



GUJARAT INDUSTRIES POWER COMPANY LIMITED  
P.O.: PETROCHEMICALS – 391 346, DISTRICT : VADODARA.  
PHONE NOS: 2232768 / 2232213 / 2230159, FAX NO: (0265) 2230473  
Email : [csacshah@gipcl.com](mailto:csacshah@gipcl.com) Website : [www.gipcl.com](http://www.gipcl.com)  
**CIN – L99999GJ1985PLC007868**

SEC/REG.27/LODR:Q3-16-17/2017

5<sup>th</sup> January, 2017.

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

Scrip Symbol: GIPCL EQ.

Dear Sir,

Sub.: Compliance Report – Corporate Governance - as per Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the Third Quarter of Financial Year 2016-17 ended on 31<sup>st</sup> December, 2016.

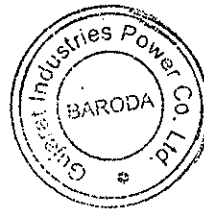
With reference to the above subject, enclosed please find herewith the Corporate Governance Compliance Report as required in terms of Regulation 27 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the Third Quarter of Financial Year 2016-17 ended on 31<sup>st</sup> December, 2016.

Please find the same in order and take on your records.

Thanking You.

Yours Faithfully  
For Gujarat Industries Power Co. Ltd.

(CS A C Shah)  
Company Secretary & DGM (Legal)



**Encl. As above.**



**GUJARAT INDUSTRIES POWER COMPANY LIMITED**

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

Tel. No. 0265 –2230159, 2232768, 2232213, Fax No. 0265 2230473

Email : [csacshah@gipcl.com](mailto:csacshah@gipcl.com) Website : [www.gipcl.com](http://www.gipcl.com)

CIN – L99999GJ1985PLC007868

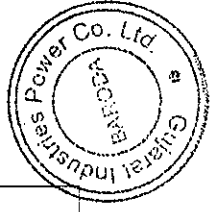
**Format to be submitted by listed entity on quarterly basis**

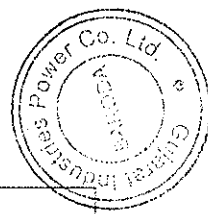
1. Name of Listed Entity: **GUJARAT INDUSTRIES POWER COMPANY LIMITED –** BSE Scrip Code: 517300  
NSE Symbol: GIPCL EQ

2. Quarter ending : 31<sup>st</sup> December, 2016.

I. Composition of Board of Directors									
Title (Mr / Ms)	Name of the Director	IT PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in entities listed including this entity (Refer Regulation of 25(1) Listing Regulations)	Number of memberships in Stakeholder Committee(s) including this listed entity (Refer Regulation of 26(1) 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	-	-	
Prof.	Shekhar Chaudhuri	ABMPC8938J & 00052904	Independent Non Executive	19/09/2015	15 months	02	02	-	
Dr.	Kirankumar Manharlal Joshi	ABCPJ3974F & 00501563	Independent Non Executive	19/09/2015	15 months	01	-	02	
Mr.	Sanjeev Kumar, IAS	AHGPK7053C & 03600655	Nominee Non Executive	15/11/2014	NA	02	-	-	
Dr.	Ajay Narottam Shah	AAPPS2553M & 01141239	Independent Non Executive	19/09/2015	15 months	02	01	-	

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Mr.	Satyanarayan Banwarilal Dangayach & 01572754	AAQPD7228M & 01572754	Independent Non Executive	19/09/2015	15 months	03	-	-
Dr.	Babulal Ambaram Prajapati	ACEPP0582G & 01431661	Independent Non Executive	19/09/2015	15 months	01	01	-
Mr.	Narendra Nath Misra	AAAPM0327Q & 00575501	Independent Non Executive	13/10/2015	14 months	01	-	-
Mr.	Prem Kumar Gera, IAS	AATPG0400D & 05323992	Nominee Non Executive	01/03/2016	NA	02	02	-
Mr.	Vishvesh Vyomesh Vachhrajani	AAUPV3594Q & 00091677	Nominee Non Executive	28/03/2016	NA	01	-	-
Mr.	S M Awale	ABTPA4495R & 06804536	Nominee Non Executive	20/10/2016	NA	02	01	-
Mr.	Pankaj Joshi, IAS	ADXPJ1794F & 01532892	Nominee Non Executive	20/10/2016	NA	01	-	-
Mrs.	Sonal Mishra, IAS	AFIPM0003J & 03461909	Managing Director - Executive	27/04/2015	NA	02	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 a II 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	Independent - Non Executive Director - Chairman of the Committee
	Prof. Shekhar Chaudhuri	Independent - Non Executive Director
	Shri S M Awale	Nominee - Non-Executive Director
	Dr. B A Prajapati.	Independent - Non Executive Director

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2. Nomination & Remuneration Committee	Dr. K M Joshi	Independent - Non Executive Director - Chairman of the Committee
	Dr. B A Prajapati.	Independent - Non Executive Director
	Shri P K Gera, IAS	Nominee - Non Executive Director
3. Risk Management Committee (if applicable)	NA	
4. Stakeholders Relationship Committee	Dr. K M Joshi	Independent - Non Executive Director - Chairman of the Committee
	Smt. Sonal Mishra, IAS	Executive Director
5. Corporate Social Responsibility Committee	Smt. Sonal Mishra, IAS	Executive Director- Chairperson of Committee
	Dr. K M Joshi	Independent - Non Executive Director
	Shri SB Dangayach	Independent - Non Executive 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

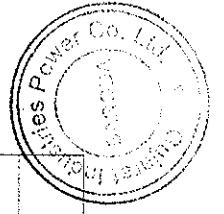
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
26/08/2016 23/09/2016	09/12/2016	76 days

### IV. Meeting of Committees

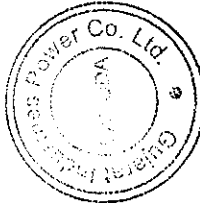

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<u>Audit Committee</u> - 09/12/2016	Yes.	26/08/2016	104 days
<u>Nomination &amp; Remuneration Committee</u> - 17/10/2016 & 09/12/2016	Yes.	26/08/2016	{51 days} {52 days}
<u>Stakeholders' Relationship Committee</u> - 09/12/2016	Yes.	26/08/2016	104 days
<u>Corporate Social Responsibility Committee</u> - 09/12/2016	Yes.	26/08/2016	104 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	Compliance status (Yes/No/NA) refer note below
Subject	



Dr. J.

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>	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- No.* *(The Company is in process of identifying one Independent Director, having relevant expertise in the field of Power Sector.)	
2. The composition of the following committees is in terms of SEBI ( Listing O bligations an d 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 11/02/2016.	
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 09/12/2016.	
6. Any comments/observations/advice of Board of Directors may be mentioned here: NIL.	
<b>FOR GUJARAT INDUSTRIES POWER COMPANY LIMITED</b>	
	
	
CS A C Shah Company Secretary & DGM (Legal) & Compliance Officer	
Date: 5 <sup>th</sup> January, 2017.	
<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.	

