



## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the Thirty Fifth (35<sup>th</sup>) Annual General Meeting of the Members of Gujarat Industries Power Company Limited will be held through Video Conferencing (VC)/Other Audio Visual Means (OAVM) on Tuesday, the 15th day of December, 2020 at 04:00 p.m. at the Registered Office of the Company at P.O.: Petrochemicals – 391 346, District: Vadodara, to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the financial year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Shri P K Gera, IAS (Retd.) (DIN: 05323992), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of CS V V Vachharajani (DIN: 00091677) who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration, to hold office from the conclusion of this Annual General Meeting till the conclusion of Fortieth (40<sup>th</sup>) Annual General Meeting and in this regard, to consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 of the Companies Act read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. CNK & Associates LLP, Chartered Accountants, Vadodara (Firm Registration No.101961W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Fortieth (40<sup>th</sup>) AGM of the Company, i.e. for a period of five (5) consecutive years on such remuneration as may be fixed by the Board of Directors of the Company.”

### SPECIAL BUSINESS:

6. **To appoint Smt. Sunaina Tomar, IAS (DIN: 03435543), 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 152, 161 and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 88, 89 and 94 of the Articles of Association of the Company (AoA) and Energy & Petrochemicals Department, Government of Gujarat (GoG) Resolution No.GUV-1108-1336-K dated 10th January, 2020 and as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors, Smt. Sunaina Tomar, IAS, (DIN: 03435543), who was appointed as an Additional Director, Nominee of

Government of Gujarat, w.e.f. 10/01/2020, and who holds office of Director up to the date of this Annual General Meeting and being eligible for appointment and in respect of whom the Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as a Nominee Director of Government of Gujarat of the Company and shall not be liable to retire by rotation.”

7. **To appoint Shri Roopwant Singh, IAS (DIN: 06717937), 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 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any modification(s) or re-enactment(s) thereof for the time being in force) read with Article 89 of the Articles of Association of the Company (AoA) and as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors at their respective Meetings held on 11/11/2019, Shri Roopwant Singh, IAS (DIN: 06717937), who was appointed as an Additional Director, Nominee of Government of Gujarat, w.e.f. 11/11/2019, who holds office up to the date of this Annual General Meeting (AGM) and who is eligible for appointment and in respect of whom the Company has received a notice in writing 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 of the Company and shall be liable to retire by rotation.”

8. **To appoint Smt. Shahmeena Husain, IAS (DIN: 03584560) Nominee of Gujarat Urja Vikas Nigam Limited Ltd. (GUVNL), 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 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 93 of the Articles of Association of the Company (AoA), and as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors at their respective meetings held on 11/11/2019, Smt. Shahmeena Husain, IAS (DIN: 03584560), who was appointed as an Additional Director, Nominee of Gujarat Urja Vikas Nigam Limited, and who holds office upto the date of this Annual General Meeting (AGM) and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing her candidature for the office of Director, be and



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is hereby appointed as a Nominee Director of Gujarat Urja Vikas Nigam Limited of the Company and shall be liable to retire by rotation."

**9. To appoint Dr. (Ms.) Manjula Subramaniam (DIN:00085783), IAS (Retd.) as an Woman Independent 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, 150, 152 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 Schedule IV to the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) and Articles 86 and 98 of the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors at their respective meetings held on 17/08/2020 and 18/08/2020 respectively, Dr. (Ms.) Manjula Subramaniam (DIN:00085783), IAS (Retd.), who was appointed as an Additional Director w.e.f. 18/08/2020, and who holds office

upto the date of this Annual General Meeting (AGM) 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 (1) of the Act, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director (Woman Director) of the Company for a period of three (3) years from this 35th AGM till the conclusion of 38th AGM of the Company and that she shall not be liable to retire by rotation."

**10. To approve material Transactions with Related Parties:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded to the following material Related Party Transactions (RPTs), entered into, in the ordinary course of business at arm's length price, for the Financial Year 2019-20, as recommended and approved by the Audit Committee and the Board of Directors respectively in their respective Meetings held on 15<sup>th</sup> June 2020:

Sr.	Date of contract / arrangement	Name of the party	Name(s) of the interested Director(s)	Relation with Director/ Company/ Nature of concern or interest	Principal terms and conditions	FY 2019-20 (Amount ₹ in Lakhs)
	(1)	(2)	(3)	(4)	(5)	(6)
1	(i) Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station. (ii) Short Term Open Access arrangement for 165 MW Gas based Power Station (iii) PPA dated April 15, 1997 for 250 MW Surat Lignite Power Plant (SLPP Phase-I). (iv) PPAs dated October 1, 2009 and August 13, 2013 for 250 MW Surat Lignite Power Plant (SLPP Phase-II). (v) PPA dated December 18, 2010 for 5 MW Solar Power Plant. (vi) PPAs dated April 28, 2015 and January 27, 2016 for 15 MW Wind Farm. (vii) PPAs dated September 2, 2016 and December 16, 2016 for 26 MW Wind Farm. (viii) PPAs dated September 20, 2016, December 03, 2016 and December 30, 2016 for 71.4 MW Wind Farms.	Gujarat Urja Vikas Nigam Limited. (GUVNL)	1. Shri Pankaj Joshi, IAS, as Director (upto 06/11/2019) and as Chairman (from 07/11/2019 to 16/12/2019). 2. Smt. Sunaina Tomar, IAS, Chairperson (from 10.01.2020). 2. Shri Milind Torawane, IAS (upto 04/10/2019). 3. Shri Roopwant Singh, IAS (from 11/11/2019).	Promoter	Sale of Electricity (net of rebate on sales)	99,677.83



	(1)	(2)	(3)	(4)	(5)	(6)
2	Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station and other Agreements / Contracts.	Gujarat Alkalies & Chemicals Limited. (GACL)	Shri P K Gera, IAS (Retd.)	Promoter	Sale of Electricity & Purchase of Chemicals	15896.13
3	Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station and other Agreements / Contracts.	Gujarat State Fertilizers & Chemicals Limited. (GSFC)	CS V V Vachhrajani.	Promoter	Sale of Electricity, Water Charges & Purchase of Chemicals	14205.14

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded to the following material Related Party Transactions (RPTs) to be entered into, in the ordinary course of business at arm’s length price, for the Financial Year 2020-21, as recommended and approved by the Audit Committee and the Board of Directors respectively in their respective meetings held on 13<sup>th</sup> February, 2020:

Sr.	Date of contract / arrangement	Name of the party	Name(s) of the interested Director(s)	Relation with Director/ Company/ Nature of concern or interest	Principal terms and conditions	Estimated Amount of contract or arrangement FY 2020-21 (Amount ₹ in Lakhs)
	(1)	(2)	(3)	(4)	(5)	(6)
1	(i) Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station. (ii) PPA dated April 15, 1997 for 250 MW Surat Lignite Power Plant (SLPP Phase-I). (iii) PPAs dated October 1, 2009 and August 13, 2013 for 250 MW Surat Lignite Power Plant (SLPP Phase-II). (iv) PPA dated December 18, 2010 for 5 MW Solar Power Plant. (v) PPAs dated April 28, 2015 and January 27, 2016 for 15 MW Wind Farm. (vi) PPAs dated September 2, 2016 and December 16, 2016 for 26 MW Wind Farm. (vii) PPAs dated September 20, 2016, December 03, 2016 and December 30, 2016 for 71.4 MW Wind Farms.	Gujarat Urja Vikas Nigam Limited. (GUVNL)	1. Smt. Sunaina Tomar, IAS. 2. Shri Roopwant Singh, IAS. 3. Smt. Shahmeena Husain, IAS	Promoter	Sale of Electricity (net of rebate on sales)	115000
2	Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station and other Agreements / Contracts.	Gujarat Alkalies & Chemicals Limited. (GACL)	Shri P K Gera, IAS (Retd.)	Promoter	Sale of Electricity & Purchase of Chemicals	15000
3	Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station and other Agreements / Contracts.	Gujarat State Fertilizers & Chemicals Limited. (GSFC)	CS V V Vachhrajani.	Promoter	Sale of Electricity, Water Charges & Purchase of Chemicals	17500



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**11. To ratify the remuneration payable to Cost Auditors for the financial year 2020-21 ending on 31<sup>st</sup> March, 2021:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand) plus applicable taxes, reimbursement of reasonable out of pocket expenses for FY 2020-21, payable to Diwanji & Company, Vadodara, (Firm Registration No.:000339), Cost Auditors of the Company, as fixed and approved by the Board of Directors of the Company, to conduct audit of the Cost records of the Company for the Financial year ending on 31<sup>st</sup> March, 2021, be and the same is hereby ratified.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be required, proper or expedient to give effect to this resolution.”

**By Order of the Board  
For Gujarat Industries Power Company Limited**

**CS Achal S Thakkar  
Company Secretary & Compliance Officer**

**Place: Vadodara.  
Date: 9th November, 2020.**

**Registered Office:**  
P.O.: Petrochemicals – 391 346,  
Dist.: Vadodara, Gujarat.  
CIN – L99999GJ1985PLC007868

**NOTES:**

- Relevancy of questions and the order of the Shareholders to speak at the Meeting will be decided by the Chairman.

**Voting through electronic means:****CDSL e-Voting System – e-voting during AGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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, April 13, 2020 and May 05, 2020, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. 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 agency. The facility of casting votes by a member using the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.gipcl.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Saturday, the 12<sup>th</sup> December, 2020 at 9:00 a.m. (IST) and ends on Monday, the 14<sup>th</sup> December, 2020 at 5:00 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 Tuesday, the 8<sup>th</sup> December, 2020 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.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL's EASI/ EASIEST e-services, you can log-in at <https://>



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www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Mode and Physical Mode	
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"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is communicated by e-mail indicated in the PAN field.</li> </ul>
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"> <li>• 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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN **201119001** for GUJARAT INDUSTRIES POWER COMPANY LIMITED on which you choose to vote.

- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.

## PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 the **Company/RTA email id**.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to the **Company/RTA email id**.

## INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request at least **07 days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number to [investors@gipcl.com](mailto:investors@gipcl.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries at least **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number to [investors@gipcl.com](mailto:investors@gipcl.com). These queries will be replied to by the company suitably by e'mail.
  6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**
    1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
    2. Only those shareholders, who are present in the AGM through VC/OAVM facility shall be eligible to vote through e-Voting system available during the AGM.
    3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  - (xix) **Note for Non – Individual Shareholders and Custodians**
    - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
    - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
    - c) 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.
      - d) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) and on approval of the accounts they would be able to cast their vote.
      - e) 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.
      - f) Alternatively Non Individual shareholders are required 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@gipcl.com](mailto:investors@gipcl.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or call on 022-23058542/43.
- Contact Details:**
- Company** : **Gujarat Industries Power Company Limited**  
 Regd. Office: P.O.: Petrochemicals – 391 346,  
 District: Vadodara, Gujarat, India.  
 Tel. No.: 0265 – 2232768,  
 Fax No.: 0265 - 2230029.  
 E-mail ID: [investors@gipcl.com](mailto:investors@gipcl.com)
- Registrar and Transfer Agent** : **Link Intime India Pvt. Ltd.**  
 B-102-103, Shangrila Complex,  
 Near Radhakrishna Char Rasta,  
 Opp. HDFC Bank, Akota, Vadodara – 390 020.  
 Phone: +91-265-2356573  
 Fax: +91-0265-2356791  
 E-mail ID: [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in)
- E-Voting Agency** : **Central Depository Services (India) Ltd.**  
 E-mail ID: [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com)
- Scrutinizer** : **CS Shalin Patel**  
 (Membership No. ACS 22687 CP No. 17070)



## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

#### **Item No. 5:**

The Members of the Company at their 30<sup>th</sup> Annual General Meeting (AGM) held on 19<sup>th</sup> September, 2015, had approved appointment of M/s. K C Mehta & Co., Chartered Accountants, Vadodara (Firm Registration No. 106237W) as the Statutory Auditors of the Company to hold office for a period of five (5) consecutive years from conclusion of 30<sup>th</sup> Annual General Meeting (AGM) till the conclusion of this 35<sup>th</sup> AGM. M/s. K C Mehta & Co., Chartered Accountants, Vadodara would complete their present term on conclusion of this 35<sup>th</sup> AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014. The present remuneration of M/s. K C Mehta & Co., Chartered Accountants, Vadodara for the Financial Year 2019-20 was ₹ 12.75 Lakhs for conducting the audit excluding tax as applicable. The Board of Directors of the Company, on the recommendation of the Audit Committee at their respective Meetings held on 9th November, 2020 approved, subject to the approval of Shareholders at this AGM, the appointment of M/s. CNK & Associates LLP, Chartered Accountants, Vadodara (Firm Registration No.101961W) as Statutory Auditors to carry out Statutory Audit and Limited Review of quarterly & Annual Financial Results of the Company for a term of five consecutive years from the conclusion of this 35<sup>th</sup> AGM up to the conclusion of 40<sup>th</sup> AGM. The remuneration of the Statutory Auditors would be decided by the Board of Directors, for the said term of five years.

The Company had considered various parameters for evaluation of potential statutory auditor. These parameters include number of years in practice, number of partners in such firm, total number of qualified chartered accountants, number of audits in listed companies, number of audits in unlisted companies and other audits carried out in last five years, branch in Vadodara, Peer Review Certificate and past association, if any, with the Company. Based on the said overall evaluation, the Company found M/s CNK & Associates LLP, Chartered Accountants, Vadodara to be eligible for re-appointment. The Company has received a consent letter from M/s. CNK & Associates LLP, Chartered Accountants, Vadodara to the effect that their appointment if made, would be in accordance with the conditions prescribed under Section 139 (1) of the Companies Act, 2013 read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014, and they are not disqualified for such appointment within the meaning of Section 141 of the said Act.

This Statement may also be regarded as a disclosure under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Resolution at Item No.5 of the Notice for your approval.

None of the Directors / Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.5 of the Notice.

#### **Item No. 6:**

Pursuant to the provisions of Section 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act)

and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 93 of the Articles of Association of the Company, the Board of Directors of the Company has appointed Smt. Sunaina Tomar, IAS (DIN: 03435543) as a Director, Nominee of Government of Gujarat. She holds the office of Director up to this Annual General Meeting.

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 Smt. Sunaina Tomar, IAS (DIN: 03435543) as Nominee Director of the Company, not liable to retire by rotation.

Smt. Sunaina Tomar, IAS (DIN: 03435543) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. She is not related to any of the Directors of the Company and she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

#### **Brief Resume of Smt. Sunaina Tomar, IAS (DIN: 03435543):**

Smt. Sunaina Tomar is a senior IAS Officer, with academic background of M.A. (Psychology). Having joined the Indian Administrative Service in 1989, she has held various important positions in the Government of Gujarat in various departments for about 20 years.

Presently Smt. Sunaina Tomar, IAS (Retd.) has been appointed as Additional Chief Secretary to Energy & Petrochemicals Department, Government of Gujarat.

Currently, she is also a Director on the Board of Directors of:

Torrent Power Limited
Gujarat State Petronet Limited
Gujarat Gas Limited
Gujarat State Fertilizers & Chemicals Limited
Gujarat State Petroleum Corporation Limited
Gujarat Power Corporation Limited
Gujarat State Electricity Corporation Limited
Gujarat Energy Transmission Corporation Limited
Gujarat Urja Vikas Nigam Limited

This Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolution at Item No. 6 as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Smt. Sunaina Tomar, IAS (DIN: 03435543) is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.6 of the Notice.



**Item No. 7:**

Pursuant to the provisions of Section 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 93 of the Articles of Association of the Company, the Board of Directors of the Company has appointed Shri Roopwant Singh, IAS (DIN: 06717937) as a Director, Nominee of Government of Gujarat. He holds the office of Director up to this Annual General Meeting.

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 Roopwant Singh, IAS (DIN: 06717937) as Nominee Director of the Company, liable to retire by rotation.

Shri Roopwant Singh, IAS (DIN: 06717937) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as 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.

**Brief Resume of Shri Roopwant Singh, IAS (DIN: 06717937):**

Shri Roopwant Singh, IAS, (DIN: 06717937) is MA with Political Science from Punjab University, Chandigarh and is an IAS Officer of 2003 batch. He has held important positions in various Departments of Govt. of Gujarat and most recent being as the Commissioner of Geology and Mining, Gujarat State and previously as the Collector of Bharuch, Valsad & Ahmedabad.

Presently, Shri Roopwant Singh, IAS is serving as Secretary (Expenditure), Finance Department in the Govt. of Gujarat and as the I/C Secretary of Gujarat Electricity Regulatory Commission (GERC).

Currently he is also a Director on the Board of Directors of:

GSPC Pipavav Power Company Ltd.
Gujarat Energy Transmission Corporation Ltd.
Gujarat Water Infrastructure Limited
Gujarat Urban Development Company Limited
Gujarat State Police Housing Corporation Ltd.
Gujarat Student Startup and Innovation Hub

This Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolution at Item No. 7 as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Shri Roopwant Singh, IAS (DIN: 06717937) is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.7 of the Notice.

**Item No.8:**

Pursuant to the provisions of Section 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act)

and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 93 of the Articles of Association of the Company, the Board of Directors of the Company has appointed Smt. Shahmeena Husain, IAS (DIN: 03584560) as Director, Nominee of Gujarat Urja Vikas Nigam Ltd. She holds the office of Director up to this Annual General Meeting.

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 Smt. Shahmeena Husain, IAS (DIN: 03584560) as Nominee Director of the Company, liable to retire by rotation.

Smt. Shahmeena Husain, IAS (DIN: 03584560) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. She is not related to any of the Directors of the Company and she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

**Brief resume of Smt. Shahmeena Husain, IAS (DIN: 03584560):**

Smt. Shahmeena Husain, IAS, (DIN: 03584560) is M.Sc. with Zoology) and a senior IAS Officer of 1997 batch. She has held important positions in various Departments of Govt. of Gujarat and also as Chairman of Dakshin Gujarat Vij Company Ltd. (DGVCL) and Madhya Gujarat Vij Company Ltd. (MGVCL) from September, 2014 to October, 2016. She was also Director of Gujarat Urja Vikas Nigam Ltd. (GUVNL), Madhya Gujarat Vij Company Ltd. (MGVCL), Gujarat State Electricity Corporation Ltd. (GSECL), Gujarat Energy Transmission Corporation Ltd. (GETCO) and a Director of Mahaguj Collieries Ltd. She has also held position as Managing Director, of Bhavnagar Energy Company Limited (BECL) and of Gujarat Industries Power Company Limited (GIPCL).

Presently, Smt. Shahmeena Husain, IAS is Managing Director of Gujarat Urja Vikas Nigam Limited and Gujarat Green Revolution Company Limited

Currently she is also a Director on the Board of Directors of:

Bhavnagar Energy Company Limited
Gujarat Energy Transmission Corporation Ltd.
Gujarat Urja Vikas Nigam Ltd.
Gujarat Green Revolution Company Ltd.
Uttar Gujarat Vij Company Ltd.
Dakshin Gujarat Vij Company Ltd.
Paschim Gujarat Vij Company Ltd.
Gujarat State Electricity Corporation Ltd.
Madhya Gujarat Vij Company Ltd.

Your Directors recommend the Resolution at Item No. 8 as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Smt. Shahmeena Husain, IAS (DIN: 03584560) is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.8 of the Notice.



# Gujarat Industries Power Company Limited

## **Item No.9:**

Pursuant to the SEBI (LODR) Amendment Regulations, 2018, it is required that at least 1 (one) Woman Independent Director is appointed on the Board of Directors of the top 1,000 (one thousand) listed companies by market capitalization by April 1, 2020. In view of above, being amongst the top 1000 listed entities by market capitalization as on 31st December, 2019, GIPCL is required to have at least one Woman Independent Director on its Board of Directors.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors had appointed Dr. (Ms.) Manjula Subramaniam, IAS (Retd.) (DIN: 00085783) as an Additional Director and as Woman Independent Director, not liable to retire by rotation, to hold the office till the conclusion of this 35<sup>th</sup> Annual General Meeting of the Company.

Dr. (Ms.) Manjula Subramaniam possesses the requisite skill, knowledge and relevant experience and is eligible for appointment as an Independent Director. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has also received consent to act as Director (DIR-2), Declaration of Directorships in other companies (DIR-8) from Dr. (Ms.) Manjula Subramaniam, IAS (Retd.) and Declaration of Independence.

## **Brief Profile of Dr. (Ms.) Manjula Subramaniam (DIN:00085783)**

Dr. (Ms.) Manjula Subramaniam, IAS (Retd.) is a Master of Science (M.Sc.) in Physics from Delhi University and has done Doctorate (Ph.D) in Commerce from Sardar Patel University, Vallabh Vidyanagar and Master of Public Administration (MPA) from Harvard University. She was a senior IAS Officer of 1972 batch of Gujarat Cadre and has vast experience of more than 45 years in the fields of Administration and Management and has occupied various key positions in different departments of the Govt. of Gujarat like Chief Vigilance Commissioner, Chief Secretary of Govt. of Gujarat, Principal Secretary, Energy & Petrochemicals Dept, etc. The Govt. of Gujarat had also appointed her as its nominee on the Board of well known companies including as Chairperson, GIPCL from 07/02/2002 to 08/09/2004. Presently, Dr. (Ms.) Manjula Subramaniam holds Directorships in the following Companies:

Span Divergent Limited
Gujarat State Petroleum Corporation Limited
J.C. Flowers Asset Reconstruction Pvt. Ltd.
Gujarat Gas Company Limited

Your Directors recommend for approval the appointment of Dr. (Ms.) Manjula Subramaniam, IAS (Retd.) (DIN: 00085783) as an Additional Director and as Woman Independent Director, not liable to retire by rotation, for a period of three years from the conclusion of this 35<sup>th</sup> Annual General Meeting (AGM) of the Company till the conclusion of 38<sup>th</sup> AGM.

This Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Your Directors recommend the Resolution at Item No. 9 as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Dr. (Ms.) Manjula Subramaniam, IAS

(Retd.) (DIN: 00085783) is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.9 of the Notice.

## **Item No. 10:**

Consequent upon the enactment of the Companies Act, 2013 (the Act) and the Rules made there under, there have been wide spread changes in the entire gamut of corporate functions and compliance requirements.

One such compliance requirement pursuant to Section 188 of the Act, pertains to Related Party Transactions (RPTs) where the net of coverage criteria has been widened to a great extent. In terms of above, the Board of Directors of the Company has approved a Policy on 'Related Party Transactions' (RPTs).

The said Policy requires that the Company shall not enter into any contract or arrangement with a 'Related Party' without approval of the Audit Committee of Directors (the Audit Committee).

The Companies (Meetings of the Board and its Power) Rules, 2014 read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require that the Company shall not enter into a contract or arrangement with any Related Party, inter alia, for sell, purchase or supply of any goods or material directly or through appointment of agents, exceeding 10% of Annual Consolidated Turnover of the Company as per the Last Audited Financial Statements of the Company, without approval of the Members of the Company by an Ordinary Resolution.

Accordingly, considering the Annual Consolidated Turnover of the Company for FY 2019-20 of ₹ 137882.82 Lakh and the value of transactions with Related Parties viz. Gujarat Urja Vikas Nigam Limited (GUVNL), Gujarat State Fertilizers & Chemicals Limited (GSFC) and Gujarat Alkalies & Chemicals Limited (GACL) Promoters of the Company, in the ordinary course of business at arm's length price, which are exceeding the prescribed limit of 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statements of the Company (Regulation 23 of the SEBI (LODR) Regulations, 2015), the transactions with RPTs being material in nature, are placed for approval of the Members, as recommended by the Audit Committee and the Board of Directors of the Company at their respective Meetings held on 15<sup>th</sup> June, 2020.

Further as recommended by the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company is required for the material transactions with Related Parties, in the ordinary course of business at arm's length price, which are likely to exceed the prescribed limit of 10% of the Annual Consolidated Turnover of the Company during the FY 2019-20.

Your Directors recommend, for your approval, the Resolution at Item No.10 as an Ordinary Resolution.

None of the Directors, except above mentioned Directors, is in any way interested or concerned in the said Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Smt. Sunaina Tomar, IAS, Shri Roopwant Singh, IAS, Shri P K Gera, IAS (Retd.), Smt. Shahmeena Husain IAS, and CS V V Vachharajani, representing the related parties, is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.10 10 of the Notice.



## **Item No. 11:**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Diwanji & Company (Firm Registration No.: 000339), Vadodara, Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2021.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable Taxes on Services (by whatever name called), reimbursement of reasonable out of pocket expenses, payable to the Cost Auditors is to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 11 of this Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2021.

Your Directors recommend the Resolution at Item No. 11 as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, is/are, in any way, concerned or interested,

financially or otherwise, in the aforesaid Resolution No.11 of the Notice.

Inspection of documents:

All documents referred to in this Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company between 9.30 a.m. and 12:30 p.m. on all working days of the Company prior to the date of the Meeting.

**By Order of the Board  
For Gujarat Industries Power Company Limited**

**CS Achal S Thakkar  
Company Secretary & Compliance Officer**

**Place: Vadodara.  
Date: 9th November, 2020.**

**Registered Office:**  
P.O.: Petrochemicals – 391 346,  
Dist.: Vadodara, Gujarat.  
CIN – L99999GJ1985PLC007868



## Gujarat Industries Power Company Limited

### DETAILS OF DIRECTORS SEEKING APPOINTMENT, AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LODR) REGULATIONS, 2015:

Name of Director	Shri P K Gera, IAS (Retd.)	CS Vishvesh V Vachhrajani
DIN	05323992	00091677
Date of Birth	26.11.1959	01.10.1969
Date of Appointment	01.03.2016	28.03.2016
Qualifications	B.Sc.(Elec. Engg.) (Hons.), M.Sc. (Public Economy Management), M.Phil.	B.Com, LLB, FCS (Fellow Member of The Institute of Company Secretaries of India). He has also passed the final exam of The Institute of Chartered Secretaries and Administrators (ACIS), London, United Kingdom (UK).
Nature of Expertise / Experience	<p>He is a senior IAS Officer of 1985 - batch having experience of more than thirty two (32) years in the Central and State Government holding various positions in Land Revenue Management, Rural Development, District Administration, Agriculture, Finance, Training, Personnel &amp; General Administration, Textiles, etc. His postings under Government of India and Government of Gujarat include:</p> <ol style="list-style-type: none"> <li>1. Registrar and Joint Secretary, Central information Commission, New Delhi.</li> <li>2. Director General, Sardar Patel Institute of Public Administration (SPIPA) &amp; Ex.-Officio, Secretariat, Government of Gujarat (Administrative Reforms and Training), Gandhinagar, Gujarat.</li> <li>3. Resident Commissioner, Government of Gujarat, New Delhi.</li> <li>4. Joint Director, Lal Bahadur Shastri National Academy of Administration (LBSNAA).</li> <li>5. Director General, National Institute of Fashion Technology, New Delhi.</li> <li>6. Managing Director, Gujarat Mineral Development Corporation Ltd. (GMDC).</li> </ol> <p>Presently, he is Managing Director, Gujarat Alkalies &amp; Chemicals Limited (GACL).</p>	<p>He is a Professional having rich and varied experience of more than two and half decades in the field of Company Secretarial, Board Governance, Investor Relations, Legal, Corporate Communication and Industrial Relations.</p> <p>Presently, he is Company Secretary and Sr. Vice President (Legal) in Gujarat State Fertilizers and Chemicals Ltd. (GSFC).</p>
Names of other Companies in which Directorship is held	<ol style="list-style-type: none"> <li>1. Gujarat Alkalies and Chemicals Limited</li> <li>2. GACL – NALCO Alkalies &amp; Chemicals Pvt. Ltd.</li> </ol>	None
Name of the Private Companies in which, Directorship held through relatives	<ol style="list-style-type: none"> <li>3. Gujarat Guardian Limited.</li> </ol> <p>None</p>	None
Membership / Chairmanship of Committee(s) of other Company	<p>Gujarat Alkalies &amp; Chemicals Limited (GACL)</p> <p><b>Member:</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. Stakeholders' Relationship-cum-Investors' Grievance Committee</li> <li>3. Corporate Social Responsibility Committee</li> <li>4. Risk Management cum Safety Committee</li> <li>5. Project Committee</li> <li>6. Personnel Committee</li> <li>7. Selection Committee</li> </ol>	None
No. of Shares held	None	None
No. of Board meeting attended	Three	Five
Relationship with other Directors / KMP	None	None