

GUJARAT URJA VIKAS NIGAM LIMITED

CIN: U40109GJ2004SGC045195

NOTICE

Notice is hereby given that the Eighteenth 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 **Thursday, the 29th December, 2022 at 01.00 P.M.** at the Conference Room, Energy & Petrochemicals Dept., Block No. 5, 5th Floor, New 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, 2022, 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 2022-23, 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. J L N U S & Co., 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 2022-23 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 2022-23.”

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 2022-23:

“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, 2023 (i.e. Financial Year 2022-23) 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 Jai Prakash Shivahare, IAS as Director (continuing as Managing Director) :**

“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 Jai Prakash Shivahare, IAS** (DIN-07162392) who was appointed as an Additional Director of the Company with effect from 25th February, 2022 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 Managing Director) of the Company, not liable to retire by rotation.”

5. **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 Ravi Shanakar, IAS as Director (continuing as Director (Administration)) :**

“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 Ravi Shanakar, IAS** (DIN-09539484) who was appointed as an Additional Director of the Company with effect from 14th March, 2022 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 (Administration)) of the Company, not liable to retire by rotation.”

By Order of the Board

Date: 22/12/2022
Place: Gandhinagar

Sd/-
Parthiv Bhatt
Company Secretary

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.: 03

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 114th Meeting of Board of Directors held on 13th May, 2022 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, 2023 (i.e. Financial Year 2022-23) 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.: 04

The Govt. of Gujarat vide GAD Notification No. AIS/35.2022/8/G dated 24-02-2022 appointed Shri Jai Prakash Shivahare, IAS (DIN-07162392) as Managing Director of the Company vice Shri Smt. Shahmeena Husain, IAS (DIN-03584560) transferred. Shri Jai Prakash Shivahare, IAS has taken charge of the post of Managing Director w.e.f. 25-02-2022 afternoon. Smt. Shahmeena Husain, IAS has tendered her resignation dated 25-02-2022 from the post of the Managing Director of the Company.

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, since this is an appointment of IAS officer as MD, GUVNL, the terms and conditions of his appointment would be such as may be fixed by Govt. of Gujarat and the Board passed Circular Resolution on 03-03-2022 regarding appointment of Shri Jai Prakash Shivahare, IAS as an Additional Director and then as Managing Director of the Company W.E.F. 25-02-2022 to hold office up to the date of the next Annual General Meeting. Shri Jai Prakash Shivahare, IAS, Managing Director of the Company appointed/designated as Whole-time Key Managerial Personnel (KMP), on the terms and conditions as may be decided by the Govt. of Gujarat vide Board Resolution passed at the 113th Board Meeting held on 08th March, 2022.

On his appointment as Director at this Annual General Meeting, Shri Jai Prakash Shivahare, IAS will continue to be the Managing Director 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 Jai Prakash Shivahare, IAS as a Director (continuing as Managing Director) on the Board of the Company requires approval of the members in the General Meeting.

The details of Shri J.P. Shivahare, IAS in pursuance of Secretarial Standard - 2 on General Meetings are as under:

**Details of the Directors seeking appointment / re-appointment at the forthcoming
Annual General Meeting
(In pursuance of Secretarial Standard - 2 on General Meetings)**

SL. No.	Name	Shri Jai Prakash Shivahare, IAS (DIN-07162392)
1.	Designation / Category of Directorship	Managing Director
2.	Date of Appointment	25 th February, 2022
3.	Age	48 Year (05/07/1974)
4.	Qualifications	IAS officer of 2002 batch. He has obtained Bachelor of Art (Psycho.), Political Science & Modern History) and also obtained Master degree in Public Policy (MPP) (Australia).
5.	Experience / Brief Resume	Shri Jai Prakash Shivahare, IAS is an IAS officer of 2002 batch with around 20 years of experience in public administration. Shri Jai Prakash Shivahare, IAS has been given additional charge of Managing Director, GGRC by the Govt. of Gujarat. Shri Jai Prakash Shivahare, IAS served at various senior positions with Government of Gujarat and having rich experience at Sr. level.
6.	Terms and Conditions of Appointment/Reappointment	As per Energy and Petrochemicals Department, Govt. of Gujarat Resolution No. GRC-14-2022-735-K dated. 10/06/2022.
7.	Remuneration last drawn (including sitting fees, if any)	Official / Substantive Pay of ₹. 1,62,300/- as per last pay certificate issued by Health Dept., Govt. of Gujarat.
8.	Remuneration proposed to be paid	As per Energy and Petrochemicals Department, Govt. of Gujarat, Resolution No. GRC-14-2022-735-K dated. 10/06/2022 , pay scale of ₹. 1,44,200-2,18,200. (Level 14 in the Pay Matrix)
9.	Shareholding in the Company as on March 31, 2022	Nil
10.	Relationship with other Directors, Managers & KMPs of the Company	Nil
11.	Number of meetings of the Board attended during the financial year 2021-22.	01-Board Meeting

12.	Directorships of other Boards as on March 31, 2022	Sl. No.	Names of the companies	Current Designation	Date of Appointment on Board
		1.	Madhya Gujarat Vij Company Limited	Chairman	04/03/2022
		2.	Dakshin Gujarat Vij Company Limited	Chairman	04/03/2022
		3.	Paschim Gujarat Vij Company Limited	Chairman	04/03/2022
		4.	Uttar Gujarat Vij Company Limited	Chairman	04/03/2022
		5.	Gujarat Industries Power Company Limited	Director	15/03/2022
		6.	Gujarat Green Revolution Company Limited	Managing Director	24/03/2022
13.	Membership / Chairmanship of Committees of other Boards as on March 31, 2022	Nil			

None of the Directors and Key Managerial Personnel of the Company and their relatives except **Shri Jai Prakash Shivahare, IAS** 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.

ITEM NO.: 05

The Govt. of Gujarat, General Administration Dept., vide Notification No. AIS/35.2022/11/G dated 11-03-2022, stated that Shri Ravi Shanakar, IAS (DIN-09539484), Chief Administrator, Statue of Unity, SOUADTGA, Kevadia, Narmada, Rajpipla is transferred and his services are placed at the disposal of Energy & Petrochemicals Department for appointment as Director (Administration), Gujarat Urja Vikas Nigam Limited, Vadodara.

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, since this is an appointment of IAS officer as Director (Administration), GUVNL (Whole time Director) the terms and conditions of his appointment would be such as may be fixed the Govt. of Gujarat. Pursuant to GAD Notification No. AIS/35.2022/11/G dated 11-03-2022 and letter No. GUV-14-2022-945-K dated 11-03-2022 issued by Energy & Petrochemicals Department, Govt. of Gujarat, the Board passed Circular Resolution on 22-03-2022 regarding appointment of Shri Ravi Shanakar, IAS as an Additional Director and then as Director (Administration) of the Company W.E.F. 14-03-2022 to hold office up to the date of the next Annual General Meeting. Shri Ravi Shanakar, IAS Director (Administration) of the Company appointed/designated as Whole-time Key Managerial Personnel (KMP), on the terms and conditions as may be decided by the Govt. of Gujarat vide Board Resolution passed at the 114th Board Meeting held on 13th May, 2022.

On his appointment as Director at this Annual General Meeting, he will continue to be the Director (Administration) 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 Ravi Shanakar, IAS as a Director on the Board of the Company (continuing as Director (Administration)) requires approval of the members in the General Meeting.

The details of Shri Ravi Shanakar, IAS in pursuance of Secretarial Standard - 2 on General Meetings are as under:

Details of the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting

(In pursuance of Secretarial Standard - 2 on General Meetings)

Sl. No.	Name	Shri Ravi Shanakar, IAS (DIN: 09539484)
1.	Designation / Category of Directorship	Director (Administration)
2.	Date of Appointment	14 th March, 2022
3.	Age	43 Years (03/05/1979)
4.	Qualifications	IAS officer of 2007 batch. He has obtained Bachelor of Commerce, and also obtained ICWAI & Diploma in CFA.
5.	Experience / Brief Resume	Shri Ravi Shanakar, IAS is an IAS officer of 2007 batch with around 15 years of experience in public administration. Shri Ravi Shanakar, IAS presently hold additional charge as Chief Administrator, Statue of Unity, SOUADTGA, Narmada-Rajpipla and Chief Executive Officer & Commissioner (Rehabilitation), SSPA, Vadodara. Shri Ravi Shankar, IAS served at various senior positions with Government of Gujarat.
6.	Terms and Conditions of Appointment / Reappointment	As per Energy and Petrochemicals Department, Govt. of Gujarat Resolution No. GRC-14-2022-945-K dated. 09/06/2022.
7.	Remuneration last drawn (including sitting fees, if any)	Pay Scale of ₹. 1,38,500/ as per last pay certificate issued by SOUADTGA, Govt. of Gujarat.
8.	Remuneration proposed to be paid	As per Energy and Petrochemicals Department, Govt. of Gujarat, Resolution No. GRC-14-2022-945-K dated. 09/06/2022. pay scale of ₹. 1,23,100-2,15,900. As per Energy and Petrochemicals Department, Govt. of Gujarat, terms and conditions letter dated. 10/06/2022 pay scale of
9.	Shareholding in the Company as on March 31, 2022	Nil
10.	Relationship with other Directors, Managers & KMPs of the Company	Nil

11.	Number of meetings of the Board attended during the financial year 2021-22.	Nil (No meeting held after appointment)			
12.	Directorships of other Boards as on March 31, 2022	Sl. No.	Names of the companies/organization	Current Designation	Date of Appointment
		1.	Statue of Unity, SOUADTGA, Kevadia, Narmada	Chief Administrator	23/06/2021
13.	Membership / Chairmanship of Committees of other Boards as on March 31, 2022	Nil			

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

The Board commends the Ordinary Resolution set out in Item No.5 of the Notice for approval of the Members.

By Order of the Board

Date: 22/12 /2022
Place: Gandhinagar

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 **EIGHTEENTH ANNUAL GENERAL MEETING** of the Company to be held on Thursday, the 29th December, 2022 at the Conference Room, Energy & Petrochemicals Dept., Block No. 5, 5th Floor, New Sachivalaya, Gandhinagar-382010 and any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	
No.	Ordinary Business
1	Adoption of Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2022, 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 2022-23, 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. 2022-23 Ordinary Resolution
4	Appointment of Shri Jai Prakash Shivahare, IAS (DIN-07162392) as Director (continuing as Managing Director) – Ordinary Resolution
5	Appointment of Shri Ravi Shanakar, IAS (DIN-09539484) as Director (continuing as Director (Administration)) – Ordinary Resolution

Signed this _____ day of _____ 2022.

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.