



GUJARAT INDUSTRIES POWER COMPANY LIMITED
P O PETROCHEMICALS – 391 346, DISTRICT VADODARA
PHONE NOS: 2232768 / 2232213 / 2230159, FAX NO: (0265) 2230473
Email : csacshah@gipcl.com Website : www.gipcl.com
CIN – L99999GJ1985PLC007868

SEC/CL.49/Q3/14-15/14/

15th January, 2015.

E-mail / Courier

Vadodara Stock Exchange Limited 3 rd Floor, Fortune Tower, Sayajigunj, Vadodara – 390 005.	BSE Limited (Listing Dept.) Sir Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400 001.	National Stock Exchange of India Ltd. Exchange Plaza, 5 th fl. Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051.
National Securities Depositories Ltd. Trade World, 4 th floor Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.	Central Depository Services of India Ltd. 16 th floor, Sir P J Towers, Dalal Street, Fort, Mumbai – 400 001.	

Dear Sir,

Sub. : Quarterly Compliance Report as per Cl.- 49 – Corporate Governance - for the
Quarter ended on 31st December, 2014.

With reference to the above subject enclosed please find herewith the Status cum
Quarterly Compliance Report as required in terms of Clause 49 of the Listing
Agreement in respect of the Quarter ended on 31st December, 2014.

Please find the same in order and take on your records.

Thanking You.

Yours Faithfully

For Gujarat Industries Power Co. Ltd.

(CS A C Shah)
Company Secretary & DGM (Legal)



Encl. As above

Annexure – XI to the Listing Agreement**Format of Quarterly Compliance Report on Corporate Governance**

Name of the Company: Gujarat Industries Power Company Limited

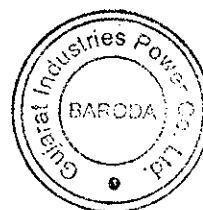
Quarter ended on: 31st December, 2014.

Particulars	Clause of Listing agreement	Compliance status Yes / No/ N.A.	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49(IIA)	NO	The Company is in the process of identifying and appointing Independent Directors and expects to comply by March 2015.
(B) Independent Directors	49(IIIB)	YES	-
(C) Non-Executive Directors' compensation & disclosures	49(IIC)	YES	-
(D) Other provisions as to Board and Committees	49(IID)	YES	-
(E) Code of Conduct	49(IIE)	YES	-
(F) Whistle Blower Policy	49(IIF)	YES	-
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49(IIIA)	YES	-
(B) Meeting of Audit Committee	49(IIIB)	YES	-
(C) Powers of Audit Committee	49(IIIC)	YES	-
(D) Role of Audit Committee	49(IIID)	YES	-
(E) Review of Information by Audit Committee	49(IIIE)	YES	-
IV. Nomination and Remuneration Committee	49(IV)	YES	-
V. Subsidiary Companies	49(V)	YES	GIPCL has a wholly owned subsidiary Company viz. GIPCL Projects & Consultancy Company Ltd. (GIPCO) having CIN U74999GJ2012PLC071761.
VI. Risk Management	49(VI)	YES	-
VII. Related Party Transactions	49(VII)	YES	-
VIII. Disclosures	49(VIII)		
(A) Related party transactions		YES	-
(B) Disclosure of Accounting Treatment		N.A.	Will be complied with in the next Annual Report.
(C) Remuneration of Directors		N.A.	Will be complied with in the next Annual Report.
(D) Management		N.A.	Will be complied with in the next Annual Report.
(E) Shareholders		YES	-
(F) Disclosure of resignation of directors		YES	-
(G) Disclosure of formal letter of appointment		YES	-
(H) Disclosures in the Annual Report		YES	Will be complied with in the next Annual Report.
(I) Proceeds from public issues, rights issues, preferential issues etc.		N.A.	-
XI. CEO / CFO Certification	49(XI)	N.A.	Will be complied with in the next Annual Report.
X. Report on Corporate Governance	49(X)	YES	-
XI. Compliance	49(XI)	N.A.	-

FOR GUJARAT INDUSTRIES POWER CO. LTD.



(CS A C Shah)
Company Secretary & DGM (Legal)
(Compliance Officer)



Note: Particulars at Sr. no. VIII (G), (H) and (I) are not available in the form not provided on the NSE portal of NSE.