



**GUJARAT INDUSTRIES POWER COMPANY LIMITED
VADODARA.**

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014

REMOTE E-VOTING STARTS ON	REMOTE E- VOTING ENDS ON
Wednesday, the 25th February, 2026	Thursday, the 26th March, 2026

Dear Shareholder(s),

NOTICE IS HEREBY GIVEN pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “**Act**”), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting (“**SS-2**”) and the relaxations and clarifications issued by Ministry of Corporate Affairs (“**MCA**”) vide General Circular No. No.14/2020 dated April 8, 2020 and No.17/2020 dated April 13, 2020 and other relevant circulars, including No.22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No.39/2020 dated December 31, 2020, No.10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021, No.3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and read with other relevant circulars including General Circular No. 03/ 2025 dated September 22, 2025 and subsequent circulars issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as the “**MCA Circulars**”) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) for seeking approval of the Shareholders of Gujarat Industries Power Company Limited (the “**Company**”) for the businesses set out hereunder through Postal Ballot by remote e-voting (“**Postal Ballot/ e-Voting**”).

The Company is desirous of seeking your consent for the proposal as contained in the Resolutions given hereinafter.

You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company not later than 5:00 p.m. IST on 26th March, 2026 failing which it will be strictly considered that no reply has been received from the member. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section “Instructions for voting through e-voting”.

The Board of Directors of the Company (the “**Board**”) has appointed CS Shailja Pandya, (Membership No. A37665, C.P. No. 14206), Practising Company Secretary, as Scrutinizer for scrutinizing the Postal Ballot only through e- Voting process in a fair and transparent manner.



In compliance with the Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is pleased to offer remote e-voting facility to all its members to cast their votes electronically. In terms of MCA Circulars, voting can be done only by remote e-voting. Hence, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.gipcl.com.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged Central Depository Services (India) Limited (CDSL), Registrar and Transfer Agents of the Company ("MUFG Intime India Private Limited (formerly known as "Link Intime India Private Limited)" or "RTA"), as the agency to provide e-Voting facility for its Shareholders.

The remote E-voting facility is available at the link: www.cdslevoting.com and commences from Wednesday, the 25th February, 2026 at 09.00 a.m. and concludes on Thursday, the 26th March, 2026 at 05.00 p.m. E-Voting module shall be disabled by CDSL for voting thereafter. Shareholders desiring to exercise their votes are requested to carefully read the "Information and Instructions relating to e-Voting" provided in the Notes to this Notice.

The Board of Directors of the Company now proposes to obtain the consent of the Members by way of Postal Ballot for the matters as considered in the Ordinary Resolutions ('Resolutions') appended below in accordance with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014. The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions are also annexed.

The Scrutinizer will submit her report to the Managing Director or Company Secretary of the Company after completion of scrutiny of the e-voting. The results of voting shall be declared within Two (02) working days from the conclusion of e-voting process and will be displayed along with the Scrutinizer's Report at the Registered Office of the Company, communicated to the Stock Exchanges (BSE Limited and National Stock Exchange of India Limited) and would also be uploaded on the Company's website: www.gipcl.com.

SPECIAL BUSINESS:

1. TO APPOINT SHRI SANJAY S. BHATT (DIN: 02025125) NOMINEE OF GUJARAT ALKALIES & CHEMICALS LIMITED (GACL), 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 149, 152 and 161 of the Companies Act, 2013 (the Act) and 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 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 Meetings held on 11th February, 2026 & 12th February, 2026 respectively, Shri Sanjay S. Bhatt (DIN: 02025125), who was appointed as an Additional Director, Nominee of Gujarat Alkalies and Chemicals Limited w.e.f. 12/02/2026 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 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Nominee Director of Gujarat Alkalies and Chemicals Limited (GACL) on the Board of the Company and shall be liable to retire by rotation."



2. TO APPROVE MATERIAL TRANSACTIONS TO BE ENTERED WITH RELATED PARTIES FOR THE FINANCIAL YEAR 2026-27.

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) read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Amendment Regulations, 2025, consent of the Members of the Company be and is hereby accorded to the following Material Related Party Transactions (RPTs) to be entered into, in the ordinary course of business at arms’ length price, for the Financial Year 2026-27, as recommended by the Audit Committee on 11th February, 2026 and noted /approved by the Board of Director on 12th February, 2026:

Sr.	Date of Contract / arrangement	Name of the Party	Name(s) of the Interested Director(s)	Relationship with Director/ Company / Nature of concern or interest	Principal terms and conditions	Estimated Amount of contract or arrangement FY 2026-27 Amount (Rs. In Lakhs)
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) Power Purchase Agreement (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	Gujarat Urja Vikas Nigam Limited	-	Promoter	Sale of Electricity (net of rebate on sales)	2,40,000.00



Sr.	Date of Contract / arrangement	Name of the Party	Name(s) of the Interested Director(s)	Relationship with Director/ Company / Nature of concern or interest	Principal terms and conditions	Estimated Amount of contract or arrangement FY 2026-27 Amount (Rs. In Lakhs)
	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. (ix) PPA dated October 24, 2017 for 75 MW Solar Power Plant. (x) PPA dated 28/08/2019 for 100 MW Solar Power Plant. (xi) PPA dated 11/08/2023 for procurement of Power from 600 MW Solar Project; and (xii) PPA dated 30/10/2023 for					



Sr.	Date of Contract / arrangement	Name of the Party	Name(s) of the Interested Director(s)	Relationship with Director/ Company / Nature of concern or interest	Principal terms and conditions	Estimated Amount of contract or arrangement FY 2026-27 Amount (Rs. In Lakhs)
	procurements of 500 MW Power under Bilateral mode from the Solar PV Project to be set up at RE Park Khavda.					
2	Memorandum of Understanding (MoU) dated 03/05/1989 for sale of Power from 145MW Gas Based Power Station and other Agreements / Contracts	Gujarat Alkalies & Chemicals Limited	Shri Sanjay S. Bhatt	Promoter	Sale of Electricity Water Charges & Purchase of Chemicals.	3,500.00
3	Memorandum of Understanding (MoU) dated 03/05/1989 for sale of Power from 145MW Gas Based Power Station and other Agreements / Contracts	Gujarat State Fertilizers & Chemicals Limited	Shri K S Badlani	Promoter	Sale of Electricity Water Charges & Purchase of Chemicals.	3,500.00

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matter, things and take all such steps as may be required, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the Members of the Company.”

By order of the Board of Directors
For GUJARAT INDUSTRIES POWER COMPANY LIMITED
Sd/-

SHALIN PATEL
COMPANY SECRETARY
(Membership No. – A22687)
Gujarat Industries Power Company Limited

Registered Office:
 P.O. Ranoli - 391 350, Dist. Vadodara, Gujarat – India.
CIN: L99999GJ1985PLC007868

Website: www.gipcl.com **Email:** cs@gipcl.com

Date: 20/02/2026



NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the Special Businesses to be transacted by the Postal Ballot, and statement of additional information as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and as per Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India (“ICSI”) is annexed and forms an integral part of the Notice.
2. In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appears in the Register of Members / List of Beneficial Owners maintained by the Company or its Registrar and Transfer Agent i.e. MUFG Intime India Private Limited (‘RTA’)(Formerly known as ‘ Link Intime India Private Limited’) or Depositories as at close of business hours on 20th February, 2026 (the ‘Cut-off date’) and whose e-mail IDs are registered with the Company or its RTA or with the Depository Participants (DPs) as on the Cut-off date. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
3. Members may note that this Notice will also be available on Company’s website www.gipcl.com, Stock Exchanges’ website (www.bseindia.com and www.nseindia.com) and on the website of Service Provider i.e. NSDL (www.evoting.nsdl.com) in compliance with the relevant Circulars.
4. In case of Member(s) who have not registered their e-mail IDs, are requested to please follow instructions to register their e-mail IDs for obtaining notice of postal ballot and login details of e-voting.
5. In accordance with the MCA & SEBI Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by submitting duly signed Investor Service Request Form ISR-1 along with supporting documents to **MUFG Intime India Private Limited** (Formerly known as ‘ Link Intime India Private Limited’) at vadodara@in.mpms.mufg.com, if the shares are held in physical form. The said form is available on RTA’s website i.e. <https://in.mpms.mufg.com/background.html>.
6. Members whose names appears in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. 20th February,2026 are eligible to vote on the resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. INSTRUCTIONS FOR REMOTE E-VOTING



PROCEDURE FOR 'E-VOTING':

CDSL e-Voting System - For Remote e-voting

1. 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 read with relevant circular dated September 19, 2024, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted. 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's agency. The facility of casting votes by a member is available using remote e-voting only.
2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 03/2025 dated September 22, 2025, the Postal Ballot Notice has been uploaded on the website of the Company at 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 and www.nseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the period of Postal Ballot) i.e. www.evotingindia.com.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Wednesday, the 25th February, 2026 and ends on Thursday, the 26th March, 2026 at 05:00 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 Friday, the 20th February, 2026 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 venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09/12/2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.



TYPE OF SHAREHOLDERS	LOGIN METHOD
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 21 09911.
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-4886 7000 and 022-2499 7000



Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

FOR PHYSICAL SHAREHOLDERS AND OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT.	
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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"> • 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- (ix) Click on the **EVSN 260220001** for the relevant Gujarat Industries Power Company Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory 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 (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

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 Company/ RTA email ID.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e- Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25 Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free No. 1800 21 09911.

Contact Details:

Company	Gujarat Industries Power Company Limited Regd. Office: P.O. Ranoli -391 350, District: Vadodara, Gujarat, India. Tel. No. 0265 -2232768 Fax No. 0265- 2230029 Email ID: investors@gipcl.com
Registrar and Transfer Agent (RTA)	MUFG Intime India Private Limited (Formerly known as 'Link Intime India Private Limited') Geetakunj,1, Bhakti Nagar Society, Behind ABS tower, Old Padra Road, Vadodara – 390015. Phone: 0265 - 3566 768 Email: vadodara@in.mpms.mufg.com
E-voting Agency	Central Depository Services (India) Limited
E-mail ID	helpdesk.evoting@cdslindia.com



EXPLANATORY STATEMENT

PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 & RULES FRAMED THEREUNDER

In conformity with the provisions of section 102 of the Companies Act, 2013, Secretarial Standard-2, and statement of additional information as required under applicable Rules and regulations, the following Explanatory Statement sets out all material facts relating to the Special Businesses mentioned in the Notice and should be taken as forming part of the Notice

Item No. 1

Pursuant to the provisions of Section 149, 152 and 161 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 Article 93 of the Articles of Association of the Company (AoA) as recommended by the Nomination and Remuneration Committee of Directors and the Board of Directors at their respective Meetings held on 11th February, 2026 & 12th February, 2026 respectively has appointed Shri Sanjay S. Bhatt (DIN:02025125) as an Additional Director of the Company, Nominee of Gujarat Alkalies and Chemicals Limited (GACL) with effect from 12/02/2026.

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 Sanjay S. Bhatt (DIN:02025125) as a Director of the Company and he shall be liable to retire by rotation.

Shri Sanjay S. Bhatt (DIN:02025125) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a 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. The Company has also received consent to act as a Director (DIR-2) and Declaration of Directorships in other Companies (DIR-8) from Shri Sanjay S. Bhatt (DIN:02025125). The Company has also received a Declaration from her confirming that he meets with the criteria as prescribed under Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Shri Sanjay S. Bhatt (DIN:02025125) fulfils the conditions for appointment as a Director and possess appropriate skills, experience and knowledge.

Brief resume of Shri Sanjay S. Bhatt (DIN:02025125) is annexed to this Notice as Annexure I.

The above statements may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolution at Item No. 01 as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Shri Sanjay S. Bhatt (DIN:02025125) is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No. 01 of the Notice.



Item No. 2

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).

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The proposed transactions with the related parties as mentioned in the resolution are at arm's length and in the ordinary course of business of the Company.

Further, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties required prior approval of the members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds the threshold specified in Schedule XII of the SEBI (LODR) Regulations, Fifth Amendments, 2025.

The term 'Materiality of transaction' has explained under the under Regulation 23(1) of the SEBI Listing Regulations, 2015, i.e. "Provided that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of these regulations' i.e. For entities with annual consolidated turnover up to Rs. 20,000 crores, materiality has been set at 10% of the annual consolidated turnover of the listed entity.

Accordingly, considering the previous year Annual Turnover of the Company for FY 2024-25 of Rs. 1,25,625.72 Lakhs 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 Turnover of the Company as per the Last Audited Financial Statements of the Company (Regulation 23 of the SEBI (LODR) Regulations, 2015), the 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.

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 Turnover of the Company.

Your Directors recommend the Resolutions at Item Nos. 02 as an Ordinary Resolution.



Details of information to be provided to the Members for consideration of Related Party Transactions under the Companies Act, 2013 and as per SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18, dated 14th February, 2025 regarding “Industry Standards on “Minimum Information to be provided for review of the Audit Committee and Shareholders for approval of a Related Party Transaction” are enclosed in Annexure II which forms part of this Notice.

The Board is of the opinion that Resolution stated in the accompanying Notice is pursuant to the Power Purchase Agreements and in the best interest of the Company and its Members and hence, recommends the Resolution for approval by the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company and their relatives, except Shri K S Badlani (DIN: 10237996) & Shri Nitin Chandrashanker Shukla (DIN: 014439) representing the related parties, is / are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.02 of the Notice.



ANNEXURE I

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

NAME OF THE DIRECTOR	SHRI SANJAY S. BHATT
DIN	02025125
DATE OF BIRTH	10/04/1972
DATE OF APPOINTMENT	12/02/2026
QUALIFICATIONS	<ul style="list-style-type: none"> - Masters in Commerce & Bachelor of Law from M S University of Vadodara - Fellow Member of Institute of Company Secretaries of India - Associate Member of Institute of Cost & Management Accountants of India - Fellow Member of Chartered Governance Institute of UK & Ireland
NATURE OF EXPERTISE / EXPERIENCE	<p>Mr. Sanjay S. Bhatt has more than 30 years of working experience with various organizations working at senior level positions. Apart from his core area as Company Secretary, he has also worked in field of Legal, Cost and Management Accounting, Management Services, Finance, Corporate Communications, CSR and HR. He has successfully negotiated and finalized various JV Agreements, Technology Supply Agreements with various foreign parties and other important business Agreements.</p> <p>He has worked with various well-known organizations like Torrent Group, Reliance Group and Alembic Group of Companies.</p> <p>Currently, he is working as Company Secretary & Executive Director (Legal, CC & CSR) with Gujarat Alkalies and Chemicals Limited, a Company promoted by Government of Gujarat for last 15 years. He heads Secretarial, Legal, Corporate Communications, and CSR Departments in GACL. He is Director of Aditya Birla Renewables SPV 4 Limited. He had also served as Director in GACL-NALCO Alkalies and Chemicals Private Limited. He is also working as Secretary of GACL Foundation Trust, a CSR arm of GACL. In his past career, he held Directorships in various group companies of Alembic Group</p>
NAMES OF LISTED ENTITIES IN WHICH DIRECTORSHIP IS HELD	NIL
NAMES OF LISTED ENTITIES FROM WHICH RESIGNED IN THE PAST THREE YEARS	NIL



NAME OF THE DIRECTOR	SHRI SANJAY S. BHATT
NAMES OF LISTED ENTITIES IN WHICH MEMBERSHIP OF COMMITTEES OF THE BOARD IS HELD	NA
NO. OF SHARE HELD	NIL
NO. OF BOARD MEETING ATTENDED	NONE
RELATIONSHIP WITH OTHER DIRECTORS/KMP	NA



ANNEXURE - II

Details of the material related party transactions between GIPCL and GUVNL are presented for shareholders' approval, while the related party transactions between GIPCL and GACL & GSFC are provided for the kind information of the shareholders.

SN	Description	Details		
Details of the related party and transactions with the related party				
A (1). Basic details of the related party				
1.	Name of the related party	Gujarat Urja Vikas Nigam Limited	Gujarat State Fertilizers & Chemicals Limited.	Gujarat Alkalies & Chemicals Limited
2.	Country of incorporation of the related party	India	India	India
3.	Nature of business of the related party	Purchase and sale of electricity	Production and Marketing of Fertilizers and Industrial Chemicals	Manufacturing and selling Industrial Chemicals
A (2). Relationship and ownership of the related party				
4.	Relationship between the listed entity/subsidiary [1] (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Promoter Shareholder having common Directors	Promoter Shareholder having common Directors	Promoter Shareholder having common Directors
	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA	NA	1103360 Shares (1.50%)
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	NA	NA	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	38384397 Shares (24.73%)	24345162 Shares (15.68%)	25071358 Shares (16.15%)
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party			



SN	Description	Details		
	has control [2]. While calculating indirect shareholding, shareholding held by relatives shall also be considered.			
A (3) Details of previous transactions with the related party				
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	121092.18 (118335.43 -Sale of Electricity Energy, 1240.57- Rebate on Sales & 1516.18 - Dividend Paid)	NIL	38.47 (20.29 – Water Charges and 18.18 - Material procurements & Other)
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (upto 31.12.2025)	101352.12	1218.12	1232.03
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA	NA	NA
A (4) Amount of the proposed transaction(s)				
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs.2400 Crores	Rs.35 Crores	Rs.35 Crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	190.97% *	2.79%	2.79%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately	NA	NA	NA



SN	Description	Details		
	preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)			
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	3.43%	0.37%	0.86%
6	Financial performance of the related party for the immediately preceding financial year:			
	Particulars	FY 2024-25 (Rs. Lakhs)	FY 2024-25 (Rs. Lakhs)	FY 2024-25 (Rs. Lakhs)
	Turnover	6997191.99	942871.33	407291.24
	Profit After Tax	200180.06	57318.43	1581.83
	Net worth	4208974.05	1200483.41	602638.79
	Explanation: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.			
	*As new Plants Commissioned in current Financial year 2025-26 and to be commissioned in ensuing financial year 2026-27.			
A (5) Basic details of the proposed transaction				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Electricity, Bills Discounting charges, Rebate on sales – All transactions arising from PPAs.	Sale of Electricity, Water charges and Material Procurement.	Sale of Electricity, Water charges for joint water scheme as per Agreement and Material Procurement.
2	Details of each type of the proposed transaction			
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months	12 Months	12 Months
4	Whether omnibus approval is being sought?	Yes	Yes	Yes



SN	Description	Details		
5	Value of the proposed transaction during a financial year. (FY 2026-27)	Rs. 2400 Crores	Rs. 35 Crores	Rs. 35 Crores
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The transactions are continuous and not specific one-time transaction. Hence the breakup of the same cannot be derived.	The transactions are continuous and not specific one-time transaction. Hence the breakup of the same cannot be derived.	The transactions are continuous and not specific one-time transaction. Hence the breakup of the same cannot be derived.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The transaction are being carried out as per the terms and conditions of the PPA with GUVNL.	The transactions are being carried out as per the terms and conditions of the MOU cum Power Sharing Agreement, and Agreement of water charges with GSFC.	The transactions are being carried out as per the terms and conditions of the MOU cum Power Sharing Agreement, and Agreement of water charges with GACL.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	NA	NOMINEE DIRECTOR	INDEPENDENT DIRECTOR & NOMINEE DIRECTOR
	a. Name of the director / KMP	NA	Shri K S Badlani	Shri Nitin Shukla & Shri Sanjay S. Bhatt
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NA	NIL	NIL



SN	Description	Details		
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA	NA	NA
9	Other information relevant for decision making.	NA	NA	NA

By order of the Board of Directors
For GUJARAT INDUSTRIES POWER COMPANY LIMITED
Sd/-
SHALIN PATEL
COMPANY SECRETARY
(Membership No. – A22687)
Gujarat Industries Power Company Limited
Registered Office:
P.O. Ranoli - 391 350, Dist. Vadodara, Gujarat – India.
CIN: L99999GJ1985PLC007868
Website: www.gipcl.com Email: cs@gipcl.com
Date: 20/02/2026