



**GUJARAT INDUSTRIES POWER COMPANY LIMITED
VADODARA**

A. COMPLIANCES & ITS STATUS

**Pursuant to
SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 And
SEBI (PIT) Regulation, 2015:**

| Sr. No. | Regulation / Schedule | Particulars | Applicability to / Compliance by GIPCL / Remarks |
|----------------|--|--|---|
| 1 | SEBI Circular No. SEBI/HO/ISD/ISD-PoD-2/P/CIR/2023/124 dated July 19, 2023 | <p>SEBI vide cited circular extended the framework for restricting trading by Designated Persons (DPs) during the "Trading Window Closure" by freezing PAN at security level to all listed Companies in a phased manner beginning from October 2023.</p> <ul style="list-style-type: none">- As per the SEBI PIT regulation, prohibits trading by a Designated Person when the trading window is closed.- The SEBI vide its Circular no SEBI/HO/ISD/ISDSEC-/P/CIR/2022/107 has already laid down a framework for devolving a system, wherein PAN of the LE 's (Listed Entities) designated person is frozen for a specific period to prevent inadvertent trading during the trading window closure. | Complied |
| 2 | 27 (SEBI LODR) | <p>Corporate Governance Requirement:</p> <p>In regulation 27, in sub-regulation (2), after clause (b), the following clause shall be inserted:</p> <p>(ba) Details of cyber security incidents or breaches or loss of data or documents shall be disclosed along with the report mentioned in clause (a) of sub-regulation (2), as may be specified w.e.f. 13/07/2023.</p> | Will be complied as and when applicable |
| 3 | SEBI-LODR Regulation 23 | <p>Prior Approval for Material Related Party Transactions (RPT):</p> <ul style="list-style-type: none">- Materiality shall be considered when the value of transactions whether entered into individually or taken together with previous transactions during a financial year, exceeds | Will be complied (Before Commencement of FY 2024-25) |

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| | | <p>rupees 1000 Crore or 10 % of the annual consolidated turnover of the listed entity, whichever is lower.</p> <p>- Audit Committee shall grant omnibus approval for such material related party transactions.</p> <p>Prior approval of shareholders shall be required.</p> | |

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B. QUARTERLY & EVENT BASED COMPLIANCE AS PER VARIOUS SEBI REGULATIONS AND THE COMPANIES ACT, 2013:

| Sr. No. | SEBI Regulation | Compliance regarding | Time limit | Compliance Status |
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| 1. | SEBI – PIT Regulation, 2015 Sche. B Para 4(2) | Intimation of Closure of Trading Window: - submission to SEs & All DPs - Posting on website of the Company - Provided to Designated person as per Code of conduct | A day prior to end of each quarter | Complied |
| 2. | SEBI- LODR Regulation 06(1) (1A) | Vacancy of Compliance officer: - -Any vacancy shall be filled by the listed entity at the earliest. - Appointment of a person in interim capacity will not be allowed unless such appointment is made in accordance with the laws applicable. | Within 3 months. | Will be complied as and when applicable |
| 3. | SEBI - LODR Regulation 13(3) | Status of Investor Complaints - submission to SEs & - placing before the Board for noting | Within 21 days from end of the quarter | Complied |
| 4. | SEBI- LODR Regulation 17 (1C) | Appointment of Director or Manager: - Board shall appoint any person as an Additional Director on the Board or Manager, while such appointment be considered after approval of shareholders. - In case if the Director is an Independent Director then approval of Shareholders by way of Special Resolution is required. | Within 3 Months from the date of appointment or at next AGM/Postal Ballot whichever is earlier. | Will be Complied within timeline as and when required. |
| 5. | Section 178 (2) and SEBI - LODR Regulation 19 | To ensure that at least one Meeting of Nomination & Remuneration Committee is held during a Financial Year or else hold the same for performance evaluation of Independent Director and Board of Directors (Schedule II Part D Para A) | At least once in a financial year | Will be Complied within timeline |
| 6. | SEBI- LODR Regulation 20 | Meeting of Stakeholders Relationship Committee: - - Listed Entity shall ensure to conduct one meeting with the quorum specified | Once in Year. | Will be complied |

| Sr. No. | SEBI Regulation | Compliance regarding | Time limit | Compliance Status |
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| 7. | SEBI- LODR Regulation 21 | Risk Management Committee applicable to top 1000 Listed Companies: -Listed Entity shall ensure to conduct meeting and the gap between two meeting should not be more than 180 days. | At least Twice in a Year. | Complied |
| 8. | SEBI- LODR Regulation 23(1) | Policy on Materiality of Related Party Transactions (RPT): Board of Director shall review the policy of Related Party Transaction. | At least once in every three years. | Complied |
| 9. | SEBI- LODR Regulation 23(9) | Disclosure of Related Party Transaction (RPT): - submission to SEs - Posting on website of the Company. | Half yearly basis on the date of publication of Financial Results | Will be complied within timeline |
| 10. | SEBI - LODR Regulation 25 | To carry out Familiarization Program for Directors: - placing before the NR Committee and Board for noting - posting on website of the Company | Quarterly basis | Will be complied |
| 11. | SEBI - LODR Regulation 26A | Vacancy for Key Managerial Person: - Any vacancy shall be filled by the listed entity at the earliest. - Appointment of a person in interim capacity will not be allowed unless such appointment is made in accordance with the laws applicable. | Within 3 Months | Will be complied as and when applicable |
| 12. | SEBI – LODR Regulation 27(2) | Corporate Governance Report - submission to SEs & - placing before the Board for noting - posting on website of the Company | Within 21 days from end of the quarter | Complied |
| 13. | SEBI – LODR Regulation 29 (2) | Intimation of Board Meeting to be scheduled for approving Un-audited Financial Results with Limited Review Report. - submission to SEs & - posting on website of the Company | 5 clear working days prior to Board Meeting (excluding date of Intimation and date of Board Meeting) | Will be Complied within timeline |
| 14. | SEBI- LODR Regulation 29(2) | Intimation of Board Meeting to be scheduled for: - declaration/ recommendation of dividend, issue of convertible | At least 2 Working Days in advance (excluding the date of intimation) | Will be Complied within timeline as and when event occurred |

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| | | <p>securities including convertible debentures or of debentures carrying a right to subscribe to equity shares or the passing over of dividend;</p> <ul style="list-style-type: none"> - proposal for buyback of securities; - proposal for voluntary delisting by the listed entity from the stock exchange(s); - fund raising by way of further public offer, rights issue, American Depository Receipts/Global Depository Receipts/Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method and for determination of issue price; - the proposal for declaration of bonus securities. | and date of meeting) | |
| 15. | SEBI - LODR Regulation 30 | <p>Outcome of Board Meeting, esp. Financial Results & other businesses as mentioned in Schedule III Part A - (4)</p> <ul style="list-style-type: none"> - submission to SEs & - posting on the website of the Company | Within 30 minutes of the conclusion of the meeting | Will be Complied within timeline |
| 16. | SEBI - LODR Regulation 30 | <p>Intimation to the Stock Exchange about the material events which will have a bearing on the performance / operations of the Company as well as price sensitive information both at the time of occurrence of the event and subsequently after the cessation of the event.</p> <p>[Schedule III Part A & Part B]</p> <ul style="list-style-type: none"> - submission to SEs & - posting on the website of the Company | <ul style="list-style-type: none"> - Within 30 Minutes from the closure of the meeting of the Board - Within 12 hours from the occurrence of event or information in case the event or information is emanating from within the LE; and - Within 24 hours from the occurrence of event or information in | Will be Complied within timeline, If applicable |

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| | | | case the event or information is not emanating from within the LE. | |
| 17. | SEBI LODR Regulation 30A | Disclosure Requirements for Certain types of Agreements entered between various parties (Promoters, Associate Company, Director, Related Party, Shareholders) binding on Listed Entities: - submission to SEs & - posting on the website of the Company | Within 2 Working Days | Will be complied as and when applicable |
| 18. | SEBI - LODR Regulation 31(1)(b) | Shareholding Pattern - submission to SEs & - placing before the Board for noting | Within 21 days from end of the quarter | Complied |
| 19. | SEBI - LODR Regulation 33 (3) | Submission of unaudited financial results with Limited Review Report along with consolidated financial results, if applicable. - submission to SEs & - posting on the website of the Company | Within 45 days from end of the quarter | Complied |
| 20. | SEBI - LODR Regulation 34(2) | Business Responsibility and Sustainability Report (BRSR) is applicable to Top 1000 Listed Entity (by market capitalization) from 2022-23. | As Forming part of Annual Report, to comply accordingly | Complied |
| 21. | SEBI - LODR Regulation 43A | Dividend Distribution Policy-applicable to top 1000 listed companies: - Posting on website of the Company - Provide weblink in Annual Report | As and when applicable | Complied |
| 22. | SEBI - LODR Regulation 46 | Website Compliance: - Posting of disclosures submitted to SEs viz SHP, CGR, Notices, Newspaper Publication, Annual Report, Annual Returns, etc. | Shall be disseminated as per the applicability | Complied |
| 23. | SEBI - LODR Regulation 47 | Publication of Financial Results in newspaper (Link reference of Company to be provided in the newspaper) | Within 48 hrs. of conclusion of Board Meeting. | Will be Complied within timeline |
| 24. | SEBI-DP Regulation 74(5) | RTA Certificate: - Submission of RTA Certificate to Stock Exchange w.r.t dematerialization of shares. | Within 15 days from end of the quarter | Will be Complied within timeline |

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| 25. | SEBI-DP Regulation 76 | Share Reconciliation Audit Report - submission to SEs & - placing before the Board for noting | Within 30 days from end of the quarter | Will be Complied within timeline |
| 26. | SEBI – PIT Schedule B of Para 4(2) | Intimation of Closure of Trading Window from end of the every quarter after the declaration of Financial Result: - All the Depositories Participants - Stock Exchanges - Website of the Company | Within 48 Hours from declaration of Financial Result. | Will be Complied within timeline |
| 27. | SEBI – PIT Regulation 3(5) | Structured Digital Database: - Recording of UPSI in SDD Portal of the Company - SDD Certificate from PCS and submission to the SEs | Within 21 days from end of the quarter | Complied |
| 28. | SEBI - LODR Regulation 25 / Schedule IV of C.A., 2013 | To ensure that at least one separate meeting of Independent Directors (ID) has been held by the Company | At least once in a calendar year | Will be Complied within timeline |
| 29. | SEBI – PIT Regulation 9A(4) | To review compliances of SEBI – PIT either by the Board or Audit Committee | At least once in a financial year | Complied |
| 30. | SEBI (LODR) / Companies Act 2013 | Taking note in Audit Committee in respect of all Related Party Transaction carried out during the last quarter | Quarterly basis | Complied |
| 31. | Section 117 read with 179 | Filing of Resolution in E-form MGT-14, if Company passed any of the specific resolution mentioned on cited sections | Within 30 days from the date of the Board Meeting | Will be Complied within timeline |
| 32. | Section 204 read with Rule 9 | Filing of Resolution regarding the Appointment of Secretarial Auditor for 2024-25 in E-Form MGT-14. | Within 30 days from the date of passing Board resolution. | Will be Complied within timeline |
| 33. | Section. 134(5)(e) | Reporting of Internal Financial Control: - Listed Entity shall mention in its Director Responsibility Statement whether company is following proper mechanism in Internal Financial Control. | Once in Financial Year. | Will be Complied |
| 34. | Section 135 read with Rule 8 | Conducting Corporate Responsibility Committee Meeting: - To ensure that the required CSR Fund. - Report it through by filing CSR-2. | E-Form to be filed Once in a Year. | Complied |
| 35. | Section 173 (1) | Board Meeting: | During the Year | Complied |

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| | | <ul style="list-style-type: none"> - Gap between two meeting shall not exceed 120 days. - Present directors have at least attended one Board meeting in the year. | | |
| 36. | Sec. 188 | Noting of Minutes of the Related Party transactions on the recommendation of Audit Committee and approved by Board. | Within 30 days from the date of passing Board resolution. | Complied |
| 37. | Rule 6(13) of IEPF | Listed Entity shall file IEPF-7 along with excel utility sheet on account of shares transfer to the Investor Education and Protection Fund. | Within 30 Days of the payment. | Complied |
| 38. | Section 90 | <p>Register of significant beneficial owners (SBO) in a company: “Significant Beneficial Owner” indicates an individual</p> <ul style="list-style-type: none"> - holding indirectly or directly holdings, not less than ten percent, of the shares, Or - having significant influence or control in the company. <p>➤ As and when the company identifies the member having control in the company shall intimate to significant beneficial owner holding such beneficial interest and further the significant beneficial owner shall file declaration in BEN-1.</p> <p>➤ On such intimation the company shall intimate to Registrar by filing BEN-2.</p> | Within 30 days from such intimation. | <p>In compliance with said section, we have intimated through notice to our Promoters and they responded in following way:</p> <ul style="list-style-type: none"> - Gujarat Urja Vikas Nigam replied on 19TH March 2019. Being government company is been exempted from this provision. <p>Gujarat Alkalies and Chemicals Limited replied on 06th March 2019:</p> <ul style="list-style-type: none"> - The shareholding held in GIPCL by GACL is in the name of company and not individual, while GSIL and Lok Prakashan limited (LPL) were the entities which indirectly held shares in GIPCL. GSIL being government company is been exempted, further LPL has not |

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| | | | | <p>responded on such notice</p> <p>- Gujarat State Fertilizers & Chemicals Limited replied on 08th April 2019: The shareholding held in GIPCL by GSFC is the name of company and not individual, while GSIL indirectly held shares in GIPCL. Further GSIL being government company is been exempted.</p> <p>Under such circumstances we have intimated through notice and have complied as per relevant section.</p> |
| 39. | SEBI Circular No. SEBI/HO/OIAE_IAD-1/P/CIR/2023/131 Dated July 31, 2023 | <p>SEBI provides the guidelines for online resolution of disputes in the Indian securities market.</p> <ul style="list-style-type: none"> - Corrigendum dated 04/08/2023 cum Amendment to Circular dated 31/07/2023 on Online Resolution of Disputes in the Indian Securities Market" - Listed Companies/Specified Intermediaries/Regulated Entities or their clients/investors may also refer any unresolved issue of any service requests/service related complaints for due resolution by harnessing online conciliation and/or online arbitration. - All listed companies / specified intermediaries / regulated entities in the securities market | By September 15, 2023 | Complied |

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| | | <p>(collectively referred to as “Market Participant/s”) shall register on the Online Dispute Resolution (ODR) Portal by September 15, 2023. The enrolment process shall also include executing electronic terms/agreements with MIs and the ODR Institutions, which shall be deemed to be executed at the end.</p> <ul style="list-style-type: none"> - According to the said circular, an investor / client shall first take up his / her / their grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor/client may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. After exhausting these options for resolution of the grievance, if the investor/client is still not satisfied with the outcome, he / she / they can initiate dispute resolution through the ODR Portal. <p>With reference to said circular wherein Market Participant which includes all Listed Companies / Specified Intermediaries / Regulated Entities in the Securities Market, requires to enroll on the Online Dispute Resolution (ODR) portal within the timelines specified in the circular i.e. by 15th September, 2023 and also to provide the link of said ODR portal on home page of Companies Website as well as to bring the notice of same to the investors.</p> | | |
| 40. | 46 (SEBI LODR) | The schedule of analysts or institutional investors meet shall be disseminated on the website of the listed entity. | at least two working days in advance (excluding the | Will be complied as and when required |

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| | | | date of intimation and the date of meet). | |

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