

GUJARAT URJA VIKAS NIGAM LIMITED

CIN : U40109GJ2004SGC045195

NOTICE

Notice is hereby given that the seventeenth Annual General Meeting of the Members of **Gujarat Urja Vikas Nigam Limited** will be held (at shorter notice under Section 101(1) of the Companies Act, 2013, pursuant to consent received from all the members) on Wednesday, the 29th December, 2021 at 1.00 P.M. at the Conference Room, Energy & Petrochemicals Dept., Block No. 5, 5th Floor, Sachivalaya, Gandhinagar-382010 (pursuant to consents received from all the members under Section u/s 96(2) (Proviso) of the Companies Act, 2013) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Boards' Report, the Report of Auditors' thereon and the Comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013.
2. To take note of appointment and to authorize the Board of Directors of the Company to fix the remuneration payable to Statutory Auditors of the Company appointed by the Comptroller and Auditor General of India (C&AG), New Delhi, for the Financial Year 2021-22, in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013 and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.

“RESOLVED THAT the appointment of **M/s. Parikh Shah Chotalia & Associates, Chartered Accountants, Vadodara** made by the Comptroller and Auditor General of India, (C&AG), New Delhi, pursuant to Section 139(5) of the Companies Act, 2013, to audit the accounts including consolidated accounts of the Company for the Financial Year 2021-22 be and is hereby noted **AND THAT** pursuant to Section 139(5) read with Section 142 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration and other terms and conditions including out of pocket expenses, to the Statutory Auditors appointed by the Comptroller and Auditor General of India, (C&AG), for the financial year 2021-22.”

SPECIAL BUSINESS

3. To consider and if thought fit, to pass, with or without modification/s, the following resolution as an Ordinary Resolution relating to ratification of remuneration of the Cost Auditors for the Financial Year 2021-22:

“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 statutory modifications or re-enactment thereof, for the time being in force), the remuneration of **M/s. Santosh Jejurkar & Associates, Cost Accountants, Vadodara** (Firm Registration No.102697) as Cost Auditors of the Company whose appointment and remuneration has been recommended by the Audit Committee and approved by the Board to conduct the audit of the Cost Accounts / Records maintained by the Company in respect of Electricity Industry for the Financial Year ending 31st March, 2022 (i.e. Financial Year 2021-22) at the remuneration / fees of ₹ 50,000/- (Rupees Fifty Thousand Only) plus applicable GST be and is hereby ratified and approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution relating to appointment of Shri Herin Pravinchandra Kothari as Director (continuing as Director (Technical)) :

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications or reenactment thereof for the time being in force) **Shri Herin Pravinchandra Kothari** (DIN-09208111) who was appointed as an Additional Director of the Company with effect from 17th June, 2021 to hold office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director (continuing as Director (Technical)) of the Company, not liable to retire by rotation.”

By Order of the Board

Sd/-

Parthiv Bhatt
Company Secretary

Date : 23-12-2021
Place : Vadodara

REGISTERED OFFICE:

Sardar Patel Vidyut Bhavan,
Race Course,
Vadodara – 390 007
CIN : U40109GJ2004SGC045195

NOTES:

- 1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**
- 2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.**

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no 3

As per the provisions of Section 148 of the Companies Act, 2013 and as required under the Companies (Audit and Auditors) Rules, 2014, the proposal for appointment of **M/s. Santosh Jejurkar & Associates., Cost Accountants, Vadodara** was placed before the Board of Directors of your Company has at its 108th Meeting of Board of Directors held on 15th July, 2021 considered the recommendation and approved the said proposal for appointment of **M/s. Santosh Jejurkar & Associates., Cost Accountants, Vadodara** as Cost Auditor to conduct the audit of the Cost Accounts / Records maintained by the Company in respect of Electricity Industry for the Financial Year ending 31st March, 2022 (i.e. Financial Year 2021-22) at the remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable GST; however, that their remuneration shall be subject to the ratification by the Members as required under the provisions of sub-section (3) of Section 148 of the Companies Act, 2013.

Hence, as per the provisions of Section 148(3) of the Companies Act, 2013, the remuneration of the Cost Auditor is required to be ratified by the Members of the Company. Hence, this Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in passing of the Resolution set out at Item No. 3.

The Board commends the Resolution for approval of the Members as Ordinary Resolution.

Item no 4

Energy & Petrochemicals Dept., the Govt. of Gujarat vide Notification No. GUV-13-2017-221-K dated 15th June, 2021 conveyed that **Shri Herin Pravinchandra Kothari**, Chief Engineer (Retired), Paschim Gujarat Vij Company Ltd., Rajkot is appointed as Director(Technical) in Gujarat Urja Vikas Nigam Limited (GUVNL), Vadodara with effect from the date, he assumes the office as Director (Technical) at GUVNL, Vadodara for a period of three years or until further orders, whichever is earlier. He took charge of the post of Director(Technical) on 17.06.2021.

The Director (Technical), GUVNL, Shri Herin Pravinchandra Kothari shall draw the pay scale of Rs.75,500 – Rs.80,000/- with Grade pay of Rs. 12000/- and he is eligible to draw the revised pay scale as the State Government may prescribe from time to time.

Accordingly, under the provisions of Section 161 of the Companies Act, 2013 and in terms of the Article 77 of the Articles of Association of the Company, the Board passed Circular Resolution on 09-07-2021 regarding appointment of Shri Herin Pravinchandra Kothari as an Additional Director and then as Director (Technical) of the Company pursuant to Order No. GUV-13-2017-221-K dated 15th June, 2021 of Govt. of Gujarat with effect from 17-06-2021 to hold office up to the date of the next Annual General Meeting.

Shri Herin Pravinchandra Kothari, Director(Technical) of the Company appointed/designated as Whole-time Key Managerial Personnel (KMP), on the terms and conditions decided by the Govt. of Gujarat vide Order No. GUV-13-2017-221-K dated 15th June,2021 issued by Energy & Petrochemicals

Deptt., Govt. of Gujarat vide Board Resolution passed at the 108th Board Meeting held on 15th July,2021. On his appointment as Director at this Annual General Meeting, he will continue to be the Director (Technical) of the Company.

Pursuant to the Notification No. G.S.R. 163 (E) dated 05th Jun, 2015 of the Central Government, the provisions of Section-160 of the Companies Act, 2013 are not applicable to the Company and therefore, no notice under the said Section is required.

The above appointment of **Shri Herin Pravinchandra Kothari** as a Director on the Board of the Company requires approval of the members in the General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives except **Shri Herin Pravinchandra Kothari** is, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Ordinary Resolution set out in Item No.4 of the Notice for approval of the Members.

By Order of the Board

Date : 23 -12-2021
Place : Vadodara

Sd/-
Parthiv Bhatt
Company Secretary

REGISTERED OFFICE:

Sardar Patel Vidyut Bhavan,
Race Course,
Vadodara – 390 007
CIN : U40109GJ2004SGC045195

GUJARAT URJA VIKAS NIGAM LIMITED

Regd. Office: Sardar Patel Vidyut Bhavan, Race Course, Vadodara-390007.

Name of the Member/s :

Address :

E-mail Id :

Folio No. :

I/We, being a Member/s of _____ equity shares of Gujarat Urja Vikas Nigam Limited, Vadodara hereby appoint,

1. Name:
Address:
E-mail Id: _____ Signature: _____, or failing him/her

2. Name:
Address:
E-mail Id: _____ Signature: _____, or failing him/her

3. Name:
Address:
E-mail Id: _____ Signature: _____, or failing him/her

as my/our proxy to attend and vote for me/us and on my/our behalf at the **SEVENTEENTH ANNUAL GENERAL MEETING** of the Company to be held on Wednesday, the 29th December, 2021 at 1.00 P.M. at the Conference Room, Energy & Petrochemicals Dept., Block No. 5, 5th Floor, Sachivalaya, Gandhinagar-382010 and any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	
	Ordinary Business
1	Adoption of Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2021, together with the Board's Report, the Report of Auditors' thereon and the Comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013.
2	To take note of appointment and to authorize the Board of Directors of the Company to fix the remuneration payable to Statutory Auditors of the Company appointed by the Comptroller and Auditor General of India (C & AG), New Delhi, for the Financial Year 2021-22, in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013
	Special Business
3	Ratification of remuneration of Cost Auditors appointed for F.Y. 2021-22-Ordinary Resolution
4	Appointment of Shri Herin Pravinchandra Kothari (DIN-09208111) as Director (continuing as Director (Technical) – Ordinary Resolution

Signed this _____ day of _____ 2021.

Signature of Shareholder

Signature of Proxy holder/s

Affix
Revenue
Stamp &
Sign across

Note : This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.