



**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

SEC/CL.49/Q4-2014-15:

15<sup>th</sup> April, 2015.

Courier/Email

Vadodara Stock Exchange Limited 3 <sup>rd</sup> Floor, Fortune Tower, Sayajigunj, Vadodara – 390 005.	BSE Limited Listing Dept. Sir Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.	National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> fl. Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051.
National Securities Depositories Ltd. Trade World, 4 <sup>th</sup> floor Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.	Central Depository Services of India Ltd. 16 <sup>th</sup> floor, Sir P J Towers, Dalal Street, Fort Mumbai – 400 001.	

Dear Sir,

Sub. : Quarterly Compliance Report as per Cl.- 49 – Corporate Governance - for the Quarter ended on 31<sup>st</sup> March, 2015.

With reference to the above subject, enclosed please find herewith the Status cum Quarterly Compliance Report as required in terms of Clause 49 of the Listing Agreement in respect of the Quarter ended on 31<sup>st</sup> March, 2015.

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

**Annexure – XI to the Listing Agreement**


**Format of Quarterly Compliance Report on Corporate Governance**

Name of the Company: Gujarat Industries Power Company Limited

Quarter ended on: 31<sup>st</sup> March, 2015.

Particulars	Clause of Listing agreement	Compliance status Yes / No/ N.A.	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49(IIA)	YES	Board of Directors has appointed three Additional Directors as Independent Directors at its Meeting held on 31.03.2015.
(B) Independent Directors	49(IIIB)	YES	-
(C) Non-Executive Directors' compensation & disclosures	49(IIIC)	YES	-
(D) Other provisions as to Board and Committees	49(IIID)	YES	-
(E) Code of Conduct	49(IIIE)	YES	-
(F) Whistle Blower Policy	49(IIIF)	YES	-
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49(IIIA)	YES	-
(B) Meeting of Audit Committee	49(IIIB)	YES	-
(C) Powers of Audit Committee	49(IIIC)	YES	-
(D) Role of Audit Committee	49(IIID)	YES	-
(E) Review of Information by Audit Committee	49(IIIE)	YES	-
<b>IV. Nomination and Remuneration Committee</b>	<b>49(IV)</b>	YES	-
<b>V. Subsidiary Companies</b>	<b>49(V)</b>	YES	GIPCL has a wholly owned subsidiary Company viz. GIPCL Projects & Consultancy Company Ltd. (GIPCO) having CIN U74999GJ2012PLC071761.
<b>VI. Risk Management</b>	<b>49(VI)</b>	YES	-
<b>VII. Related Party Transactions</b>	<b>49(VII)</b>	YES	-
<b>VIII. Disclosures</b>	<b>49(VIII)</b>		
(A) Related party transactions	49(VIIIA)	YES	Material Transactions–Sale of Electricity. Rs.in Crs. Gujarat Urja Vikas Nigam Ltd. (GUVNL) 189.00 Gujarat State Fertilizers & Chemicals Ltd. (GSFC) 45.00 Gujarat Alkalies & Chemicals Ltd. (GACL) 35.00
(B) Disclosure of Accounting Treatment	49(VIIIB)	N.A.	Will be complied with in the next Annual Report.
(C) Remuneration of Directors	49(VIIIC)	N.A.	Will be complied with in the next Annual Report.
(D) Management	49(VIIID)	N.A.	Will be complied with in the next Annual Report.
(E) Shareholders	49(VIIIE)	N.A.	Will be complied with in the next Annual Report.
(F) Proceeds from public issues, rights issues, preferential issues etc.	49(VIIIF)	N.A.	-
<b>IX. CEO / CFO Certification</b>	<b>49(XI)</b>	N.A.	Will be complied with in the next Annual Report.
<b>X. Report on Corporate Governance</b>	<b>49(X)</b>	N.A.	Will be complied with in the next Annual Report.
<b>XI. Compliance</b>	<b>49(XI)</b>	N.A.	-

**FOR GUJARAT INDUSTRIES POWER CO. LTD.**

  
**(CS A C Shah)**  
**Company Secretary & DGM (Legal)**  
**(Compliance Officer)**

