



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_NSE/DIR/2017 /

19th September, 2017.

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 32nd 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 32nd Annual General Meeting (AGM) through remote e-Voting and voting by Poll / Ballot at the 32nd AGM held on Monday, the 18th September 2017 at 11:00 am (IST) at the Registered Office of the Company at P.O. Petrochemicals – Dist. Vadodara to transact the business as set out in the Notice of the said the 32nd AGM.

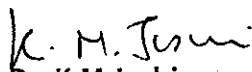
Details of Voting Results through remote e-voting and through Ballot as required under Regulation 44 (3) of the SEBI (LODR) Regulations, 2015 in relation to the said 32nd AGM held on 18/09/2017 is attached herewith for each Resolution along with the Scrutinizers' Report.

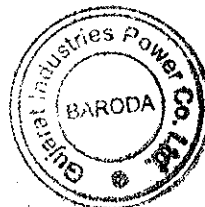
This is to be treated as compliance relating to submission of the Proceedings of 32nd Annual General Meeting of the Company pursuant to Part A of Schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Kindly take the above submission on record.

Yours faithfully,

For Gujarat Industries Power Company Limited


Dr. K M Joshi
Director



Encl.: As above



GUJARAT INDUSTRIES POWER COMPANY LIMITED
P.O.: PETROCHEMICALS – 391 346, DIST: VADODARA.
PHONE NOS: 2232768 / 2230182, FAX NO: (0265) 2230029.
Email : csacshah@gipcl.com Website : www.gipcl.com,
CIN – L99999GJ1985PLC007868.

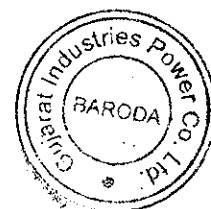
Format for Consolidated Voting (e-Voting and Voting by Poll) Results- 32nd Annual General Meeting

Date of the AGM	18 th September, 2017
Total number of shareholders on record date	56135
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	141 3 138
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public :	Nil Nil

Resolution- 1: To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors thereon.

Resolution required:(Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3	83836161	0	83836161	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	3	83836161	0	83836161	0	100%	0
Public Institutions	E-Voting	15	20977079	0	20977079	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	15	20977079	0	20977079	0	100%	0
Public Non-Institutions	E-Voting	35	11239135	0	11239135	0	100%	0
	Poll	21	78575	0	78575	0	100%	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	56	11317710	0	11317710	0	100%	0
Total		74	116130950	0	116130950		100%	0

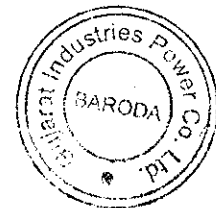
lms



Resolution- 2: Declaration of Dividend on equity shares for Financial Year 2016-17.

Resolution required:(Ordinary / Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	3	83836161	0	83836161	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	3	83836161	0	83836161	0	100%	0
Public Institutions	E-Voting	15	20977079	0	20977079	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	15	20977079	0	20977079	0	100%	0
Public Non-Institutions	E-Voting	35	11239135	0	11239135	0	100%	0
	Poll	21	78575	0	78575	0	100%	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	56	11317710	0	11317710	0		0
Total		74	116130950	0	116130950		100%	0

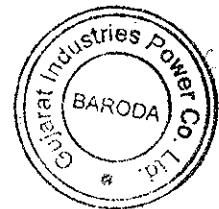
lms



Resolution- 3 : To appoint a Director in place of Shri P K Gera, IAS (DIN:05323992), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3	83836161	0	83836161	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	3	83836161	0	83836161	0	100%	0
Public Institutions	E-Voting	15	20977079	0	18824829	2152250	98.145%	1.855%
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	15	20977079	0	18824829	2152250	98.145%	1.855%
Public Non-Institutions	E-Voting	35	11239135	0	11239025	110	99.998%	0.002
	Poll	21	78575	0	78575	0	100%	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	56	11317710	0	11317600	110		0
Total		74	116130950	0	113978590	2152360	98.15%	1.85%

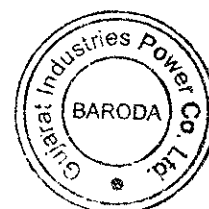
hws



Resolution - 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.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3	83836161	0	83836161	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	3	83836161	0	83836161	0	100%	0
Public Institutions	E-Voting	15	20977079	0	18824829	2152250	98.145%	1.855%
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	15	20977079	0	18824829	2152250	98.145%	1.855%
Public Non-Institutions	E-Voting	35	11239135	0	11239025	100	99.998%	0.002
	Poll	21	78575	0	78575	0	100%	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	56	11317710	0	11317600	100		0
Total		74	116130950	0	113978600	2152350	98.15%	1.85%

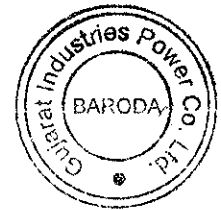
lms



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	3	83836161	0	83836161	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	3	83836161	0	83836161	0	100%	0
Public Institutions	E-Voting	15	20977079	0	18766735	2210344	89.46%	10.54%
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	15	20977079	0	18766735	2210344	89.49%	10.54%
Public Non-Institutions	E-Voting	35	11239135	0	11239135	0	100%	0
	Poll	21	78575	0	78575	0	100%	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	56	11317710	0	11317710	0		0
Total		74	116130950	0	113920606	2210344	98.10%	1.90%

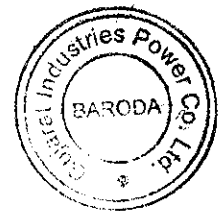
lcm



Resolution- 6: To appoint Smt. Shahmeena Husain, IAS (DIN: 03584560) as Director and Managing Director of the Company.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3	83836161	0	83836161	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	3	83836161	0	83836161	0	100%	0
Public Institutions	E-Voting	15	20977079	0	18824829	2152250	98.145%	1.855%
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	15	20977079	0	18824829	2152250	98.145%	1.855%
Public Non-Institutions	E-Voting	35	11239135	0	11238135	1000	99.99%	0.01%
	Poll	21	78575	0	78575	0	100%	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	56	11317710	0	11317710	0		0
Total		74	116130950	0	113977700	2153250	98.15%	1.85%

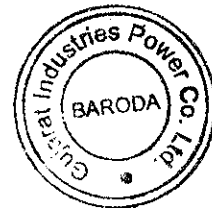
less



Resolution- 7: To appoint Shri Pankaj Joshi, IAS (DIN: 01532892) Nominee of Gujarat Urja Vikas Nigam Limited Ltd. (GUVNL), as Director of the Company.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	3	83836161	0	83836161	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	3	83836161	0	83836161	0	100%	0
Public Institutions	E-Voting	15	20977079	0	18766735	2210344	89.46%	10.54%
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	15	20977079	0	18766735	2210344	89.46%	10.54%
Public Non-Institutions	E-Voting	35	11239135	0	11239135	0	100%	0
	Poll	21	78575	0	78575	0	100%	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	56	11317710	0	11317710	0		0
Total		74	116130950	0	113920606	2210344	98.10%	1.90%

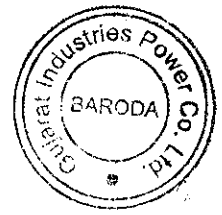
km



Resolution - 8: To appoint Shri Milind Torawane, IAS (DIN: 03632394) Nominee of Government of Gujarat (GoG), as Director of the Company.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -- in favour (4)	No. of Votes -- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3	83836161	0	83836161	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	3	83836161	0	83836161	0	100%	0
Public Institutions	E-Voting	15	20977079	0	18766735	2210344	89.46%	10.54%
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	15	20977079	0	18766735	2210344	89.46%	10.54%
Public Non-Institutions	E-Voting	35	11239135	0	11239135	0	100%	0
	Poll	21	78575	0	78575	0	100%	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	56	11317710	0	11317710	0		0
Total		74	116130950	0	113920606	2210344	98.10%	1.90%

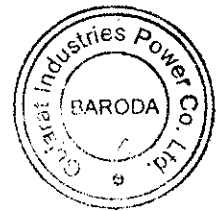
lms



Resolution - 9 : 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 Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Institutions	E-Voting	15	20977079	0	20977079	0	100.00%	
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	15	20977079	0	20977079	0	100.00%	
Public Non-Institutions	E-Voting	34	11239133	0	11239008	125	99.999%	0.001%
	Poll	20	78275	0	78275	0	100%	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	54	11317408	0	11317283	0		0
Total		69	32294487	0	32294362	125	100%	0

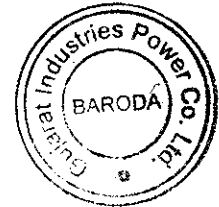
lms



Resolution - 10: To ratify remuneration payable to Cost Auditors for the financial year 2017-18 ending on 31st March, 2018.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3	83836161	0	83836161	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	3	83836161	0	83836161	0	100%	0
Public Institutions	E-Voting	15	20977079	0	20977079	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	15	20977079	0	20977079	0	100%	0
Public Non-Institutions	E-Voting	35	11239135	0	11239135	0	100%	0
	Poll	20	78275	0	78275	0	100%	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	55	11317410	0	11317410	0		0
Total		74	116130650	0	116130650	0	100%	0

lms



VS VIJAY L. VYAS
Practising Company Secretary

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

Report of Scrutinizer appointed for e-voting on the resolutions placed before the 32nd Annual General Meeting of the Shareholders of Gujarat Industries Power Company Limited held on Monday, the 18th September, 2017 at 11.00 a.m. at the Registered Office of the Company at P. O.: Petrochemicals, Dist.: Vadodara – 391346.

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

REMOTE E-VOTING - SCRUTINIZER'S REPORT

18th September, 2017

To,
Shri Sujit Gulati, IAS
Chairman
Gujarat Industries Power Company Limited

The 32nd Annual General Meeting of the Shareholders of Gujarat Industries Power Company Limited held on Monday, the 18th September, 2017 at 11.00 a.m. at the Registered Office of the Company at P. O. Petrochemicals, Vadodara – 391346.

Dear Sir,

1. I, **Vijay L. Vyas, Company Secretary in Practice**, (FCS-1602) have been appointed by the Board of Directors of Gujarat Industries Power Company Limited ('the Company') as a scrutinizer for the purpose of scrutinizing the Remote e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules, 2014 on the resolutions contained in the Notice to the 32nd Annual General Meeting (AGM) of the members of the company, held on Monday, the 18th September, 2017 at 11.00 a.m. at the Registered Office of the Company at P. O. Petrochemicals, Vadodara – 391346.
2. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting through electronic means on the resolutions contained in the Notice to the 32nd 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)**, the authorized agency to provide e-voting facilities, engaged by the company.


☎ + 91 9979890115 🏠 0265 2361018 ✉ csvlyas@gmail.com

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

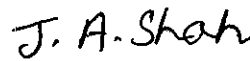


3. Further to the above, I submit my report as under:-

- i. The e-voting period remained open from 09.00 a.m. on 15th September, 2017 to 05.00 p.m. on 17th September, 2017.
- ii. The members of the Company as on the "cut off" date i.e. Monday, the 11th September, 2017 were entitled to vote on the resolution (items Nos. 1 to 10 as set out in the notice of the 32nd AGM of the Company)
- iii. The votes cast were unblocked on 18th September, 2017 at 12:01 noon in the presence of 2 (Two) witnesses namely CS Krutika M Dave, (ACS-40376) of Vadodara and Shri Jeet A Shah of Anand, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(CS KRUTIKA M DAVE)
ACS- 40376



(JEET A SHAH)

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

Agenda No.	1	Type of Resolution	ORDINARY RESOLUTION
Subject	TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31 st MARCH, 2017, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e - votes
Assent	53	116052375	100%
Dissent	0	0	0
Total	53	116052375	100%

Agenda No.	2	Type of Resolution	ORDINARY RESOLUTION
Subject	TO DECLARE A DIVIDEND ON THE EQUITY SHARES OF THE COMPANY.		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e - votes
Assent	53	116052375	100%
Dissent	0	0	0
Total	53	116052375	100%




Agenda No.	3	Type of Resolution	ORDINARY RESOLUTION
Subject	TO APPOINT A DIRECTOR IN PLACE OF SHRI P. K. GERA, IAS, DIRECTOR, 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	44	113900015	98.15%
Dissent	09	2152360	1.85%
Total	53	116052375	100%

Agenda No.	4	Type of Resolution	ORDINARY RESOLUTION
Subject	TO APPOINT A DIRECTOR IN PLACE OF SHRI CS V. V. VACHHRAJANI, DIRECTOR, 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	45	113900025	98.15%
Dissent	08	2152350	1.85%
Total	53	116052375	100%

Agenda No.	5	Type of Resolution	ORDINARY RESOLUTION
Subject	TO RATIFY THE APPOINTMENT OF K. C. MEHTA & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY.		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e - votes
Assent	45	113842031	98.1%
Dissent	08	2210344	1.9%
Total	53	116052375	100%

Agenda No.	6	Type of Resolution	ORDINARY RESOLUTION
Subject	TO APPOINT SMT. SHAHMEENA HUSAIN, IAS AS DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY.		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e - votes
Assent	44	113899125	98.14%
Dissent	09	2153250	1.86%
Total	53	116052375	100%

Agenda No.	7	Type of Resolution	ORDINARY RESOLUTION
Subject	TO APPOINT SHRI PANKAJ JOSHI, IAS, NOMINEE OF GUJARAT URJA VIKAS IGAM LIMITED AS DIRECTOR OF THE COMPANY		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e - votes
Assent	45	113842031	98.1%
Dissent	08	2210344	1.9%
Total	53	116052375	100%

Agenda No.	8	Type of Resolution	ORDINARY RESOLUTION
Subject	TO APPOINT SHRI MILIND TORAWANE, IAS, NOMINEE OF GOVERNMENT OF GUJARAT AS DIRECTOR OF THE COMPANY		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e - votes
Assent	45	113842031	98.1%
Dissent	08	2210344	1.9%
Total	53	116052375	100%

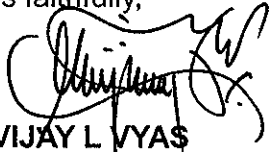
Agenda No.	9	Type of Resolution	SPECIAL RESOLUTION
Subject	TO APPROVE MATERIAL TRANSACTIONS WITH RELATED PARTIES.		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e - votes
Assent	48	32216087	100%
Dissent	01	125	0
Total	49*	32216212**	100%

* 01 PUBLIC SHAREHOLDER HOLDING 02 SHARES HAS NOT VOTED AND 02 SHAREHOLDERS HOLDING 61473377 SHARES BEING RELATED PARTY HAVE NOT VOTED.

** VOTES CASTED BY 01 SHAREHOLDER HOLDING 22362784 SHARES BEING A RELATED PARTY ARE NOT CONSIDERED.

Agenda No.	10	Type of Resolution	ORDINARY RESOLUTION
Subject	TO RATIFY REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR ENDING ON 31 ST MARCH, 2018.		
Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of Total e - votes
Assent	53	116052375	100%
Dissent	0	0	0
Total	53	116052375	100%

Thanking you,
Yours faithfully,



CS VIJAY L VYAS
(FCS 1602; COP 13175)
Scrutinizer

Place: VADODARA

Dated: 18th September, 2017



VS 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]

18th September, 2017

To,
Shri Sujit Gulati,
Chairman
Gujarat Industries Power Company Limited

The 32nd Annual General Meeting of the Shareholders (Members) of Gujarat Industries Power Company Limited held on Monday, the 18th Day of September, 2017 at its Registered Office 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 32nd Annual General Meeting (AGM) of the members of the Company, held on Monday the 18th Day of September, 2017 at its Registered Office at P.O.: Petrochemicals – 391346, Dist.: Vadodara.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll at the AGM] on the resolutions contained in the Notice to the 32nd Annual General Meeting (AGM) of the Members of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and Poll at the AGM) is restricted to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the depository authorised under the Rules and engaged by



the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting and Poll at the AGM).

3. The Company had availed the Remote E-Voting facility provided by M/s. Central Depository Service (India) Limited (CDSL) for conducting the Remote E-Voting by the shareholders of the Company. The Remote E-voting period commenced at 09.00 a.m. on 15th September, 2017 and ended at 5.00 p.m. on 17th September, 2017. The Company had provided facilities of Remote E-Voting and Poll/ Ballot process was also taken at the meeting by members to exercise their right to vote.
4. I have issued separate Reports dated 18th September, 2017 as the Scrutinizer on the remote e-voting and on the poll through physical voting on the resolutions contained in the notice of AGM.
5. I submit herewith my Consolidated Scrutinizer's Report on the results of voting through remote e-voting and Poll at the AGM as under :-

Item No. & Resolutions	Votes in Favour of the resolution		Votes against the resolution		Invalid Votes Nos.
	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 year ended 31 st March, 2017 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)	116130950	100%	0	0	400
Item No. 2: To declare a dividend on the equity shares of the Company. (Ordinary Resolution)	116130950	100%	0	0	400
Item No. 3: To appoint a Director in place of Shri P. K. Gera, IAS, Director, who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)	113978590	98.15%	2152360	1.85%	400
Item No. 4: To appoint a Director in place of CS V. V. Vachhrajani, Director, who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)	113978600	98.15%	2152350	1.85%	400
Item No. 5: To ratify the appointment of M/s. K C Mehta & Co., Chartered Accountants as	113920606	98.10%	2210344	1.90%	400



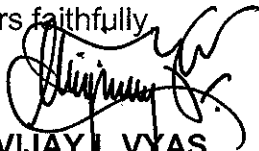
Statutory Auditors of the Company. (Ordinary Resolution)					
Item No. 6: To appoint Smt. Shahmeena Husain, IAS as Director and Managing Director of the Company (Ordinary Resolution)	113977700	98.15%	2153250	1.85%	400
Item No. 7: To appoint Shri Pankaj Joshi, IAS, nominee of Gujarat UrjaVikas Nigam Limited as Director of the Company (Ordinary Resolution)	113920606	98.10%	2210344	1.90%	400
Item No. 8: To appoint Shri Milind Torawane, IAS, nominee of Government of Gujarat as Director of the Company (Ordinary Resolution)	113920606	98.10%	2210344	1.90%	400
Item No. 9: To approve material transaction with related parties. (Special Resolution)	32294362	100%	125	0	400
Item No. 10: To ratify the remuneration of the Cost Auditors for the financial year ending 31 st March, 2018. (Ordinary Resolution)	116130650	100%	0	0	400

THE INVALID VOTES ARE NOT CONSIDERED FOR THE PURPOSE OF CALCULATING THE PERCENTAGE.

6. The electronic data and all other relevant records relating to the voting are under my safe custody and will be handed over to CS A. C. Shah, Company Secretary of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the 32nd Annual General Meeting.

Thanking You.

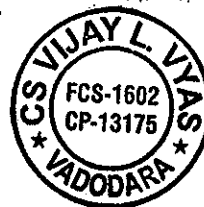
Yours faithfully,



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

Place: Vadodara

Date: 18th September, 2017



Countersigned by:

FOR Gujarat Industries Power Company Limited



K. M. Joshi
(Dr. K M Joshi)
Director