



GUJARAT INDUSTRIES POWER COMPANY LIMITED

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. Scrip Code : 517300	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 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. Joshi

Dr. K M Joshi

Director

[Signature]



Encl.: As above



GUJARAT INDUSTRIES POWER COMPANY LIMITED

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

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

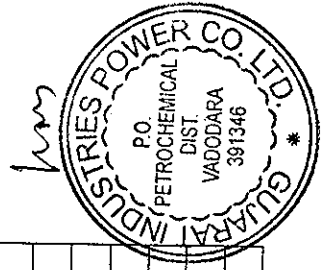
Email : csacshah@gipcl.com Website : www.gipcl.com, CIN – L99999GJ1985PLC007868

Format for Voting Results

Date of the AGM/EGM	23rd September, 2016
Total number of shareholders on record date	57237
No. of shareholders present in the meeting either in person or through proxy:	144
Promoters and Promoter Group:	4
Public:	140
No. of Shareholders attended the meeting through Video Conferencing	Not Arranged.
Promoters and Promoter Group:	
Public :	

Resolution- 1: To Consider and adopt the Audited Financial Statements of the Company for financial year ended 31st March, 2016 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	86042043	86042043	100%	86042043	0	100%	0
	Poll	0	0	0	0	0	0	0
	Total	86042043	86042043	100%	86042043	0	100%	0
Public Institutions	E-Voting	26564060	26564060	100%	26564060	0	100%	0
	Poll	0	0	0	0	0	0	0
	Total	26564210	26564210	100%	26564210	0	100%	0
Public Non-Institutions	E-Voting	3542	3542	100%	3542	0	100%	0
	Poll	3910	3910	100%	3910	0	100%	0
	Total	7452	7452	100%	7452	0	100%	0
Total		112613555	112613555		112613555	0		

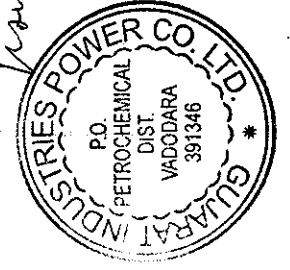




GUJARAT INDUSTRIES POWER COMPANY LIMITED
P.O.: PETROCHEMICALS – 391 346, DIST: VADODARA.

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

Resolution required:(Ordinary / Special)		Ordinary									
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes 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	Whether promoter/ promoter group are interested in the agenda/resolution?		
Promoter and Promoter Group	E-Voting	86042043	86042043	100%	86042043	0	100%	0			
	Poll	0	0	0	0	0	0	0			
	Total	86042043	86042043	100%	86042043	0	100%	0			
Public Institutions	E-Voting	26564060	26564060	100%	26564060	0	100%	0			
	Poll	0	0	0	0	0	0	0			
	Total	26564060	26564060	100%	26564060	0	100%	0			
Public Non-Institutions	E-Voting	3542	3542	100%	3542	0	100%	0			
	Poll	3910	3910	100%	3910	200	94.88%	5.12%			
	Total	7454	7454		7454	200					
	Total	112613555	112613555		112613555	200					



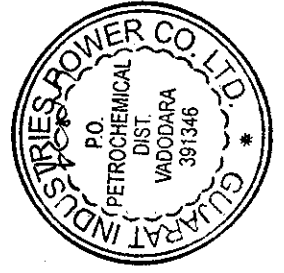


GUJARAT INDUSTRIES POWER COMPANY LIMITED

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

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.

Resolution required: (Ordinary/ Special)										
Ordinary										
Whether promoter/ promoter group are interested in the agenda/resolution?										
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	No.	
Promoter and Promoter Group	E-Voting	86042043	86042043	100%	86042043	0	(6)=[(4)/(2)]*100 100	(7)=[(5)/(2)]*100 0		
	Poll	0	0	0	0	0	0	0		
	Total	86042043	86042043	100%	86042043	0	100	0		
Public Institutions	E-Voting	26564060	26564060	100%	24430993	2133067	91.97	8.03		
	Poll	0	0	0	0	0	0	0		
	Total	26564060	26564060	100%	24430993	2133067	91.97	8.03		
Public Non-Institutions	E-Voting	3542	3542	100%	3531	11	99.69	0.31		
	Poll	3710	3710	100%	3710	0	100%	0		
	Total	7252	7252		7241	11				
Grand Total		112613355	112613355		110480277	2133078				

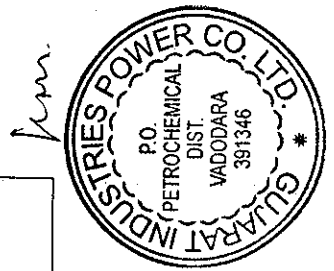




GUJARAT INDUSTRIES POWER COMPANY LIMITED
P.O.: PETROCHEMICALS – 391 346, DIST: VADODARA.

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 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 Polled 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	86042043	86042043	100%	86042043	0	100%	0			
	Poll	0	0	0	0	0	0	0			
	Total	86042043	86042043	100%	86042043	0	100%	0			
Public Institutions	E-Voting	26564060	26564060	100%	26520186	43874	99.83	0.17			
	Poll	0	0	0	0	0	0	0			
	Total	26564060	26564060	100%	26520186	43874	99.83	0.17			
Public Non-Institutions	E-Voting	3542	3542	100%	3531	11	99.69	0.31			
	Poll	3960	3960	100%	3960	0	100%				
	Total	7502	7502		7491	11					
Grand Total		112613605	112613605		112569720	43885					



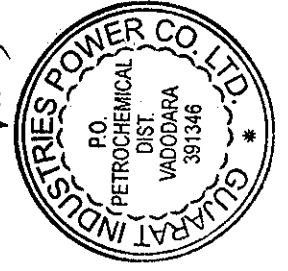


GUJARAT INDUSTRIES POWER COMPANY LIMITED
P.O.: PETROCHEMICALS – 391 346, DIST: VADODARA.

Resolution- 5 : To ratify appointment of Statutory Auditors.

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	86042043	86042043	100%	86042043	0	100%	0
	Poll	0	0	0	0	0	0	0
	Total	86042043	86042043	100%	86042043	0	100%	0
Public Institutions	E-Voting	26564060	26564060	100%	26564060	0	100%	0
	Poll	0	0	0	0	0	0	0
	Total	26564060	26564060	100%	26564060	0	100%	0
Public Non-Institutions	E-Voting	3542	3542	100%	3542	0	100%	0
	Poll	3960	3960	100%	3960	0	100%	0
	Total	7502	7502		7502			
Grand Total		112613605	112613605		112613605	0		0

Kery

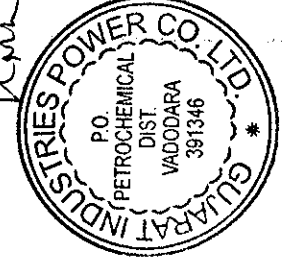




GUJARAT INDUSTRIES POWER COMPANY LIMITED
P.O.: PETROCHEMICALS – 391 346, DIST: VADODARA.

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

Resolution required: (Ordinary/ Special)		Ordinary									
Category	Mode of Voting	No. of shares held	No. of Votes polled	% of Polled outstanding shares	No. of Votes – in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	Whether promoter/ promoter group are interested in the agenda/resolution?	No.	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	86042043	86042043	100%	86042043	0	100%	0			
	Poll	0	0	0	0	0	0	0			
	Total	86042043	86042043	100%	86042043	0	100%	0			
Public Institutions	E-Voting	26564060	26564060	100%	26564060	0	100%	0			
	Poll	0	0	0	0	0	0	0			
	Total	26564060	26564060	100%	26564060	0	100%	0			
Public Non-Institutions	E-Voting	3542	3542	100%	3342	200	94.35	5.65			
	Poll	3710	3710	100%	3710	0	100%	0			
	Total	7252	7252		7052	200					
Grand Total		112613355	112613355		112613155	200					



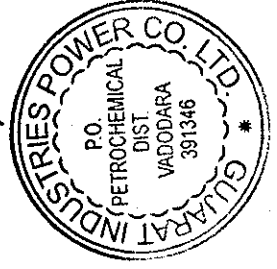


GUJARAT INDUSTRIES POWER COMPANY LIMITED
P.O.: PETROCHEMICALS – 391 346, DIST: VADODARA.

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

Resolution required: (Ordinary/ Special)		Ordinary									
Category	Mode of Voting	Whether promoter/ promoter group are interested in the agenda/resolution?									
		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 polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	86042043	86042043	100%	86042043	0	100%	0			
	Poll	0	0	0	0	0	0	0			
	Total	86042043	86042043	100%	86042043	0	100%	0			
Public Institutions	E-Voting	26564060	26564060	100%	26564060	0	100%	0			
	Poll	0	0	0	0	0	0	0			
	Total	26564060	26564060	100%	26564060	0	100%	0			
Public Non-Institutions	E-Voting	3542	3542	100%	2942	600	83.06	16.94			
	Poll	3710	3710	100%	3710	0	100%	0			
	Total	7252	7252		6652	600		16.94			
Grand Total		112613355	112613355		112612755	600		16.94			

km

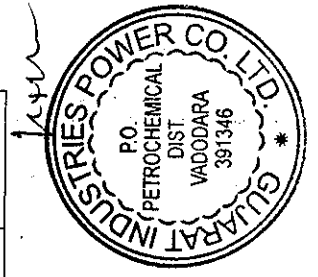




GUJARAT INDUSTRIES POWER COMPANY LIMITED
P.O.: PETROCHEMICALS – 391 346, DIST: VADODARA.

Resolution - 8: To appoint Shri P K Gera, IAS (DIN: 05323992), Nominee of Gujarat Alkalies & Chemicals Ltd. (GACL), 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 Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	86042043	86042043	100%	86042043	0	100%	0			
	Poll	0	0	0	0	0	0	0			
	Total	86042043	86042043	100%	86042043	0	100%	0			
Public Institutions	E-Voting	26564060	26564060	100%	26520186	43874	99.83	0.17			
	Poll	0	0	0	0	0	0	0			
	Total	26564060	26564060	100%	26520186	43874	99.83	0.17			
Public Non-Institutions	E-Voting	3742	3742	100%	3742	0	100%	0			
	Poll	3710	3710	100%	3710	0	100%	0			
	Total	7452	7452	100%	7452	0	100%	0			
Grand Total		112613355	112613355		112569481	43874					

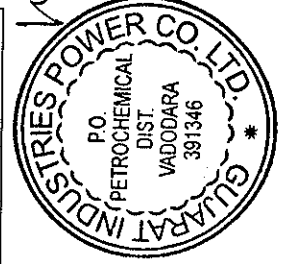




GUJARAT INDUSTRIES POWER COMPANY LIMITED
P.O.: PETROCHEMICALS – 391 346, DIST: VADODARA.

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 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	86042043	86042043	100%	86042043	0	100%	0			
	Poll	0	0	0	0	0	0	0			
	Total	86042043	86042043	100%	86042043	0	100%	0			
Public Institutions	E-Voting	26564060	26564060	100%	26564060	0	100%	0			
	Poll	0	0	0	0	0	0	0			
	Total	26564060	26564060	100%	26564060	0	100%	0			
Public Non-Institutions	E-Voting	3542	3542	100%	3542	0	100%	0			
	Poll	3710	3710		3660	50	98.65	1.35			
	Total	7252	7252		7202	50					
Grand Total		112613355	112613355		112613305	50					

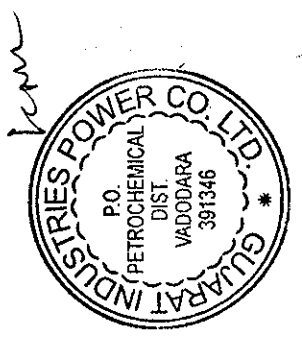




GUJARAT INDUSTRIES POWER COMPANY LIMITED
P.O.: PETROCHEMICALS – 391 346, DIST: VADODARA.

Resolution- 10 : To appoint Shri Sujit Gulati, IAS (DIN: 00177274), Nominee of Govt. 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 Polled 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	86042043	86042043	100%	86042043	0	100%	0			
	Poll	0	0	0	0	0	0				
	Total	86042043	86042043	100%	86042043	0	100%	0			
Public Institutions	E-Voting	26564060	26564060	100%	26520186	43874	99.83	0.17			
	Poll	0	0	0	0	0	0				
	Total	26564060	26564060	100%	26520186	43874	99.83	0.17			
Public Non-Institutions	E-Voting	3542	3542	100%	3542	0	100%	0			
	Poll	3710	3710	100%	3660	50	98.65	1.35			
	Total	7252	7252		7202	50					
Grand Total		112613355	112613355		112569431	43924					

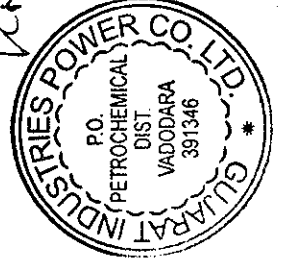




GUJARAT INDUSTRIES POWER COMPANY LIMITED
P.O.: PETROCHEMICALS – 391 346, DIST: VADODARA.

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

Resolution required: (Ordinary/ Special)		Special									
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 Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes 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	86042043	0	0	0	0	0	0			
	Poll	0	0	0	0	0	0	0			
	Total	86042043	0	0	0	0	0	0			
Public Institutions	E-Voting	26564060	26564060	100%	26564060	0	100%	0			
	Poll	0	0	0	0	0	0	0			
	Total	26564060	26564060	100%	26564060	0	100%	0			
Public Non-Institutions	E-Voting	3492	3492	100%	2692	800	76.00	24.00			
	Poll	3710	3710	100%	3660	50	98.65	1.35			
	Total	7202	7202		6352	850					
Grand Total		112613305	26571262		26570412	850					

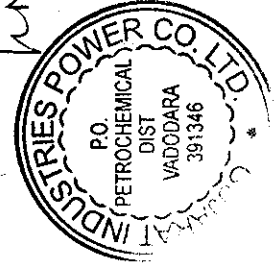




GUJARAT INDUSTRIES POWER COMPANY LIMITED
P.O.: PETROCHEMICALS – 391 346, DIST: VADODARA.

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

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 polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	86042043	86042043	100%	86042043	0	100%	0			
	Poll	0	0	0	0	0	0	0			
	Total	86042043	86042043	100%	86042043	0	100%	0			
Public Institutions	E-Voting	26564060	26564060	100%	26564060	0	100%	0			
	Poll	0	0	0	0	0	0	0			
	Total	26564060	26564060	100%	26564060	0	100%	0			
Public Non-Institutions	E-Voting	3542	3542	100%	3542	0	100%	0			
	Poll	3460	3460	100%	3410	50	98.55	1.45			
	Total	7002	7002		6952	50					
Total		112613105	112613105		11263055	50					



VS VIJAY L. VYAS
Practising Company Secretary

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]

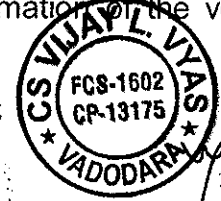
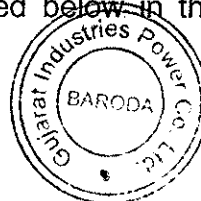
To,
Dr. K M Joshi,
Director
Gujarat Industries Power Company Ltd.
P.O.: Petrochemicals – 391 346,
Dist.: Vadodara.

23rd September, 2016

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).
 - iii. 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 of the votes being unblocked in their presence.



+ 91 9979890115 0265 2361018 csvlyas@gmail.com

V. Upadhyay

(CS Vaishali Upadhyay)

S. Swati Thakrel

(CS Swati Thakrel)

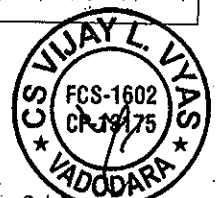
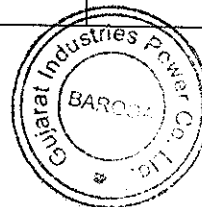
- iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "favour" or "against" each of the resolution that were put to vote, were generated from the e-voting website of **Central Depository Services (India) Limited (CDSL)** i.e. <https://www.evotingindia.com> based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

Agenda No.	1	Type of Resolution	Ordinary Resolution
Subject	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2016 and the Reports of the Board of Directors and the Auditors thereon.		
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 dividend on Equity Shares of the Company.		
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.	3	Type of Resolution	Ordinary Resolution
Subject	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.		
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%

CS Vijay L Vyas
Practising Company Secretary



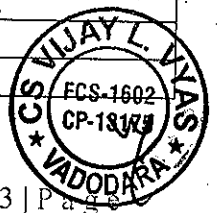
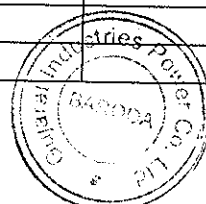
Agenda No.	4	Type of Resolution	Ordinary Resolution
Subject	To appoint a Director in place of Smt. Shahmeena Husain, IAS (DIN: 03584560), who retires by rotation and being eligible, offers herself for re-appointment.		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total 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 appointment of K C Mehta & Co., Chartered Accountants, Vadodara as the Statutory Auditors of the Company 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%

Agenda No.	6	Type of Resolution	Ordinary Resolution
Subject	To approve the terms of remuneration payable to Smt. Sonal Mishra, IAS, (DIN: 03461909), Managing Director.		
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 Misra (DIN: 00575501), as an Independent Director of the Company for five years.		
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	0.01%
Abstain	0	0	0%

CS Vijay L Vyas
Practising Company Secretary



Total	43	112609645	100%
-------	----	-----------	------

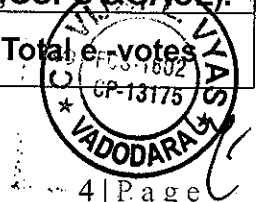
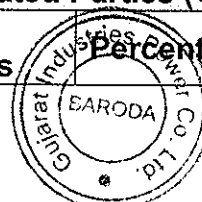
Agenda No.	8	Type of Resolution	Ordinary Resolution
Subject	To appoint Shri P K Gera, IAS (DIN: 05323992), Nominee of Gujarat Alkalies and Chemicals Ltd. (GACL), as a Director of the Company liable to retire by rotation.		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage 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 Vachhrajani (DIN: 00091677), Nominee of Gujarat State Fertilizers and Chemicals Ltd. (GSFC), as a Director of the Company liable to retire by rotation.		
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 Gujarat, as non-rotational Director of the Company.		
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, GSFC & GACL).		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e -votes

CS Vijay L Vyas
Practising Company Secretary



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	Ordinary 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,

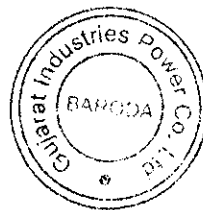
Place: VADODARA

Dated: 23rd September 2016



[Handwritten Signature] 23/9

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



CS Vijay L Vyas
Practising Company Secretary

VIJAY L. VYAS
Practising Company Secretary

512, 'Yashkamal', Sayajiganj, 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

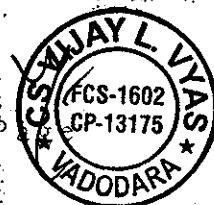
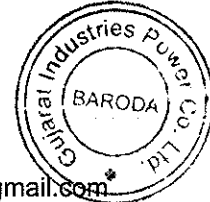
Dr. K M Joshi
Director
Gujarat Industries Power Company Ltd.
P.O.: Petrochemicals – 391 346,
Dist.: Vadodara.

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:

1. 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:



+ 91 9979890115

0265 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:**

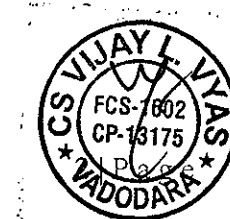
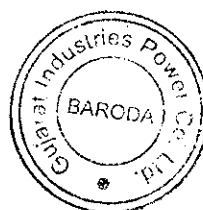
(II) To declare a Dividend on the Equity shares of the Company.

(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.

CS Vijay L Vyas
Practising Company Secretary



(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.

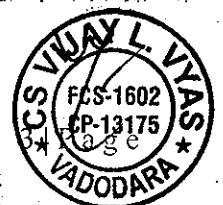
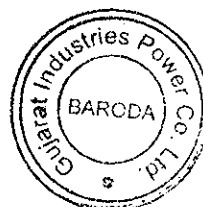
(ii) Voted **against** the resolution:

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

CS Vijay L Vyas
Practising Company Secretary



(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

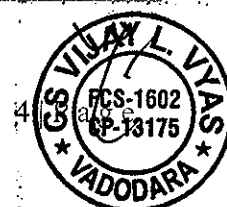
(e) **Item No.5:- Ordinary Resolution:**

(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%

CS Vijay L Vyas
Practising Company Secretary



(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.

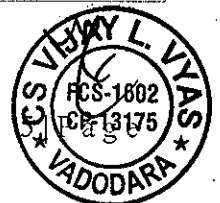
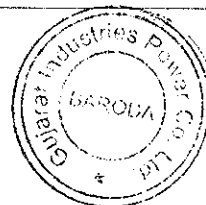
(ii) Voted **against** the resolution:

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

CS Vijay L Vyas
Practising Company Secretary



(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:

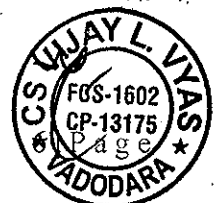
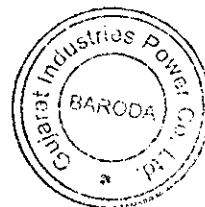
(VIII) To appoint Shri P K Gera, IAS (DIN: 05323992), Nominee of Gujarat Alkalies and Chemicals Ltd. (GACL), as a Director of the Company liable to retire by rotation.

(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.

CS Vijay L Vyas
Practising Company Secretary



(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) **Item No.9:- Ordinary Resolution:**

(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.

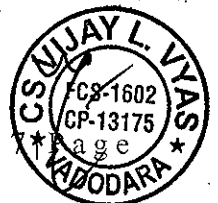
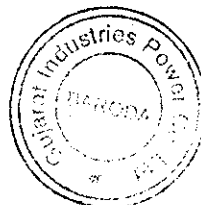
(ii) Voted **against** the resolution:

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	0

CS Vijay L Vyas
Practising Company Secretary



(j) **Item No.10 :- Ordinary Resolution:**

(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:**

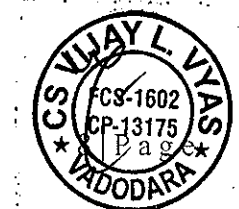
(XI) To approve material Transactions with Related Parties (GUVNL,GSFC &GACL).

(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.

CS Vijay L Vyas
Practising Company Secretary



(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:

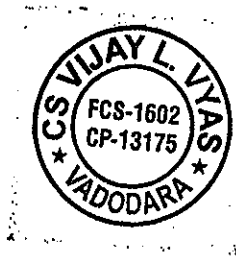
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

CS Vijay L Vyas
Practising Company Secretary



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,

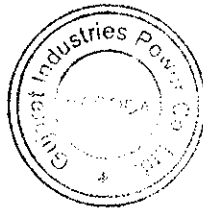


Place: VADODARA
Dated: 23rd September, 2016

Yours faithfully,

A handwritten signature in black ink, appearing to be "Vijay L. Vyas", with the date "23/9" written to the right.

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



CS Vijay L Vyas
Practising Company Secretary

VIJAY L. VYAS
Practising Company Secretary

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.

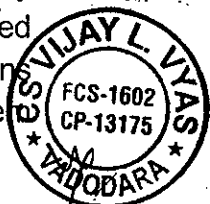
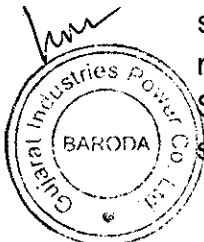
The 31st Annual General Meeting of the Members of Gujarat Industries Power Company Limited held on Friday, the 23rd Day of September, 2016 at the registered office of the Company at P.O.: Petrochemicals – 391346, Dist.: Vadodara.

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.



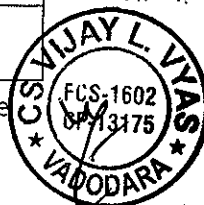
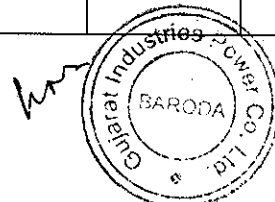
+ 91 9979890115 0265 2361018 csvlvyas@gmail.com

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).

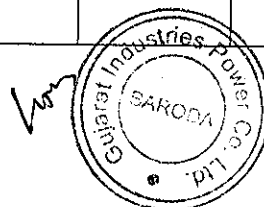
3. The Company had availed the Remote E-Voting facility provided by M/s. Central Depository Service (India) Limited (CDSL) for conducting the Remote E-Voting by the shareholders of the Company. The Remote E-voting period commenced at 09.00 a.m. on 20th September, 2016 and ended at 5.00 p.m. on 22nd September, 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 number of valid votes cast in (Favour 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%	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

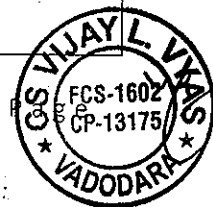


Sanjeev Kumar, IAS (DIN: 03600655), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)					
Item No. 4: To appoint a Director in place of Smt. Shahmeena Husain, IAS (DIN: 03584560), who retires by rotation and being eligible, offers herself for re-appointment. (Ordinary Resolution)	112569720	99.96%	43885	0.04%	0
Item No. 5: To ratify appointment of K C Mehta & Co., Chartered Accountants, Vadodara as the Statutory Auditors of the Company for F.Y.2016-17. (Ordinary Resolution)	112613605	100%	0	0%	0
Item No. 6: To approve the terms of remuneration payable to Smt. Sonal Mishra, IAS, (DIN: 03461909), Managing Director. (Ordinary Resolution)	112613155	99.99%	200	0.01%	0
Item No. 7: To appoint Shri N N Misra (DIN: 00575501), as an Independent Director of the Company for five years. (Ordinary Resolution)	112612755	99.99%	600	0.01%	0
Item No. 8: To appoint Shri P K Gera, IAS (DIN: 05323992), Nominee of Gujarat Alkalies & Chemicals Ltd. (GACL), as Director of the Company liable to retire by rotation. (Ordinary Resolution)	112569481	99.96%	43874	0.04%	0
Item No. 9: To appoint CS V V Vachhrajani (DIN: 00091677), Nominee of Gujarat State Fertilizers and Chemicals Ltd. (GSFC), as Director of the Company liable to retire by rotation. (Ordinary Resolution)	112613305	99.99%	50	0.01%	0
Item No. 10: To appoint Shri Sujit Gulati, IAS (DIN: 00177274), Nominee of Govt.	112569431	99.96%	43924	0.04%	0

CS Vijay L Vyas
Practising Company Secretary



3 |

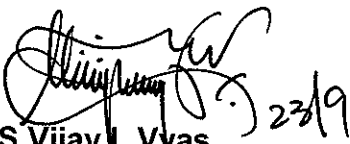


of Gujarat, as Non-rotational Director of the Company. (Ordinary Resolution)					
Item No. 11: To approve material Transactions with Related Parties (GUVNL,GSFC & GACL). (Special Resolution)	26570412	99.99%	850	0.04%	0
Item No. 12: To ratify remuneration payable to Cost Auditors, Y.S.Thakar & Associates,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

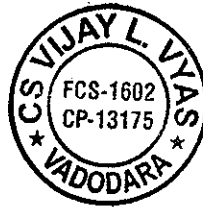
Thanking You.
Yours faithfully,


23/9

CS Vijay L Vyas
COMPANY SECRETARY IN PRACTICE
FCS- 1602 : C.O.P : 13175
SCRUTINIZER

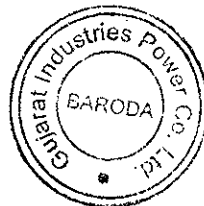
Place: Vadodara

Date: 23rd September, 2016



Countersigned by:

FOR GUJARAT INDUSTRIES POWER COMPANY LIMITED




(Dr. K M Joshi)
DIRECTOR