



## GUJARAT INDUSTRIES POWER COMPANY LIMITED

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

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CIN – L99999GJ1985PLC007868

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 : 30th June, 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.	Sujit Gulati, IAS	ABWPG2305D & 00177274	Chairman- Nominee- Non Executive	20/07/2016	NA	04	02	-
Prof.	Shekhar Chaudhuri	ABMPC8938J & 00052904	Independent - Non Executive	19/09/2015	33 Months	02	02	-
Dr.	Kirankumar Manharlal Joshi	ABCPJ3974F & 00501563	Independent- Non Executive	19/09/2015	33 Months	01	-	02



Mr.	Satyanarayan Banwarilal Dangayach	AAQPD7228M & 01572754	Independent-Non Executive	19/09/2015	33 months	02	02	-
Dr.	Babulal Ambaram Prajapati	ACEPP0582G & 01431661	Independent-Non Executive	19/09/2015	33 months	01	01	-
Mr.	Narendra Nath Misra	AAAPM0327Q & 00575501	Independent-Non Executive	13/10/2015	32 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.	Janakiraman M.	AELPJ7222E & 06919906	Nominee-Non-Executive	From 10/08/2017 to 10/05/2018	NA	01	01	-
Mr.	Milind Shivaram Torawane, IAS	ACZPT5173A & 03632394	Nominee-Non- Executive	15/07/2017	NA	02	-	-
Mrs.	Shahmeena Husain, IAS	AAYPH0945H & 03584560	Managing Director – Executive	20/05/2017	NA	01	01	-

§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 Independent Director
3. Risk Management Committee (if applicable)	NA	NA
4. Stakeholders' Relationship Committee	Dr. K M Joshi Smt. Shahmeena Husain, IAS	Independent Director- Chairman of the Committee Executive Director
5. Corporate Social Responsibility Committee	Smt. Shahmeena Husain, IAS Dr. K M Joshi Shri S B Dangayach	Executive Director, Chairperson of the Committee Independent Director Independent Director

<sup>&</sup>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)
08/02/2018 26/02/2018	03/04/2018 24/05/2018	35 days 50 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> 03/04/2018 24/05/2018	Yes.	08/02/2018	53 days 50 days
<u>Nomination &amp; Remuneration Committee</u> 24/05/2018	Yes.	02/02/2018	110 days
<u>Stakeholders' Relationship Committee</u> 24/05/2018	Yes.	02/02/2018	110 days

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



<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <sup>refer note below</sup>
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.
<b>Note:</b>	
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.	
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – <b>No*</b>. * (The Company is in process of identifying one Independent Director, having relevant expertise in the field of Power Sector.)</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – <b>Yes</b>. a. Audit Committee b. Nomination &amp; Remuneration Committee c. Stakeholders' Relationship Committee d. Risk Management Committee (applicable to the top 100 listed entities) – <b>N.A.</b> e. Corporate Social Responsibility Committee.</p> <p>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 <b>08/02/2018</b>.</p> <p>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 – <b>Yes</b>.</p> <p>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 <b>24/05/2018</b>.</p> <p>6. Any comments/observations/advice of Board of Directors may be mentioned here: <b>NIL</b>.</p>	
<b>FOR GUJARAT INDUSTRIES POWER COMPANY LIMITED</b>	
<p>Sd/- Swati Desai Company Secretary &amp; Addl. G.M. (Legal) &amp; Compliance Officer Date : July 05, 2018.</p> <p><b>Note:</b> Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.</p>	





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Details of Material Related Party Transactions (RPTs)\*  
For the F.Y. 2018-19 approved by the Audit Committee\* on 3rd April, 2018.

Date of contract / arrangement	Name of the party	Name of the interested Director(s)	Relation with Director/ Company/ Nature of concern or interest	Principal terms and conditions	Date of approval at the meeting of the Audit / Board	Amount of contract or arrangement FY 2018-19 (Rs. in Lakhs)
(1)	(2)	(3)	(4)	(5)	(6)	(7)
(i)Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station. (ii)Power Purchase Agreement (PPA) dated August 1, 1996 for 165 MW Gas based Power Station. (iii) PPA dated April 15, 1997 for 250 MW Surat Lignite Power Plant (SLPP Phase-I). (iv) PPAs dated October 1, 2009 and August 13, 2013 for 250 MW Surat Lignite Power Plant (SLPP Phase-II). (v) PPA dated December 18, 2010 for 5 MW Solar Power Plant. (vi) PPAs dated April 28, 2015 and January 27, 2016 for 15 MW Wind Farm. (vii)PPAs dated September 20, 2016 and December 16, 2016 for 26 MW Wind Farm. (viii) PPAs dated September 20, 2016, December 03, 2016 and December 30, 2016 for 71.4 MW Wind Farms. (ix) PPA dated August 02, 2017 for 80 MW Solar Project at Charanka.	Gujarat Urja Vikas Nigam Limited (GUVNL)	Shri Sujit Gulati, IAS. Shri Pankaj Joshi, IAS Shri Milind Torawane, IAS	Promoter	Sale of Electricity, Bills Discounting charges, Rebate on sales – All transactions arising from PPA and MoU.	03/04/2018	1,14,500.00
Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station and other Agreements / Contracts.	Gujarat State Fertilizers & Chemicals Ltd. (GSFC)	CS V V Vachhrajani.	Promoter	Sale of Power as per MoU, Water charges as per Agreement and Material Procurement.	03/04/2018	18,000.00
Memorandum of Understanding (MoU) dated May 3, 1989 for Sale of Power from 145 MW Gas based Power Station and other Agreements / Contracts.	Gujarat Alkalies & Chemicals Ltd. (GACL)	Shri P K Gera, IAS.	Promoter	Sale of Power as per MoU, Water charges for joint water scheme as per Agreement and Material Procurement.	03/04/2018	16,500.00

\*These Material RPTs are subject to Shareholders' approval at the ensuing 33<sup>rd</sup> Annual General Meeting of the Company.

