



GUJARAT INDUSTRIES POWER COMPANY LIMITED

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

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

Email: kkb@gipcl.com Website: www.gipcl.com

CIN – L99999GJ1985PLC007868.

SEC/REG.27_LODR/CG_Q3 /FY 2018-19/

Date: 10th January, 2019.

BSE Limited (Listing Dept.) Sir Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400 001. Scrip Code: 517300	National Stock Exchange of India Ltd. Exchange Plaza, 5th fl. Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051. Scrip Symbol: GIPCL EQ.
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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 December, 2018.

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 Third Quarter of Financial Year 2018-19 ended on 31st December, 2018.

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

Thanking You.

Yours Faithfully
For Gujarat Industries Power Co. Ltd.

Vatsala Vasudeva, IAS
Managing Director



Encl. As above.



GUJARAT INDUSTRIES POWER COMPANY LIMITED

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ANNEXURE I

Format to be submitted by listed entity on quarterly basis

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

2. Quarter ending : 31st December, 2018.

I. Composition of Board of Directors								
Title (Mr / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/Non-Executive/independent/ 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)
Mr.	Raj Gopal, IAS	A & 02252358	Chairman-Nominee-Non Executive	07/08/2018	NA	04	-	-
Prof.	Shekhar Chaudhuri	A & 00052904	Independent - Non Executive	19/09/2015	39 months	01	01	-
Dr.	Kirankumar Manharlal Joshi	A & 00501563	Independent-Non Executive	19/09/2015	39 months	01	-	02
Mr.	Satyanarayan Banwarilal Dangayach	A & 01572754	Independent-Non Executive	19/09/2015	39 months	02	02	-



Dr.	Babulal Ambaram Prajapati	A & 01431661	G	Independent-Non Executive	19/09/2015	39 months	01	01	-
Mr.	Narendra Nath Misra	A & 00575501		Independent-Non Executive	13/10/2015	38 months	01	-	-
Mr.	Prem Kumar Gera, IAS	& 05323992		Nominee-Non Executive	01/03/2016	NA	02	02	-
Mr.	Vishvesh Vyomesh Vachharajani	A & 00091677		Nominee-Non Executive	28/03/2016	NA	01	-	-
Mr.	Pankaj Joshi, IAS	A & 01532892		Nominee-Non-Executive	20/10/2016	NA	02	-	-
Mr.	Milind Shivaram Torawane, IAS	A & 03632394	A &	Nominee-Non- Executive	15/07/2017	NA	02	-	-
Mrs.	Vatsala Vasudeva, IAS	A & 07017455	R	Managing Director – Executive	20/08/2018	NA	01	01	
Mr.	Prabhat Singh	A & 03006541		Independent-Non Executive	30/09/2018	03 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	Independent Director - Chairman of the Committee Nominee Director –Non Executive Director Independent Director
3. Risk Management Committee (if applicable)	NA	NA



4. Stakeholders' Relationship Committee	Dr. K M Joshi Smt. Vatsala Vasudeva, IAS	Independent Director- Chairman of the Committee 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)
12/07/2018 13/08/2018	01/10/2018 01/11/2018		80 days 31 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> 01/11/2018	Yes.	13/08/2018	79 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 **01/11/2018**.
6. Any comments/observations/advice of Board of Directors may be mentioned here: **NIL**.

FOR GUJARAT INDUSTRIES POWER COMPANY LIMITED



Vatsala Vasudeva, IAS
Managing Director

Date : January 11, 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.