



GUJARAT INDUSTRIES POWER COMPANY LIMITED

Regd. Office: P.O. Petrochemicals – 391 346, Dist. Vadodara (Gujarat).

Tel. No. 0265-2232768, Fax No.: 0265-2230029

Email: udaykumar.tanna@gipcl.com Website: www.gipcl.com

CIN – L99999GJ1985PLC007868.

SEC/REG.27/CG_Q1/FY2019-20/

Date: 10th July, 2019.

| | |
|---|--|
| BSE Limited (Listing Dept.) Sir Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400 001. | National Stock Exchange of India Ltd. Exchange Plaza, 5th floor Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051. |
|---|--|

Scrip Code: 517300

Scrip Symbol: GIPCL EQ.

Dear Sir,

Sub.:Corporate Governance Compliance Report pursuant to the Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the Quarter ended on 31st March, 2019.

With reference to the above subject, enclosed herewith is the Corporate Governance Compliance Report as required in terms of Regulation 27 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the First Quarter of Financial Year 2019-20 ended on 30th June, 2019.

The above is for your record and necessary action, if any.

Thanking you,

Yours faithfully,

For Gujarat Industries Power Company Limited

(CS Udaykumar K. Tanna)
Company Secretary and
Compliance Officer



Encl.: as above.



GUJARAT INDUSTRIES POWER COMPANY LIMITED

Regd. Office: P.O.: Petrochemicals – 391 346, Dist. Vadodara (Gujarat)

Tel. No. 0265 2232768 Fax No. 0265 2230029

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ANNEXURE I

Format to be submitted by listed entity on quarterly basis

(Pursuant to Regulation 27 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity: **GUJARAT INDUSTRIES POWER COMPANY LIMITED** – BSE Scrip Code: 517300
NSE Symbol: GIPCL EQ

2. Quarter ending : 30th June, 2019.

| I. Composition of Board of Directors | | | | | | | | |
|--------------------------------------|-----------------------------------|-----------------------|--|--|-----------|---|---|---|
| Title (Mr / Ms) | Name of the Director | PAN\$ & DIN | Category (Chairperson /Executive/N on-Executive/in dependent/ Nominee) & | Date of Appointment in the current term/ cessation | Tenure* | No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Prof. | Shekhar Chaudhuri | ABMPC8938J & 00052904 | Independent - Non Executive | 19/09/2015 | 45 months | 01 | 01 | - |
| Dr. | Kirankumar Manharlal Joshi | ABCPJ3974F & 00501563 | Independent- Non Executive | 19/09/2015 | 45 months | 01 | - | 02 |
| Mr. | Satyanarayan Banwarilal Dangayach | AAQPD7228M & 01572754 | Independent- Non Executive | 19/09/2015 | 45 months | 02 | 02 | - |
| Dr. | Babulal Ambaram Prajapati | ACEPP0582G & 01431661 | Independent- Non Executive | 19/09/2015 | 45 months | 01 | 01 | - |



| | | | | | | | | |
|------|-------------------------------|-----------------------|-------------------------------|------------|-----------|----|----|---|
| Mr. | Narendra Nath Misra | AAAPM0327Q & 00575501 | Independent-Non Executive | 13/10/2015 | 44 months | 01 | - | - |
| Mr. | Prem Kumar Gera, IAS | AATPG0400D & 05323992 | Nominee-Non Executive | 01/03/2016 | NA | 02 | 02 | - |
| Mr. | Vishvesh Vyomesh Vachharajani | AAUPV3594Q & 00091677 | Nominee-Non Executive | 28/03/2016 | NA | 01 | - | - |
| Mr. | Pankaj Joshi, IAS | ADXPJ1749F & 01532892 | Nominee-Non-Executive | 20/10/2016 | NA | 02 | - | - |
| Mr. | Milind Shivaram Torawane, IAS | ACZPT5173A & 03632394 | Nominee-Non- Executive | 15/07/2017 | NA | 02 | - | - |
| Mrs. | Vatsala Vasudeva, IAS | ABIPV3279R & 07017455 | Managing Director – Executive | 20/08/2018 | NA | 01 | 01 | - |
| Mr. | Prabhat Singh | AAMPS3180R & 03006541 | Independent-Non Executive | 30/09/2018 | 09 months | 02 | - | - |

§PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee)§ |
|--|---|---|
| 1. Audit Committee | Dr. K M Joshi Prof. Shekhar Chaudhuri Dr. B A Prajapati Shri S B Dangayach | Independent Director - Chairman of the Committee Independent Director Independent Director Independent Director |
| 2. Nomination & Remuneration Committee | Dr. K M Joshi Shri P K Gera, IAS Dr. B A Prajapati CS Vachharajani | Independent Director - Chairman of the Committee Nominee Director –Non Executive Director Independent Director Nominee Director – Non Executive Director |
| 3. Risk Management Committee (if applicable) | NA | NA |



| | | |
|--|---|---|
| 4. Stakeholders' Relationship Committee | Dr. K M Joshi CS Vachharajani Smt. Vatsala Vasudeva, IAS | Independent Director- Chairman of the Committee Nominee Director – Non Executive Executive Director |
| 5. Corporate Social Responsibility Committee | Smt. Vatsala Vasudeva, IAS Dr. K M Joshi Shri S B Dangayach | Executive Director, Chairperson of the Committee Independent Director Independent Director |

[&]Category of directors means executive/non-executive/independent / Nominee. If a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| 11/02/2019 | 24/04/2019 17/05/2019 26/06/2019 | 71 days 22 days 39 days |

IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of Meeting of the Committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|---|---|---|
| <u>Audit Committee</u> 24/04/2019 17/05/2019 | Yes. | 11/02/2019 | 71 days 22 days |

* This information has to be mandatorily given for audit committee, for rest of the Committees giving this information is optional.

V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA) ^{refer note below} |
|--|---|
| Whether prior approval of Audit Committee obtained | YES |
| Whether shareholder approval obtained for material RPT | YES |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | YES. |



Note:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Yes**.
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Yes**.
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders' Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities) – **N.A.**
 - e. Corporate Social Responsibility Committee.
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the Board Meeting held on **08/02/2018 and by e-mails on 18/05/2018 & 02/08/2018**.
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Yes**.
5. This Report will be placed before the Board in the forthcoming Board Meeting and the Report submitted in the previous quarter has been placed before Board of Directors at its Meeting held on **11/02/2019**.
6. Any comments / observations / advice of Board of Directors may be mentioned here: **NIL**.

FOR GUJARAT INDUSTRIES POWER COMPANY LIMITED



CS Udaykumar K Tanna
Company Secretary & Compliance Officer



Date : 10th July, 2019.

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.