

GUJARAT URJA VIKAS NIGAM LIMITED

NOTICE

Notice is hereby given that the Sixteenth 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 30th December, 2020 at 1.00 P.M. at the Conference Room, Energy & Petrochemicals Dept., Block No. 5, 5th Floor, Sachivalay, 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, 2020, 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 2020-21, 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. DGSM & 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 2020-21 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 2020-21.”

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 2020-21:

“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, 2021 (i.e. Financial Year 2020-21) at the remuneration of **Rs. 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.”

By Order of the Board
Sd/-

Date : 24-12-2020
Place : Vadodara

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 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 55th Meeting of the Audit Committee held on 05-08-2020 and as recommended by the Audit Committee, the Board of Directors of your Company has at its 100th Meeting held on 5th August, 2020 considered the recommendation and approved the said proposal for appointment of **M/s Santosh Jejurkar & Associates** 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, 2021 (i.e. Financial Year 2020-21) 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.

By Order of the Board

Sd/-

Parthiv Bhatt

Company Secretary

Date : 24 -12-2020

Place : Vadodara

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 **SIXTEENTH ANNUAL GENERAL MEETING** of the Company to be held on Wednesday , the 30th December,2020 at 1.00 PM at conference room, E&P Dept., Block 5, 5th Floor, Sachivalay, Gandhinagar 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, 2020, 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 2020-21, 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. 2020-21 – Ordinary Resolution |

Signed this _____ day of _____ 2020.

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.