

<b>General information about company</b>	
Scrip code	517300
NSE Symbol	GIPCLEQ
MSEI Symbol	
ISIN	INE162A01010
Name of the entity	GUJARAT INDUSTRIES POWER COMPANY LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																
Whether the listed entity has a Regular Chairperson																
Yes																
Whether Chairperson is related to MD or CEO																
No																
Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)
CHAR UDHURI		00052904	Non-Executive - Independent Director	Not Applicable		04-08-1951	NA		19-09-2015			54	1	1	184	186
ANKUMAR HARLAL II		00501563	Non-Executive - Independent Director	Not Applicable		24-10-1956	NA		19-09-2015			54	1	0	185	187
ANARAYAN WARILAL GAYACH		01572754	Non-Executive - Independent Director	Not Applicable		21-08-1952	NA		19-09-2015			54	3	3	192	189
ULAL ARAM APATI		01431661	Non-Executive - Independent Director	Not Applicable		01-06-1956	NA		19-09-2015			54	1	1	190	193

I. Composition of Board of Directors																
Disclosure of notes on composition of board of directors explanatory																
Wether the listed entity has a Regular Chairperson																
Sr	Title (Mr/ Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(LA) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)
5	Mr	PREM KUMAR GERA		05323992	Non-Executive - Nominee Director	Not Applicable		26-11-1959	NA		01-03-2016				2	0
6	Mr	NARENDRA NATH MISRA		00575501	Non-Executive - Independent Director	Not Applicable		19-10-1954	NA		13-10-2015			53	1	1
7	Mr	VISHVESH VYOMESH VACHHARAJANI		00091677	Non-Executive - Nominee Director	Not Applicable		01-10-1969	NA		28-03-2016				1	1
8	Mr	PRABHAT SINGH		03006541	Non-Executive - Independent Director	Not Applicable		03-11-1956	NA		30-09-2018			18	2	1

I. Composition of Board of Directors																	
Disclosure of notes on composition of board of directors explanatory																	
Whether the listed entity has a Regular Chairperson																	
Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Nur mem in . Stak Con (s) if this entity Reg 26 Li Regu
9	Mrs	VATSALA VASUDEVA		07017455	Executive Director	Not Applicable	MD	01-07-1970	NA		20-08-2018				1	0	209
10	Mr	ROOPWANT SINGH		06717937	Non-Executive - Nominee Director	Not Applicable		05-03-1978	NA		11-11-2019				1	0	208
11	Mrs	SHAHMEENA HUSAIN		03584560	Non-Executive - Nominee Director	Not Applicable		06-03-1972	NA		11-11-2019				1	0	210
12	Mrs	SUNAINA TOMAR		03435543	Non-Executive - Nominee Director	Chairperson related to Promoter		01-12-1965	NA		10-01-2020				5	0	0

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00501563	KIRANKUMAR MANHARLAL JOSHI	Non-Executive - Independent Director	Chairperson	22-07-2006		
2	00052904	SHEKHAR CHAUDHURI	Non-Executive - Independent Director	Member	25-01-2006		
3	01431661	BABULAL AMBARAM PRAJAPATI	Non-Executive - Independent Director	Member	26-08-2016		
4	01572754	SATYANARAYAN BANWARILAL DANGAYACH	Non-Executive - Independent Director	Member	24-05-2018		
5	07017455	VATSALA VASUDEVA	Executive Director	Member	17-05-2019		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00501563	KIRANKUMAR MANHARLAL JOSHI	Non-Executive - Independent Director	Chairperson	04-07-2014		
2	05323992	PREM KUMAR GERA	Non-Executive - Nominee Director	Member	09-12-2016		
3	01431661	BABULAL AMBARAM PRAJAPATI	Non-Executive - Independent Director	Member	26-08-2016		
4	00091677	VISHVESH VYOMESH VACHHARAJANI	Non-Executive - Nominee Director	Member	26-06-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00501563	KIRANKUMAR MANHARLAL JOSHI	Non-Executive - Independent Director	Chairperson	24-05-2011		
2	00091677	VISHVESH VYOMESH VACHHARAJANI	Non-Executive - Nominee Director	Member	27-08-2018		
3	07017455	VATSALA VASUDEVA	Executive Director	Member	27-08-2018		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07017455	VATSALA VASUDEVA	Executive Director	Chairperson	20-08-2018		
2	00501563	KIRANKUMAR MANHARLAL JOSHI	Non-Executive - Independent Director	Member	26-08-2016		
3	01572754	SATYANARAYAN BANWARILAL DANGAYACH	Non-Executive - Independent Director	Member	30-04-2015		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)				
1	11-11-2019				Yes	6	4
2		13-02-2020	93		Yes	9	5

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	11-11-2019				Yes	5	4
2	Audit Committee	13-02-2020	93			Yes	5	4

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
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 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	CS ACHAL S THAKKAR
2	Designation	Company Secretary and Compliance Officer

<b>Text Block</b>	
Textual Information(1)	Affirmation Sr. 6 The Committee have been made aware of their powers, role and responsibilities as specified in SEBI (LODR) Regulations, 2015 at the Board Meeting held on 08/02/2018 and by emails on 18/05/2018 and 02/08/2018. Affirmation Sr. 8 This Report will be placed before the Board of Directors in the forthcoming Board Meeting and the Report submitted in previous quarter has been placed before Board of Directors at its Meeting held on 13/02/2020.



Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.gipcl.com
2	Terms and conditions of appointment of independent directors	Yes		www.gipcl.com
3	Composition of various committees of board of directors	Yes		www.gipcl.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.gipcl.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.gipcl.com
6	Criteria of making payments to non-executive directors	Yes		www.gipcl.com
7	Policy on dealing with related party transactions	Yes		www.gipcl.com
8	Policy for determining 'material' subsidiaries	Yes		www.gipcl.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.gipcl.com

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.gipcl.com
11	email address for grievance redressal and other relevant details	Yes		www.gipcl.com
12	Financial results	Yes		www.gipcl.com
13	Shareholding pattern	Yes		www.gipcl.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.gipcl.com
18	Credit rating or revision in credit rating obtained	Yes		www.gipcl.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.gipcl.com
21	Materiality Policy as per Regulation 30	Yes		www.gipcl.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.gipcl.com

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	NA	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	ACHAL S THAKKAR
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	



<b>Annexure II</b>		
1	Name of signatory	CS ACHAL SURESHCHANDRA THAKKAR
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	CS ACHAL S THAKKAR
Designation of person	Company Secretary and Compliance Officer
Place	VADODARA
Date	15-05-2020

