	0.07%	155
<b>Item No. 7:</b> To approve material transaction with related parties. <b>(Ordinary Resolution)</b>	32893690	100%	0	0	60747 336
<b>Item No. 8:</b> To ratify the remuneration of the Cost Auditors for the Financial Year 2018 – 2019 ending on March 31, 2019. <b>(Ordinary Resolution)</b>	116729566	100%	285	00	155

In case of ballot voting on Poll the vote casted by 01 Shareholder, whose specimen signature with the Registrar & Share Transfer Agent differs materially with that of the signature in the Ballot form, is not considered.

In case of e – voting votes casted by 02 Shareholders holding 60747181 shares being related parties are not considered.

**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 CS Swati Desai, Company Secretary of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the 33<sup>rd</sup> Annual General Meeting.

Thanking You.

Yours faithfully,

*[Handwritten Signature]*  
27/09/2018

**CS VIJAY L VYAS**  
**COMPANY SECRETARY IN PRACTICE**  
**FCS-1602, C.O.P-13175**  
**SCRUTINIZER**

Place: Vadodara

Date: 27<sup>th</sup> September, 2018



Countersigned by:  
**FOR Gujarat Industries Power Company Limited**

*[Handwritten Signature]*  
**(Shri Kiran Joshi)**

**Chairman of the Meeting**