FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]

सत्यमेव जयते

Annual Return

Form language (•) English ( ) Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company U40102GJ2003SGC042907 Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company AADCM7439H

(ii) (a) Name of the company MADHYA GUJARAT VIJ COMPA

(b) Registered office address

SARDAR PATEL VIDYUT BHAVAN
RACE COURSE
VADODARA
Gujarat
390007

(c) *e-mail ID of the company cs.mgvcl@gebmail.com

(d) *Telephone number with STD code 02652310583

(e) Website www.mgvcl.com

(iii) Date of Incorporation 15/09/2003

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	State Government Company

(v) Whether company is having share capital (•) Yes ( ) No

(vi) *Whether shares listed on recognized Stock Exchange(s) ( ) Yes (•) No

(b) CIN of the Registrar and Transfer Agent Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM 20/12/2019

(b) Due date of AGM 30/09/2019

(c) Whether any extension for AGM granted ◉ Yes ○ No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension R05862537 Pre-fill

(e) Extended due date of AGM after grant of extension 30/12/2019

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Gujarat Urja Vikas Nigam Limit	U40109GJ2004SGC045195	Holding	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	500,000,000	425,505,616	425,505,616	425,505,616
Total amount of equity shares (in Rupees)	5,000,000,000	4,255,056,160	4,255,056,160	4,255,056,160

Number of classes: 1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	500,000,000	425,505,616	425,505,616	425,505,616
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	5,000,000,000	4,255,056,160	4,255,056,160	4,255,056,160

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes: 0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	400,689,601	4,006,896,010	4,006,896,010	

Increase during the year	24,816,015	248,160,150	248,160,150	1,604,340,530
i. Pubic Issues	0	0	0	0
ii. Rights issue	24,816,015	248,160,150	248,160,150	1,604,340,530
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	425,505,616	4,255,056,160	4,255,056,160	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares) 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media] ○ Yes ○ No ○ Not Applicable

Separate sheet attached for details of transfers ○ Yes ○ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,457,391,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			484,373,000
Deposit			0
Total			1,941,764,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 60,723,351,682

(ii) Net worth of the Company 20,175,937,988

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference

		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	425,505,616	100	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	425,505,616	100	0	0

Total number of shareholders (promoters) 10

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters) 0

Total number of shareholders (Promoters+Public/ Other than promoters) 10

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	10	10
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. **Promoter**	1	6	1	5	0	0
B. Non-Promoter	0	0	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	8	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Pankaj Harischandra Jo	01532892	Nominee director	0	30/08/2019
Rajesh KR Manjhu	06904033	Managing Director	0	31/08/2019
Dayalan Thara	01911714	Nominee director	0	29/07/2019
Shersingh Bhagwanarai	02470485	Nominee director	0	01/11/2019
Chanddravadan Joseph	03596652	Nominee director	0	
Kiritkumar Mohanlal Bhı	07808731	Nominee director	0	
PRAFUL HARDEVRAI I	00020411	Director	0	
SUNIL SHARMA	06781655	Director	0	
SATISHKUMAR KANTI	08262317	Director	0	
Kamlesh Ratilal Shah	AFBPS6010C	CFO	0	30/09/2019
Vitthal Maruti Chavan	AHVPC3216G	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mitesh Bhanukant Parik	07086891	Nominee director	31/07/2018	Cessation
Chanddravadan Joseph	03596652	Nominee director	15/09/2018	Cessation
Chanddravadan Joseph	03596652	Nominee director	23/10/2018	Appointment
Ketan Madhukant Antar	ABIPA4728Q	Company Secretar	31/12/2018	Cessation
Vitthal M Chavan	AHVPC3216G	Company Secretar	15/02/2019	Appointment
Praful Rana	00020411	Director	06/11/2018	Appointement
Satishkumar Joshi	08262317	Director	06/11/2018	Appointment
Sunil Sharma	06781655	Director	06/11/2018	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held: 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/12/2018	10	6	99.99

B. BOARD MEETINGS

*Number of meetings held: 7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/06/2018	7	5	71.43
2	21/07/2018	7	5	71.43
3	15/09/2018	5	3	60
4	20/09/2018	5	4	80
5	06/11/2018	6	5	83.33

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	21/12/2018	9	5	55.56
7	25/02/2019	9	6	66.67

C. COMMITTEE MEETINGS

Number of meetings held: 3

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Commite	21/12/2018	4	2	50
2	CSR Commite	21/12/2018	4	3	75
3	Audit Committ	25/02/2019	4	3	75

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	20/12/2019 (Y/N/NA)
1	Pankaj Harisc	7	7	100	0	0	0	Not Applicable
2	Rajesh KR Ma	7	6	85.71	1	1	100	Not Applicable
3	Dayalan Thara	7	0	0	0	0	0	Not Applicable
4	Shersingh Bha	7	6	85.71	0	0	0	Not Applicable
5	Chanddravada	6	2	33.33	2	1	50	No
6	Kiritkumar Mol	7	7	100	0	0	0	No
7	PRAFUL HAR	3	2	66.67	3	3	100	Yes
8	SUNIL SHARI	3	1	33.33	3	1	33.33	No
9	SATISHKUMA	3	2	66.67	3	2	66.67	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajesh Manjhu	Managing Direct	1,973,213	0	0	195,521	2,168,734
	Total		1,973,213	0	0	195,521	2,168,734

Number of CEO, CFO and Company secretary whose remuneration details to be entered: 3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Kamlesh R Shah	CFO	3,879,180	0	0	0	3,879,180
2	Ketan M Antani	CS	4,596,023	0	0	0	4,596,023
3	Vitthal M Chavan	CS	135,379	0	0	0	135,379
	Total		8,610,582	0	0	0	8,610,582

Number of other directors whose remuneration details to be entered: 3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Praful Rana	Independent Dir	0	0	0	35,000	35,000
2	Satishkumar Joshi	Independent Dir	0	0	0	25,000	25,000
3	Sunil Sharma	Independent Dir	0	0	0	15,000	15,000
	Total		0	0	0	75,000	75,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

◉ Yes ○ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name: Sandip Shuka

Whether associate or fellow: ○ Associate ◉ Fellow

Certificate of practice number: 3335

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 81.04/959 dated 05/07/2014 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director: TUSHARKUMAR YASHVANTRAY BHATT

DIN of the director: 08618658

To be digitally signed by VITTHAL MARUTI CHAVAN

◉ Company Secretary

○ Company secretary in practice

Membership number: 23231

Certificate of practice number:

Attachments

1. List of share holders, debenture holders — Attach
2. Approval letter for extension of AGM; — Attach
3. Copy of MGT-8; — Attach
4. Optional Attachement(s), if any — Attach

List of attachments

List of shareholders 31032019.pdf
Approval letter for extention of AGM.pdf
Further extension approved by ROC.pdf
MGT 8 31032019 MGVCL.pdf

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

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GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

RoC Bhavan, Opp Rupal Park Society Behind Ankur Bus Stop, Ahmedabad, Gujarat, India, 380013

DATED : 12-09-2019

IN THE MATTER OF M/S MADHYA GUJARAT VIJ COMPANY LIMITED CIN U40102GJ2003SGC042907

AND

IN THE MATTER OF EXTENSION UNDER SECTION 96(1) OF THE COMPANIES ACT, 2013

The Company has closed its accounting year on 31-03-2019 and the Annual general meeting of the company is due to be held on 30-09-2019 as per requirements of section 96 of the Companies Act, 2013. The company has made an application vide SRN H86651346 on 04-09-2019 requesting for an extension of time for the purpose of holding AGM on the following grounds

due to pending audit report before the C & AG

Keeping in view, the aforesaid circumstances due to which company cannot hold its Annual General Meeting on time, extension 01 months 15 days is considered.

ORDER

Under the power vested in the undersigned by virtue of section 96(1) read with second proviso attached thereto extension of 01 months 15 days is hereby granted. However, the company is hereby advised to be careful in future in compliance of the provisions of the Companies Act, 2013.

DS MINISTRY OF CORPORATE AFFAIRS 05

Yours faithfully,

MANOJA KUMAR SAHU

Registrar of Companies

RoC - Ahmedabad

Mailing Address as per record available in Registrar of Companies office:

MADHYA GUJARAT VIJ COMPANY LIMITED
SARDAR PATEL VIDYUT BHAVAN, RACE COURSE, VADODARA, Gujarat, India, 390007

Note: This letter is to be generated only when the application is approved by RoC office

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GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

RoC Bhavan, Opp Rupal Park Society Behind Ankur Bus Stop, Ahmedabad, Gujarat, India, 380013

DATED : 25-10-2019

IN THE MATTER OF M/S MADHYA GUJARAT VIJ COMPANY LIMITED CIN U40102GJ2003SGC042907

AND

IN THE MATTER OF EXTENSION UNDER SECTION 96(1) OF THE COMPANIES ACT, 2013

The Company has closed its accounting year on 31-03-2019 and the Annual general meeting of the company was due to be held on 30-09-2019 as per requirements of section 96 of the Companies Act, 2013. The company has made an application vide SRN R05862537 on 18-10-2019 requesting for an extension of time for the purpose of holding AGM on the following grounds

As reason mentioned in the application requesting for further extension of time for holding AGM. The extension has been granted.

Keeping in view, the aforesaid circumstances due to which company cannot hold its Annual General Meeting on time, extension 01 months 15 days is considered.

ORDER

Under the power vested in the undersigned by virtue of section 96(1) read with second proviso attached thereto extension of 01 months 15 days is hereby granted. However, the company is hereby advised to be careful in future in compliance of the provisions of the Companies Act, 2013.

DS MINISTRY OF CORPORATE AFFAIRS 05

Yours faithfully,

MANOJA KUMAR SAHU

Registrar of Companies

RoC - Ahmedabad

Mailing Address as per record available in Registrar of Companies office:

MADHYA GUJARAT VIJ COMPANY LIMITED
SARDAR PATEL VIDYUT BHAVAN, RACE COURSE, VADODARA, Gujarat, India, 390007

Note: This letter is to be generated only when the application is approved by RoC office

LIST OF SHAREHOLDERS OF THE COMPANY

[AS ON 31/03/2019]

Sr. No.	L/F No.	Name and address of the Eq. Share holder	No. of Shares
1	18	Gujarat Urja Vikas Nigam Limited Sardar Patel Vidyut Bhavan, Race Course, VADODARA : 390 007	42,55,05,526
2	19	N.A. Patel Nominee of Gujarat Urja Vikas Nigam Ltd. 39, Kamdhenu Society, Nizampura, VADODARA	10
3	28	K. P. Jangid Nominee of Gujarat Urja Vikas Nigam Ltd. B-1/4, Vidyutnagar, Old Padra Road, Vadodara.	10
4	29	Jaimin N Pancholi Nominee of Gujarat Urja Vikas Nigam Ltd. SA/41, Jay Ambe Society, Near Laxmi Narayan Society, Behind Mother's School, Gotri, Vadodara - 390005	10
5	30	Shailaja V Vachhrajani, Nominee of Gujarat Urja Vikas Nigam Ltd. 11/B, Sarabhai Society, Opp. Asopalav Flats, Gotri Road, Baroda -	10

MADHYA GUJARAT VIJ CO. LTD.

MGVCL

6	36	Shri S. B. Khyalia Nominee of Gujarat Urja Vikas Nigam Ltd. A-1, Bungalow, Vidyutnagar Colony, Old Padra Road, Vadodara - 390 015.	10
7	37	Shri Nilesh C. Munshi Nominee of Gujarat Urja Vikas Nigam Ltd. 8, Sakal Apartment, B/H Sabri School, Near Akhand Anand Soc., Vasna Road. Vadodara.	10
8	38	Shri Kamlesh R. Shah Nominee of Gujarat Urja Vikas Nigam Ltd. Flat No.301-A, SuryakiranFlats,, Above Pragati Bank,Tagore Nagar,Old Padra Road, Vadodara, 390015.	10
9	39	Shri Shubhadeep Sen Nominee of Gujarat Urja Vikas Nigam Ltd. B-1/3, Vidyutnagar Colony, Old Padra Road, Vadodara.	10
10	40	Shri Pankaj Joshi, IAS, Nominee of Gujarat Urja Vikas Nigam Ltd.	10
		TOTAL	42,55,05,616

for MADHYA GUJARAT VIJ COMPANY LIMITED

Date : 22/01/2020
Place : Vadodara

MADHYA GUJARAT VIJ CO. LTD.

COMPANY SECRETARY
Vitthal Chavan
ACS : A23231

SANDIP K SHUKLA
M.COM., LL.B., FCS, AICWA, CAIIB, ACIS (UK), IPR – Geneva
PRACTISING COMPANY SECRETARIES
2nd Floor, City Complex, Opp: Golden Silver Apartment, Subhanpura, Vadodara-390023
Email: cajyot@gmail.comsandip_k_shukla@yahoo.co.in
(M) 9825087084 (O) 2398276 (R) 2397682

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rules 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of ***MADHYA GUJARAT VIJ COMPANY LIMITED (CIN U40102GJ2003SGC042907)*** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31.03.2019**. In my opinion and to the best of my information and according to examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year, the Company has complied with the provisions of the Act & Rules made there under in respect of:

1. Its status under the Act – State Government Public Limited Company having Share Capital and has maintained the same status during the period under review.

2. The Company has maintained registers / records and made entries therein within the prescribed time.

3. The Company has filed forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time. Except CHG-4 in respect of Satisfaction of charge for which the Company has obtained approval of condonation of delay for satisfaction of charge in respect of loan of Rs. 100 crore of Bank of Baroda.

UDIN number F002386B000092333

4. The Company has called/ convened/ held meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book/ registers maintained for purpose and the same have been signed. No resolutions were passed by postal ballot

5. The Company was not required to close the Register of Members / Security holders.

6. The Company has not advanced any loans to its directors and/or persons or firms or companies referred in section 185 of the Act

7. All contracts / arrangements with related party as specified in Section 188 of the Act for the year were at arm's length basis and were in the ordinary course of business. The Company has adopted a Related Party Transactions Policy and Procedure. All related party transactions were placed before the Board/Audit Committee. Omnibus approval was obtained for transactions which are of repetitive nature.

8. The Company has allotted 10,83,333 Equity Shares of Rs.10/- each at a premium of Rs 62/- per share on rights basis on 13/04/2018 and 1,55,14,232. Equity Shares of Rs.10/- each at a premium of Rs 62/- per share on rights basis on 07/07/2018 and 82,18,450 Equity Shares of Rs.10/ each at a premium of Rs 70/- per share on rights basis on 18/03/2019. There was no transfer of equity shares during year under review. There was no transmission or buy back any shares / securities nor redeemed any preference shares or debentures/ altered or effected reduction of share capital / conversion of share / securities during the aforesaid financial year.

9. There were no instances in which the Company was required to keep in abeyance the right to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.

10. During the aforesaid financial year, the Company has not declared / paid any dividend. The Company was not required to transfer unpaid/unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.

11. The Company has signed Audited Financial Statement as per the provision of Section 134 of the Act and Report of Director as per sub-sections (3) ,(4) and (5) thereof;

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12. The Board of Directors is properly constituted the appointments and remuneration of Directors, Managing Director and Key Managerial Personnel and cessations have been duly made in compliance with the Act, Rules made there under read with directives of Govt. of Gujarat issued from time to time. The Directors have disclosed their interest in other entities for the period under review. During the year under review, as per letter no. GUV-1108-3747-K dated 05/10/2018 of Government of Gujarat received through GUVNL vide its letter no. GUVNL/CS/Ind. Directors/2018/560 dated 09/10/2018, three independent directors have been appointed for period of two years.

13. The Company is a State Government Company and hence as per the provisions of Section 139(5) of the Act, the appointment / re-appointment / filling up Casual Vacancies of Auditors is made by the Comptroller and Auditor General of India (C&AG)

14. There was no instance occurred during the year which require approvals to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the provisions of the Act. However, the Company had applied to the Registrar of Companies for extension of time for holding the Annual General Meeting pursuant to Section 96(1) of the Act, and the same was approved / granted. Further, the Company has obtained approval of condonation of delay for satisfaction of charge in respect of loan of Rs. 100 crore of Bank of Baroda.

15. The Company has neither accepted nor renewed any Deposits falling within the purview of Deposit defined under Chapter-V the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

16. There were no borrowings from Directors or members. The borrowings from Financial Institutions and Banks are made within the limits approved U/s 180 of the Companies Act, 2013 by the shareholders at their Extra-ordinary General Meeting held on 08/09/2014 and the Company has created / modified/ charges in that respect wherever applicable as per the provisions of the Act..

17. The company is engaged in the distribution of power which is covered under the exemption provided under Section 186(11) of the Act.

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18. The Company has not altered the provisions of the Memorandum of Association of the company during the year.

Signature of PCS:

Place : Vadodara
Date : 24/01/2020

Name : **SANDIP K SHUKLA**
COP No. : **3335**

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