



**GUJARAT INDUSTRIES POWER COMPANY LIMITED  
VADODARA**

**A. RECENT DEVELOPMENTS & ITS COMPLIANCE STATUS: PURSUANT TO SEBI (LODR) (AMENDMENT) REGULATIONS, 2024 (SEBI CIRCULAR No. SEBI/LAD-NRO/GN/2024/177 DATED 17/05/2024)**

Sr. No.	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
01.	Regulation 3 (2) <b>Applicability of SEBI regulations on Listed Company.</b>	<p>Criteria for determining Market Capitalization and Applicability of Listing Regulations based on Market Capitalization shall be determines as follows:</p> <ul style="list-style-type: none"> <li>• Market capitalization determination will now be based on 'average market capitalization' from 1 July to 31 December of the calendar year. SE will as on 31<sup>st</sup> December prepare the list of entities that have listed their specified securities and rank them accordingly. Previously, the market capitalization was based on the figures as of 31 March of the immediate previous financial year.</li> <li>• The period given to companies to comply with the provisions applicable based on market capitalization for the first time would be as follows: <ul style="list-style-type: none"> <li>- Three months from 31 December (i.e. 1 April) or from the beginning of the immediate next financial year to comply with the requirements (whichever is later).</li> <li>- In the case of reporting of the Business Responsibility and Sustainability Report (BRSR) or assurance as per the BRSR, listed companies will need to implement systems and</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>- Shall be applicable w.e.f. 31.12.2024.</li> <li>- Noted the amended regulation and will be complied.</li> </ul>

Sr. No.	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
		<p>processes for ensuring compliance with the said reporting within the aforementioned period. The reporting can be made in the annual report for the financial year in which the systems and processes were implemented. The amended regulations now allow for non-applicability of the provisions (which were applied based on market capitalization criteria) if any company is not covered within the specified criteria for a period of three consecutive years.</p>	
02.	Regulation 21 (3)(c): <b>Risk Management Committee</b>	<p>Prior the regulation was as follows:            The meetings of the risk management committee shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days (180) shall elapse between any two consecutive meetings.</p> <p>Further in the above provision the word one hundred and eighty days has been substitutes with word two hundred and ten (210) days.</p>	<ul style="list-style-type: none"> <li>- Applicable with effect from 17/05/2024</li> <li>- Will be complied accordingly.</li> </ul>
03.	Regulation 21 (5) (i): <b>Risk Management Committee</b>	<p>The provisions of this risk management committee shall be applicable to:</p> <ul style="list-style-type: none"> <li>- the top 1000 listed entities, determined on the basis of market capitalization as at the end of the immediately preceding financial year.</li> </ul> <p>Further in the above provision determined on the basis of market capitalization as at the end of the immediately preceding financial year has been omitted from the section.</p>	<p>The provisions of this risk management committee shall be applicable the top 1000 listed entities.</p> <ul style="list-style-type: none"> <li>- <b>Complied.</b></li> </ul>
04.	Regulation 26A: <b>vacancies in respect of certain Key Managerial Personnel</b>	<p>1. Any vacancy in the office of Chief Executive Officer, Managing Director, Whole Time Director or Manager shall be filled by the listed Entity at the earliest and in case not later than three months from the date of such vacancy.</p>	<ul style="list-style-type: none"> <li>- applicable with effect from 17/05/2024.</li> <li>- Noted the amended clauses and will be complied accordingly.</li> </ul>

Sr. No.	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
		<p>2. Any vacancy in the office of Chief Financial Officer shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy.</p> <p>Further in this sub-regulation the following new proviso has been inserted.</p> <p>Provided that where the listed entity is required to obtain approval of regulatory, government or statutory authorities to fill up such vacancies, then the vacancies shall be filled up by the listed entity at the earliest and in any case not later than six months from the date of vacancy.</p>	
05.	Regulation 29: <b>Prior Intimations</b>	<p>The timeline for prior intimation of Board Meeting to the Stock Exchanges have been made uniform to two days for all specified matters (excluding the date of the intimation and date of the meeting_.</p> <p>After Clause f the following new clauses shall be inserted, namely:</p> <p>(g) any alteration in the form or nature of any of its securities that are listed on the stock exchange or in the rights or privileges of the holders thereof;</p> <p>(h) any alteration in the date on which, the interest on debentures or bonds, or the redemption amount of redeemable shares or of debentures or bonds, shall be payable.”</p>	<p>- applicable with effect from 17/05/2024.</p> <p>- We have noted the amended clauses and shall inform the stock exchange accordingly.</p>
06.	Regulation 30: <b>Rumours Verification Framework</b>	Change in the rumour verification framework:	- applicable with effect from 17/05/2024.

Sr. No.	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
		<ul style="list-style-type: none"> <li>- Effective from 1 June and 1 December 2024, the top 100 and 250 listed entities, respectively, by market capitalization are required to mandatorily verify, and confirm, deny, or clarify any reported event or information in the mainstream media which is not general in nature, and which indicates that rumours of an impending specific material event or information.</li> <li>- As per the Amendment Regulations, SEBI has now linked the disclosure of events or information to material price movement (MPM) instead of any reported event or information. The material price movement will be specified by the SE.</li> <li>- The timelines for reporting (i.e. as soon as reasonable possible and not later than 24 hours) will be prompted when the company becomes aware of the material price movement.</li> <li>- If a listed company confirms any reported event or information on which pricing norms are applicable as per relevant SEBI regulations within 24 hours from the trigger of material price movement, the effect on the price of the equity shares of the listed entity due to the material price movement, and confirmation of the reported event or information may be excluded for computing the price for that transaction as per the framework, as may be specified, by SEBI via the framework for considering the unaffected price for transactions upon the confirmation of the market rumour.</li> <li>- Additionally, the Amendment Regulations have a new provision wherein the promoter, director, key managerial personnel or senior</li> </ul>	<ul style="list-style-type: none"> <li>- We have noted the amended clauses and shall inform the stock exchange accordingly.</li> </ul>

Sr. No.	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
		management of a listed entity are obligated to provide adequate, accurate and timely response to queries raised or explanation sought by the listed entity for complying with the disclosure of market rumours, including prompt intimations with the SEs.	
07.	Regulation 34: <b>Annual Report</b>	Top 1000 on basis market capitalization shall submit Business Responsibility Report describing the initiatives taken by the listed entity from an environmental, social and governance perspective, in the format as specified by the Board from time to time.	- Shall be applicable w.e.f. 31.12.2024 - Will be complied.
08.	Regulation 43A: <b>Dividend Distribution Policy</b>	The Top 1000 listed entities based on market capitalization shall formulate a dividend distribution policy which shall be disclosed on the website of the listed entity and a web-link shall also be provided in their annual reports.	- Complied.

**RECENT DEVELOPMENTS & ITS COMPLIANCE STATUS: PURSUANT TO SEBI(LODR) / SEBI CIRCULAR No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 DATED 10/06/2024.**

Sr. No.	SEBI Regulation	Compliance regarding	Compliance Status
1.	SEBI Circular relating to Ease of Doing Investments.	The listed company shall comply and make it easier for existing investors on freezing of their Demat Accounts; it also removes the freeze on corporate benefit payments and physical folio services; and it provides three fields that are required for updating Nomination details in the event that the "Choice of Nomination" is not submitted.	- Shall be applicable w.e.f. 10/06/2024. - Will be complied accordingly.

**B. QUARTERLY AND EVENT BASED COMPLIANCES PURSUANT TO VARIOUS SEBI REGULATIONS AND THE COMPANIES ACT, 2013**

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI PIT (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
01.	Reg.9 Schedule B Para 4(2)	Intimation of Closure of Trading Window: <ul style="list-style-type: none"> <li>- submission to SEs &amp; All DPs</li> <li>- Posting on website of the Company</li> <li>- Provided to Designated person as per Code of conduct</li> </ul>	End of every Quarter till 48 Hours after the declaration of Financial Result.	Complied
02.	Reg.3(5)	Structured Digital Database: <ul style="list-style-type: none"> <li>- Listed Entity who handles Unpublished Price Sensitive Information (UPSI) shall maintain a trail of such information flow digitally.</li> <li>- Such database shall not be outsourced and be maintained with adequate internal controls as well as such time stamping and audit trails to ensure non-tampering of the database.</li> <li>- Listed Entity are required to submit a compliance certificate to the stock exchange certified by compliance officer.</li> </ul>	Within 21 days from the end of the quarter	Complied

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS), 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
01.	Reg.13(3)	Statement of Investor Complaints:  Listed Entity is required to submit a statement giving	Within 21 days from end of the Quarter.	Complied

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS), 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
		<p>the numbers of Investor complaints pending –</p> <ul style="list-style-type: none"> <li>○ at the beginning of quarter,</li> <li>○ disposed of during the quarter and</li> <li>○ those remaining unresolved at the end of quarter.</li> </ul> <p>with Recognized Stock exchange.</p> <p>- Such statement shall be placed before the Board of Directors in the Board Meeting.</p>		
02.	Reg.17&18	<p>Conducting of Board Meeting and Audit Committee:</p> <p>The Listed Entity shall ensure that the gap between the two Board Meeting &amp; Audit Committee is not exceeding 120 days.</p>		Will be Complied within time. (Conducting the Board Meeting prior to 14 <sup>th</sup> August 2024)
03.	Reg 17 (1C)	<p>-The listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.</p> <p>-In case of Independent Director approval of shareholder is required by way of Special Resolution.</p> <p>-While Non-Executive director has to be reappointed in next General Meeting</p>	Within a time period of three months from the date of appointment or next general meeting, whichever is earlier.	Applicable to Directors. Complied with.

**QUARTERLY & EVENT BASED COMPLIANCE AS PER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS), 2015**

Sr. No.	SEBI Regulation	Compliance regarding	Time limit	Compliance Status
04.	Reg.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 210 days.	At least Twice in a Year	Will be complied
05.	Reg. 23(1)	Policy on Materiality of Related Party Transactions (RPT): - Board of Director shall review the policy of Related Party Transaction.	At least once every in three years.	Complied
06.	Reg. 24A	Secretarial Audit Report - To obtain Secretarial Audit Report from Practicing Company Secretary for the Company - Part of the Annual Report as annexure	Annually	Will be Complied
07.	Reg 25	To carry out activities under Familiarization Program for Directors - placing before the NR Committee and Board for noting & update website	Quarterly basis	Will be Complied
08.	Reg.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 & Within 6 months when approval is required from any regulatory, Government or statutory authorities,	Will be complied as and when applicable.
09.	Reg. 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

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS), 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
10.	Reg. 29 (2)	Prior Intimation of Board Meeting for adoption of Quarterly Financial Results with Limited Review Report.  - submission to SEs & - posting on website of the Company	At least 2 clear days in advance (excluding date of intimation and date of the Board Meeting)	Will be Complied
11.	Reg. 29(2)	Intimation of Board Meeting to be scheduled for declaration of dividend.	At least 2 Working Days in advance (excluding the date of intimation and date of meeting)	Will be Complied within timeline
12.	Reg. 30	Outcome of Board Meeting, esp. Financial Results & other businesses as mentioned in Schedule III Part A - (4)  - submission to SEs & - posting on the website of the Company	Within 30 minutes of the conclusion of the meeting	Will be Complied
13.	Reg. 30 read with Schedule III	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. [Schedule III Part A & Part B] - submission to SEs & posting on the website of the Company	- Within 30 Minutes from the closure of the meeting of the Board - 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 case the event or information is not emanating from within the LE.	Complied

**QUARTERLY & EVENT BASED COMPLIANCE AS PER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS), 2015**

Sr. No.	SEBI Regulation	Compliance regarding	Time limit	Compliance Status
14.	Reg. 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.	<b>Will be complied as and when applicable</b>
15.	Reg. 31(1)(b)	Shareholding Pattern submission to SEs & - placing before the Board for noting	Within 21 days from end of the quarter	<b>Complied</b>
16.	Reg. 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	<b>Will be Complied within timeline.</b>
17.	Reg.34(2) (f)	Business Responsibility and Sustainability Report (BRSR) is applicable to Top 1000 Listed Entity (by market capitalization) from 2023-24.	Simultaneously upon filing of AOC-4 XBRL with MCA	<b>Will be Complied within timeline</b>
18.	Reg. 36	Sending Annual Report to Shareholders:  - The Company shall send Annual Report to the Security holders in electronic form and physical form upon request.	On or before 7 <sup>th</sup> September, 2024	<b>Will be Complied</b>
19.	Re.42,43	Dividend: Proposal to declare dividend in the Board Meeting, Notice of Record	At least notice of at least 7 working days (excluding the date of	<b>Will be complied as when applicable.</b>

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS), 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
		Date specifying the purpose of the same to SE	intimation and record date/ book closure start date) to SE.  The LE shall recommend or declare all dividend at least 5 Working Days (excluding the date of intimation and the record date) before the record date fixed for the purpose.	
20.	Reg.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
21	Reg. 44	Voting Result: Voting Result with Scrutinizers Report AGM/ Postal Ballot events in which e-voting facility availed shall be submitted to SEs	Within 02 Working Days of conclusion of AGM.	Will be complied.
22.	Reg. 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.	Reg.46(2) (o)	The schedule of analysts or Institutional investor meet.	At least 2 Working days in advance	As an when applicable.
24.	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.

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER COMPANIES ACT 2013</b>				
<b>Sr. No.</b>	<b>Section</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
01.	Section 96	Annual General Meeting for the FY 2023-24	On or before 30 <sup>th</sup> September, 2024	Will be complied
02.	Section 101 (1)	Notice of AGM and Annual Report to Members, Debenture Trustee and SES by companies. (Section 136 of the CA 2013 read with Reg .34 of the Listing Regulations)	On or before 7 <sup>th</sup> September, 2024	Will be complied
03.	Section 108	The Company shall appoint Practicing CA/CS /CWA as Scrutinizers for ensuing AGM/EGM/ Postal Ballot	Appointment of agency and scrutinizer through BM & remote e-voting 3 days prior to AGM and e-voting on conclusion of the AGM	Complied
04.	Section 118(10) and SS-1	Intimation related to intention of Participation through Electronic Mode.	With Effect from 01.04.2024	Will be complied
05.	Section 121	Submission of Annual Report for the FY 2023-24 through E-form MGT-15 with Registrar of Company.	Within 30 days of the conclusion of AGM	Will be complied
06.	Section 134 (5) (e)	Proper mechanism of Internal Financial Control It is applicable to the Company to mentioned it in Directors Responsibility Statement.	-	Will be complied
07.	Section.125	IEPF -2 The Company shall submit Form IEPF-2 for unclaimed and unpaid amounts with MCA.	Within 60 days of the AGM	Complied
08.	Compliances of IEPF	Statement relating to Transfer of shares shall be prepared and notices to be sent to respective shareholders		Complied
09.	Under sec 124(6) and Rule 6	IEPF Form-3: Statement of shares and unclaimed dividend not transferred to the IEPF.	<b>On or before 30<sup>th</sup> April 2024.</b>	Will be Complied as and when applicable.

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER COMPANIES ACT 2013</b>				
<b>Sr. No.</b>	<b>Section</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
10.	Sec 138,139, &Sec 149	To check term of Internal Auditor, Statutory Auditor & Independent Director while their term is expiring necessary action relating to appointment and reappointment shall be taken.	On the basis of approval of Shareholders.	Will be complied as when applicable.
11.	Sec 148(3) Rule 6(2)	Appointment of Cost Auditor:  By filing E-Form CRA-2 to MCA (Ministry of Corporate Affairs)	Within 30days of the date of Board Meeting or 180 days from start of Financial Year.	Will be Complied
12.	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
13.	Section 153	Submission of DIR-3-KYC form by the Director having valid DIN.	On or before 30 <sup>th</sup> September, 2024	Will be Complied
14.	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 Board Resolution passed.	Will be Complied

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**GUJARAT INDUSTRIES POWER COMPANY LIMITED  
VADODARA**

**A. RECENT DEVELOPMENTS & ITS COMPLIANCE STATUS: PURSUANT TO MCA & SEBI  
RECENT CIRCULARS FOR LISTED ENTITIES.**

Sr. No.	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
01.	SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024	<p>Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Reg.</p> <ul style="list-style-type: none"> <li>- SEBI, vide circular dated October 7, 2023, had relaxed the applicability of regulation 36(1)(b) of the of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) for Annual General Meetings (AGMs) and regulation 44(4) of the LODR Regulations for general meetings (in electronic mode) held till September 30, 2024 based on the relaxations provided by MCA vide General Circular no. 09/2023 dated September 25, 2023</li> <li>- MCA has extended the relaxation from sending physical copies of financial statements (including Board’s report, Auditor’s report or other documents required to be attached therewith) to the shareholders, for the AGMs conducted till September 30, 2025</li> <li>- SEBI also extend the relaxation as mentioned above till 30/09/2025.</li> </ul>	- Noted and will be complied accordingly.
02.	BSE General Notice 20240930-60 dated 30/09/2024	<p>Introduction of the single filing system through API-based integration between Stock Exchanges</p> <p>This is in reference to the SEBI’s consultation paper dated June 26, 2024, titled ‘Recommendations of the Expert Committee for facilitating ease of doing business and harmonization</p>	- Noted and will be complied accordingly.

Sr. No.	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
		<p>of the provisions of ICDR and LODR regulations. The Committee had recommended that filing done on one Stock Exchange should be automatically disseminated to other Stock Exchange. Both the Exchanges had jointly initiated the development for the API integration to facilitate the same.</p> <p>In this connection, the first phase for the single filing system shall be implemented for “equity” listed and “equity and debt” listed companies for disclosure of Grievance Redressal Mechanism falling under Regulation 13(3) of SEBI LODR from October 01, 2024, onwards, which will be effective for the disclosures to be filed for quarter ended September 30, 2024. Once the aforesaid disclosure is filed on one Exchange it should be ensured that the acknowledgment is received from both the Exchanges. However, post filing as a measure of abundant precaution the listed entities have to check that the filings are available on both the Exchanges websites.</p> <p>The listed entities will have an option for filing the aforesaid disclosure and revision in filings at any one Exchange.</p>	
03.	MCA Notification dated 24/09/2024	Ministry of Corporate Affairs (MCA) has affirmed that for Financial Year 2023-24, Companies performing Corporate Social Responsibility activities in pursuance of Section 135 of the Companies Act, 2013 and the relevant Rules thereof, Form CSR-2 shall be filed separately on or before 31 <sup>st</sup> December, 2024 after filing AOC-4, AOC-4 NBFC (Ind AS) or AOC-4 XBRL for the Financial Year 2023-24, as may be applicable to the Company.	- Earlier the Company need to file CSR-2 form along with AOC-4 XBRL (Filing of Financial Statement) to ROC and now it will be submitted accordingly.
04.	MCA General Circular No. 09/2024 dated 19/09/2024	MCA has been decided to allow companies whose AGMs are due in year 2024 or 2025, to conduct their AGM though VC	- Noted the same and will be complied accordingly.

Sr. No.	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
	regarding allow to conduct AGM/ EGM through VC/ OAVM and to transact items through postal ballot	or OAVM on or before 30th September 2025 in accordance with requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020 and also allow to conduct their EOGM though VC/OAVM or transact items through postal ballot in accordance with framework provided in the MCA circular up to 30 <sup>th</sup> September 2025	
05.	Regulation 29: <b>Prior Intimations</b>	<p>The timeline for prior intimation of Board Meeting to the Stock Exchanges have been made uniform to two days for all specified matters (excluding the date of the intimation and date of the meeting_.</p> <p>After Clause f the following new clauses shall be inserted, namely:</p> <p>(g) any alteration in the form or nature of any of its securities that are listed on the stock exchange or in the rights or privileges of the holders thereof;</p> <p>(h) any alteration in the date on which, the interest on debentures or bonds, or the redemption amounts of redeemable shares or of debentures or bonds, shall be payable.”</p>	<p>- applicable with effect from 17/05/2024.</p> <p>- We have noted the amended clauses and shall inform the stock exchange accordingly.</p>

**B. QUARTERLY AND EVENT BASED COMPLIANCES PURSUANT TO VARIOUS SEBI REGULATIONS AND THE COMPANIES ACT, 2013**

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI PIT (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
01.	Reg.9 Schedule B Para 4(2)	Intimation of Closure of Trading Window: <ul style="list-style-type: none"> <li>- submission to SEs &amp; All DPs</li> <li>- Posting on website of the Company</li> <li>- Provided to Designated person as per Code of conduct</li> </ul>	End of every Quarter till 48 Hours after the declaration of Financial Result.	Complied
02.	Reg.3(5)	Structured Digital Database: <ul style="list-style-type: none"> <li>- Listed Entity who handles Unpublished Price Sensitive Information (UPSI) shall maintain a trail of such information flow digitally.</li> <li>- Such database shall not be outsourced and be maintained with adequate internal controls as well as such time stamping and audit trails to ensure non-tampering of the database.</li> <li>- Listed Entity are required to submit a compliance certificate to the stock exchange certified by compliance officer.</li> </ul>	Within 21 days from the end of the quarter	Complied
<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI (DEPOSITORIES AND PARTICIPANTS) REGULATIONS, 2018</b>				
01.	Reg. 74(5)	RTA Certificate: <ul style="list-style-type: none"> <li>- Submission of RTA Certificate to SEs w.r.t. dematerialization of shares</li> </ul>	Within 15 days of quarter end	Complied.
02.	Reg. 76	Reconciliation of Share Capital Audit Report:	Within 30 days of quarter end	Complied.

		- Submission of Reconciliation of Share Capital Audit Report, given by Practicing Company Secretary on quarterly basis to SEs.		
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**QUARTERLY & EVENT BASED COMPLIANCE AS PER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS), 2015**

Sr. No.	SEBI Regulation	Compliance regarding	Time limit	Compliance Status
01.	Reg.13(3)	Statement of Investor Complaints:  Listed Entity is required to submit a statement giving the numbers of Investor complaints pending – <ul style="list-style-type: none"> <li>○ at the beginning of quarter,</li> <li>○ disposed of during the quarter and</li> <li>○ those remaining unresolved at the end of quarter.</li> </ul> with Recognized Stock exchange.  - Such statement shall be placed before the Board of Directors in the Board Meeting.	Within 21 days from end of the Quarter.	Complied.
02.	Reg. 17 & 18	Conducting of Board Meeting and Audit Committee:  The Listed Entity shall ensure that the gap between the two Board Meeting & Audit Committee is not exceeding 120 days.		Will be Complied within time. (Conducting the Board Meeting prior to 14 <sup>th</sup> November 2024)
03.	Reg 17 (1C)	-The listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time	Within a time period of three months from the date of appointment or next general meeting, whichever is earlier.	Applicable to Directors. Complied with.

**QUARTERLY & EVENT BASED COMPLIANCE AS PER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS), 2015**

Sr. No.	SEBI Regulation	Compliance regarding	Time limit	Compliance Status
		period of three months from the date of appointment, whichever is earlier. - In case of Independent Director approval of shareholder is required by way of Special Resolution. - While Non-Executive director has to be reappointed in next General Meeting		
04.	Reg.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 210 days.	At least Twice in a Year	Will be complied
05.	Reg. 23(1)	Policy on Materiality of Related Party Transactions (RPT): - Board of Director shall review the policy of Related Party Transaction.	At least once every in three years.	Complied
06.	Reg. 23(9)	Related Party Transactions (RPT) Disclosures: - Disclosure of Related Party Transaction (RPT) on consolidated basis as per format specified – XBRL Mode - Simultaneously uploading the same on the Website of the Company - PDF	On the date of publication of Standalone Financial Results	Will be complied.
07.	Reg 25	To carry out activities under Familiarization Program for Directors - placing before the NR Committee and Board for noting & update website	Quarterly basis	Will be Complied

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS), 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
08.	Reg.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 & Within 6 months when approval is required from any regulatory, Government or statutory authorities,	Will be complied as and when applicable.
09.	Reg. 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
10.	Reg. 29 (2)	Prior Intimation of Board Meeting for adoption of Quarterly Financial Results with Limited Review Report. - submission to SEs & - posting on website of the Company	At least 2 clear days in advance (excluding date of intimation and date of the Board Meeting)	Will be Complied
11.	Reg. 30	Outcome of Board Meeting, esp. Financial Results & other businesses as mentioned in Schedule III Part A - (4) - submission to SEs & - posting on the website of the Company	Within 30 minutes of the conclusion of the meeting	Will be Complied
12.	Reg. 30 read with Schedule III	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. [Schedule III Part A & Part B]	- Within 30 Minutes from the closure of the meeting of the Board - 12 hours from the occurrence of event or information in case the event or information is emanating from within the LE; and	Complied

**QUARTERLY & EVENT BASED COMPLIANCE AS PER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS), 2015**

Sr. No.	SEBI Regulation	Compliance regarding	Time limit	Compliance Status
		- submission to SEs & posting on the website of the Company	- Within 24 hours from the occurrence of event or information in case the event or information is not emanating from within the LE.	
13.	Reg. 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
14.	Reg. 31(1)(b)	Shareholding Pattern submission to SEs & - placing before the Board for noting	Within 21 days from end of the quarter	Complied
15.	Reg. 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	Will be Complied within timeline.
16.	Reg.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
17.	Reg. 44	Voting Result: Voting Result with Scrutinizers Report AGM/ Postal Ballot events in which e-voting facility	Within 02 Working Days of conclusion of AGM.	Complied.

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS), 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
		availed shall be submitted to SEs		
18.	Reg. 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.
19.	Reg.46(2) (o)	The schedule of analysts or Institutional investor meet.	At least 2 Working days in advance	As an when applicable.
24.	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.

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER COMPANIES ACT 2013</b>				
<b>Sr. No.</b>	<b>Section</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
01.	Section 92	Annual Return for the FY 2023-24; Submission of Annual Return in the Form MGT-7 along with the MGT-8, within 60 days from the AGM; and upload the same on your website.	Within 60 days of the AGM	Will be complied.
02.	Section 96	Annual General Meeting for the FY 2023-24	On or before 30 <sup>th</sup> September, 2024	Complied.
03.	Section 101 (1)	Notice of AGM and Annual Report to Members, Debenture Trustee and SES by companies. (Section 136 of the CA 2013 read with Reg .34 of the Listing Regulations)	On or before 7 <sup>th</sup> September, 2024	Complied.
04.	Section 108	The Company shall appoint Practicing CA/CS /CWA as Scrutinizers for ensuing AGM/EGM/ Postal Ballot	Appointment of agency and scrutinizer through BM & remote e-voting 3 days prior to AGM and e-voting on conclusion of the AGM	Complied

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER COMPANIES ACT 2013</b>				
<b>Sr. No.</b>	<b>Section</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
05.	Section 117 read with Sec.179	Filing of Resolution in E-form MGT-14, if the Company is passing any of the Resolutions under the Companies Act, 2013.	Within 30 days after passing any Resolutions	Will be complied
06.	Section 118	Finalization and entry of minutes of Annual general Meeting in Minutes Book.	Within 30 days of the conclusion of AGM	Will be complied
07.	Section 121	Submission of Annual Report for the FY 2023-24 through E-form MGT-15 with Registrar of Company.	Within 30 days of the conclusion of AGM	Will be complied
08.	Section 134 (5) (e)	Proper mechanism of Internal Financial Control It is applicable to the Company to mentioned it in Directors Responsibility Statement.	-	Complied.
09.	Section.125 read with Rule 7 (2A) and (2B) of IEPF (Accounting, Audit, transfer and Refund) Amendment Rules, 2019.	IEPF -2 The Company shall submit Form IEPF-2 for unclaimed and unpaid amounts with MCA.	Within 60 days of the AGM	Will be Complied
10.	Rule 6(13) of IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016.	The Company shall submit Form IEPF-7 *(Now in form IEPF-1) along with Excel Utility in respect of statement of amounts credited to IEPF on account of shares transfer to the fund. Since IEPF 1 & 7 are merged now,	Sumit it before the payment of IEPF -1	Complied.
11.	Section 124(2) of the Companies Act, 2013	Prepare a statement containing the names, last known addresses and unpaid dividend if any, to be paid to each such person and place it on the website of the Company.	within a period of 90 days of making the transfer to Unpaid Dividend Account.	Will be Complied
12.	Under sec 124(6) and Rule 6	IEPF Form-3:	On or before 30 <sup>th</sup> April 2024.	Will be Complied as and when applicable.

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER COMPANIES ACT 2013</b>				
<b>Sr. No.</b>	<b>Section</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
		Statement of shares and unclaimed dividend not transferred to the IEPF.		
13.	Sec 138,139, &Sec 149	To check term of Internal Auditor, Statutory Auditor & Independent Director while their term is expiring necessary action relating to appointment and reappointment shall be taken.	On the basis of approval of Shareholders.	Will be complied as when applicable.
14.	Sec 148(3) Rule 6(2)	Appointment of Cost Auditor:  By filing E-Form CRA-2 to MCA (Ministry of Corporate Affairs)	Within 30 days of the date of Board Meeting or 180 days from start of Financial Year.	Complied
15.	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.	Will be Complied
16.	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 Board Resolution passed.	Will be Complied

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**GUJARAT INDUSTRIES POWER COMPANY LIMITED  
VADODARA**

**A RECENT DEVELOPMENTS & ITS COMPLIANCE STATUS: PURSUANT TO MCA & SEBI RECENT CIRCULARS FOR LISTED ENTITIES.**

Sr No	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
1.	<b>SEBI Circular: SEBI/HO/CFD/CFD-PoD 2/CIR/P/2024/18 5; Dated: 31/12/2024</b>	Regarding Implementation of recommendations of the Expert Committee for facilitating ease of doing business for listed entities, wherein Integrated Filing has been introduced and provisions regarding Secretarial Auditor has been amended and various Updation has been provided such as Single Filing System and System Driven Disclosure of certain filings. <b>Timelines and Format has been provided in Annexure – A (SEBI Circular Annexed)</b>	Noted and will be complied accordingly
<b>SEBI (LODR) (THIRD AMENDMENT) REGULATIONS, 2024, EFFECTIVE FROM 12/12/2024</b>			
2.	<b>Regulation 5 General Obligation of Compliance</b>	The key managerial personnel, directors, promoter, promoter group or any other person dealing with the listed entity shall disclose to the listed entity all information that is relevant and necessary for the listed entity to ensure compliance with the applicable laws.	Noted and will be complied accordingly
3.	<b>Regulation 7(3) Share Transfer Agent</b>	The listed entity shall submit a compliance certificate to the exchange, duly signed by both the compliance officer of the listed entity and the authorized representative of the share transfer agent, wherever applicable, within thirty days from the end of the financial year, certifying compliance with the requirements of sub- regulation (2).	Reg. 7(3) Completely Omitted
4.	<b>Regulation 10(1) Filing of Information</b>	The Board may enable integrated filing of periodic reports, statements, documents and any other information required to be filed by a listed entity under the Act or the regulations made thereunder in the format and within the timelines as may be specified.	Noted the same and will be complied accordingly
5.	<b>Regulation 13(3) Grievance Redressal Mechanism</b>	The listed entity shall file with the recognised stock exchange(s) on a quarterly basis a statement detailing the redressal of investor grievances in such form and within the timelines as may be specified by the Board.	Noted the same and will be complied accordingly.

Sr No	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
6.	<b>Regulation 16 Definition of Senior Management</b>	“senior management” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer or Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.	Noted
7.	<b>Regulation 17 Board of Directors</b>	The board of directors of the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors.	Already in line with said regulation.
8.	<b>Regulation 17 Board of Directors</b>	No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of <u>seventy-five years</u> unless a <u>special resolution</u> is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person and the same shall be complied at the time of appointment and re-appointment.	Noted the same and will be complied accordingly
9.	<b>Regulation 17(1)(C) Board of Directors</b>	The listed entity shall ensure that approval of shareholders for appointment or reappointment of a person on the board of directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier  (if such appointment or re-appointment of a person to the board of directors or as a manager is subject to approval of regulatory, government or statutory authorities, then the time taken to receive such approvals shall be excluded).	Noted the same and will be complied accordingly
10.	<b>Regulation 17 (1E) Board of Directors</b>	Any vacancy in the office of a director shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy.	Noted

Sr No	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
		<p><b>Provided that</b> if the vacancy in the office of a director results in non-compliance with the provisions of sub-regulation (1) of regulation 18, sub-regulation (1) or (2) of regulation 19, sub-regulation (2) or (2A) of regulation 20 or sub-regulation (2) or (3) of regulation 21, the listed entity shall ensure compliance at the earliest and in any case not later than three months from the date of such vacancy.</p> <p>If the said vacancy is due to expiration of the term of office of any director the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated.</p>	
11.	<b>Regulation 17 (1E) Meetings of Board and Audit Committee Meetings</b>	The board of directors shall meet at least four times a financial year, with a maximum time gap of one hundred and twenty days between any two consecutive meetings.	Already complying with the same
12.	<b>Regulation 23 Related Party Transaction</b>	Remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require approval of the audit committee <b>provided that</b> the same is not material in terms of the provisions of sub-regulation (1) of this regulation.	Noted and shall be complied accordingly
		<p>The members of the audit committee, who are independent directors, may ratify related party transactions <b>within three months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier</b>, subject to the following conditions:</p> <p>(i) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;</p> <p>(ii) the transaction is not material in terms of the provisions of sub-regulation (1) of this regulation;</p> <p>(iii) rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;</p>	Noted and shall be complied accordingly

Sr No	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
		<p>(iv) the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of sub-regulation (9) of this regulation;</p> <p>(iiv) any other condition as specified by the audit committee:</p> <p><b>Provided that</b> failure to seek ratification of the audit committee shall render the transaction voidable at the option of the audit committee and if the transaction is with a related party to any director, or is authorized by any other director, the director(s) concerned shall indemnify the listed entity against any loss incurred by it.</p>	
		Audit committee may grant omnibus approval for related party transactions proposed to be entered into by the listed entity or its subsidiary	Noted
		<p>The provisions of sub-regulations (2), (3) and (4) shall not be applicable in the following cases:</p> <p>a. transactions entered into between two public sectors companies;</p> <p>b. transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.</p> <p>c. transactions entered into between two wholly-owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.</p> <p>d. transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand.</p> <p>e. transactions entered into between a public sector company on one hand and the Central Government or any State Government or any combination thereof on the other hand.</p>	Noted

Sr No	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
13.	<b>Regulation 24A</b>	<p>Every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity.</p> <p>Explanation:</p> <p>(i) "Secretarial Auditor" means a Company Secretary in Practice or a firm of Company Secretary(ies) in practice appointed to conduct the Secretarial Audit.</p> <p>(ii) "Peer Reviewed Company Secretary" means a Company Secretary in practice, who is either practicing individually or as a sole proprietor or as a partner of a Peer Reviewed Practice Unit, holding a valid certificate of peer review issued by the Institute of Company Secretaries of India.</p> <p>(B) On the basis of recommendation of board of directors, a listed entity shall appoint or reappoint:</p> <p>(i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or</p> <p>(ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.</p> <p><b>Provided that</b> an individual Secretarial Auditor who has completed his or her term under sub-clause (i) of this clause shall not be eligible for re-appointment as Secretarial Auditor in the same entity for five years from the completion of his or her term;</p> <p>A Secretarial Audit firm which has completed its term under sub-clause (ii) of this clause, shall not be eligible for re-appointment as Secretarial Auditor in the same entity for five years from the completion of such term:</p>	Noted and will be Complied

Sr No	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
		<p><b>Provided further that</b> as on the date of appointment no Secretarial Audit firm having a common partner or partners to the other Secretarial Audit firm, whose tenure has expired in the listed entity immediately preceding the financial year, shall be appointed as Secretarial Auditor of the same listed entity for a period of five years: Provided further that, nothing contained in these regulations shall prejudice the right of the entity to remove Secretarial Auditor with the approval of its shareholders in its Annual General Meeting or the right of the Secretarial Auditor to resign from such office of the listed entity.</p> <p>(C) The casual vacancy arising out of resignation, death or disqualification of a Secretarial Auditor shall be filled by the board of directors of the listed entity within a period of <b>three months</b> and the secretarial auditor so appointed shall hold office till the conclusion of the next annual general meeting.</p>	
14.	<b>Regulation 24A</b>	<p><b>Eligibility, Qualifications and Disqualifications of Secretarial Auditor:</b></p> <p>a. A person shall be eligible for appointment as a Secretarial Auditor of the listed entity only if such person is a Peer Reviewed Company Secretary and has not incurred any of the disqualifications as specified by the Board. Provided that a firm whereof majority of partners practicing in India are qualified for appointment as aforesaid may be appointed by its firm name to be Secretarial Auditor of the listed entity.</p> <p>b. Where a firm including a limited liability partnership is appointed as Secretarial Auditor of the listed entity, only the partners who are Peer Reviewed Company Secretaries shall be authorised to act and sign on behalf of the firm.</p> <p>c. Where a person appointed as Secretarial Auditor of the listed entity incurs any of the disqualifications as specified by the Board, after appointment, such person shall vacate the office as Secretarial Auditor and such vacation shall be deemed to be a casual vacancy in the office of the Secretarial Auditor.</p>	Noted and will be Complied

Sr No	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
		<p>(1B) Secretarial Auditor not to render certain services: A Secretarial Auditor appointed under these regulations shall provide to the listed entity only such other services as are approved by the board of directors, but which shall not include any services as specified by the Board in this behalf.</p> <p>(1C) With effect from April 1, 2025, every listed entity shall ensure compliance with sub regulation (1), (1A) and (1B) for appointment, re-appointment or continuation of the Secretarial Auditor of the listed entity: <b>Provided that</b> any association of the individual or the firm as the Secretarial Auditor of the listed entity before March 31, 2025 shall not be considered for the purpose of calculating the tenure under clause (b) of sub-regulation (1).</p>	
15.	<b>Regulation 24A</b>	The listed entity shall ensure that with effect from <b>April 1, 2025</b> , the Secretarial Compliance Report submitted to the stock exchange(s) on annual basis is signed only by the Secretarial Auditor or by a Peer Reviewed Company Secretary who satisfies the conditions mentioned in sub-regulations (1A) and (1B) of this regulation.	Noted and to be Complied
16.	<b>Regulation 25 (6) Obligations with respect to Independent Director</b>	An independent director who resigns or is removed from the board of directors of the listed entity shall be replaced by a new independent director by listed entity at the earliest but not later than three months from the date of such vacancy: Provided that where the listed entity fulfils the requirement of independent directors in its board of directors without filling the vacancy created by such resignation or removal, the requirement of replacement by a new independent director shall not apply	Reg. 25 (6) omitted to bring in line with Regulation 17
17.	<b>Regulation 26 Obligations with respect to employees incl. Sr. Management, Key Managerial Personnel, Directors &amp; Promoters.</b>	No employee including key managerial personnel or director or promoter of a listed entity shall enter into any agreement for himself / herself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution:	Noted

Sr No	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
		<p><b>Provided that</b> all interested persons involved in the transaction covered under the agreement shall abstain from voting in the general meeting.</p> <p><b>Provided further that</b> if the Board of Directors approve such agreement, the same shall be placed before the public shareholders for approval by way of an ordinary resolution in the first general meeting held after listing and all interested persons involved in the transaction covered under the agreement shall abstain from voting in the general meeting.</p>	
18.	<p><b>Independent Directors to Hold Biannual Meetings (Discretionary Requirements)</b></p>	<p>The independent directors of top 2000 listed entities as per market capitalization shall endeavor to hold at least two meetings in a financial year, without the presence of non-independent directors and members of the management and all the independent directors shall endeavor to be present at such meetings.</p>	Noted
19.	<p><b>Regulation 30(6)(i) Outcome of Board Meeting</b></p>	<p>If the Board meeting closes after normal trading hours (i.e. 3.30 PM) of that day but more than three hours before the beginning of the normal trading hours of the next trading day, (i.e. 9.15 AM) then the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting. For example, if the Board Meeting concludes any time after 3.30 PM (but before 6.00 AM of next day) then three hours' time is available for disclosure. If the Board Meeting concludes after 6.00 AM of next day then the disclosure is required within 30 minutes.</p>	Noted and shall be complied accordingly
20.	<p><b>Regulation 31A Conditions for Re-classification of any person as promoter / public</b></p>	<p>Re-classification of the status of any person as a promoter or public shall be permitted by the stock exchanges only upon receipt of an application from the listed entity along with all relevant documents subject to compliance with conditions specified in these regulations; Provided that in case of entities listed on more than one stock exchange, the concerned stock exchanges shall jointly decide on the application.</p>	Completely Omitted

Sr No	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
21.	<b>Regulation 39(2) Issuance of Certificates/Receipts /Letters/Advices for securities &amp; dealing with unclaimed securities.</b>	The listed entity shall submit information regarding loss of share certificates and issue of the duplicate certificates, to the stock exchange within two days of its getting information.	Completely Omitted
22.	<b>Transfer or transmission or transposition of securities 40(2)(3)(6)(8)(9)(10)</b>	Requirement of filing the certificate, issued by PCS under Reg 40(9), within 30 days from the end of financial year, has been omitted. Certificate stating requests for sub division, renewal, exchange, transfer, replacement, remat, transmission in respect of shares of the company is omitted.	Noted
23.	<b>Regulation 42 Record Date or Date of closure of transfer books 42(3)(4)(5)</b>	<p>The listed entity shall give notice to Stock Exchange in advance of at least three working days (instead of seven) (excluding the date of intimation and the record date) specifying the purpose of the record date.</p> <p>Further, the listed entity shall ensure the time gap of at least five working (instead of thirty) days between two record dates..</p>	Noted and shall be complied accordingly
24.	<b>Regulation 44 Meetings of shareholders and voting</b>	The listed entity shall send proxy forms to holders of securities in all cases mentioning that a holder may vote either for or against each resolution: <u>Provided that the requirement to send proxy forms shall not be applicable to general meetings held only through electronic mode.</u>	Noted and shall be complied accordingly
25.	<b>Regulation 46 (2) (oa) Website</b>	<p>Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner: The audio recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier; ii. the video recordings, if any, shall be made available on the website within forty-eight hours from the conclusion of such calls;</p> <p>The transcripts of such calls shall be made available on the website along with simultaneous submission to recognized stock exchanges within five working days of the conclusion of such calls: Provided that</p>	Noted and shall be complied accordingly

Sr No	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
		<p>a. The information under sub-clause (i) and (ii) of this clause shall be hosted on the website of the listed entity for a minimum period of two years and thereafter as per the preservation policy of the listed entity in terms of clause (b) of regulation 9.</p> <p>b. The information under sub-clause of this clause shall be hosted on the website of the listed entity for a minimum period of five years and preserved in accordance with clause (b) of regulation 9.</p>	
26.	<p><b>Regulation 46 (2) (za)</b></p> <p><b>Website 46 (2)(za)</b></p>	<p>Employee Benefit Scheme Documents, excluding commercial secrets and such other information that would affect competitive position of the listed entity, framed in terms of the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021</p> <p>Provided that redaction of information under clause (za) above from the Employee Benefit Scheme document shall be approved by the board of directors of the listed entity and shall be in compliance with guidelines as may be specified by the Board</p> <p>Provided that for the purpose of compliance with this sub-regulation, the listed entity may provide the exact link to the webpage of each of the recognized stock exchanges where such information has already been made available by the listed entity.</p>	Noted
27.	<p><b>Regulation 47 (1)</b></p> <p><b>Advertisements in Newspapers</b></p>	<p>The listed entity shall publish an advertisement in the newspaper, within forty-eight hours of conclusion of the meeting of board of directors at which the financial results were approved, containing a Quick Response code and the details of the webpage where complete financial results of the listed entity, as specified in regulation 33, along-with the modified opinion(s) or reservation(s), if any, expressed by the auditor, is accessible to the investors:</p> <p>Nothing provided under this regulation shall preclude a listed entity from publishing, if it so chooses, the financial results in terms of regulation 33 along-with the modified opinion(s) or reservation(s), if any, expressed by the auditor in the newspaper as per the format specified within 48 hours of conclusion of the meeting of the board of directors at which the financial results were approved</p>	Noted and shall be complied accordingly

Sr No	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
28.	<b>Regulation 47 (2) (3) Advertisements in Newspapers 47(2)(3)</b>	The given sub-regulations have been completely OMITTED.	Omitted
29.	<b>Disclosures of Events or Information</b>	The cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of regulation 30: Provided that acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified.	Noted and shall be complied accordingly
		In case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.	Completely Omitted
30.	<b>The listed entity shall promptly inform the stock exchange(s) of all information which shall have bearing on performance/operation of the listed entity or is price sensitive or shall affect payment of interest or dividend or redemption payment of non-convertible securities</b>	Fraud or defaults, in terms of paragraph 6 of clause A of Part-A of Schedule III, by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad	Noted
31.	<b>Schedule V Clause 9 Corporate Governance in Annual Report</b>	Mandatory requirements to include Stock code, Market Price, high, low during each month in last financial year and performance in comparison to broad-based indices such as SENSEX, NIFTY in Corporate Governance Report in Annual Report are omitted.	Schedule v Clause 9 Completely Omitted
32.	<b>Regulation 16 (1) (c) Material Subsidiary</b>	Material Subsidiary shall mean a subsidiary, whose turnover (instead of income) or net worth exceeds ten percent of the consolidated turnover (instead of income) or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.	Not ed

Sr No	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
33.	<b>Regulation 36(1)(b) Replacement of Hard Copy Requirement with Web-Link for Annual Report –</b>	<p>A letter providing the web link, including the exact path, where complete details of the Annual Report are available be provided to those shareholders who have not registered their email id. The amendment simplifies disclosure by replacing physical copy with a web link, enabling faster digital access to company information.</p> <p><b>The requirement to publish advertisements of notices given to shareholders, along with simultaneous submission to stock exchange has been done away.</b></p>	Noted and shall be complied accordingly
34.	<b>Events which shall be disclosed without any application of the guidelines for materiality</b>	Acquisition of shares aggregating to 5% or more in an unlisted company and any change in holding from the last disclosure made, exceeding 2% of the total shareholding shall be disclosed on a quarterly basis in the format as may be specified.	Noted
35.	<b>Definition of Related Party Transaction</b>	<p>Definition of ‘related party transactions’ has the following two new exceptions:</p> <ul style="list-style-type: none"> <li>• Acceptance of current account deposits and savings account deposits by banks in compliance with the directions issued by the RBI.</li> <li>• Retail purchases from any listed entity or its subsidiary by its directors or its employees without establishing a business relationship and at the terms which are uniformly applicable/ offered to all employees and directors.</li> </ul>	Noted
36.	<b>Imposition of penalty</b>	<p>Disclosure of fine or penalty of</p> <ul style="list-style-type: none"> <li>• Rs. one lakh or more imposed by sectoral regulator or enforcement agency and</li> <li>• Rs. ten lakhs or more imposed by other authority or judicial body shall be disclosed within 24 hours Imposition of fine or penalty lower than the above limit will be disclosed on a quarterly basis in the format as may be specified.</li> </ul>	Noted

**B. QUARTERLY AND EVENT BASED COMPLIANCES PURSUANT TO VARIOUS SEBI REGULATIONS AND THE COMPANIES ACT, 2013**

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI PIT (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
01.	<b>Reg.9 Schedule B Para 4(2)</b>	Intimation of Closure of Trading Window: <ul style="list-style-type: none"> <li>- submission to SEs &amp; All DPs</li> <li>- Posting on website of the Company</li> <li>- Provided to Designated person as per Code of conduct</li> </ul>	End of every Quarter till 48 Hours after the declaration of Financial Result.	Complied
02.	<b>Reg.3(5)</b>	Structured Digital Database: <ul style="list-style-type: none"> <li>- Listed Entity who handles Unpublished Price Sensitive Information (UPSI) shall maintain a trail of such information flow digitally.</li> <li>- Such database shall not be outsourced and be maintained with adequate internal controls as well as such time stamping and audit trails to ensure non-tampering of the database.</li> <li>- Listed Entity are required to submit a compliance certificate to the stock exchange certified by compliance officer.</li> </ul>	Within 21 days from the end of the quarter	Complied
<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI (DEPOSITORIES AND PARTICIPANTS) REGULATIONS, 2018</b>				
01.	<b>Reg. 74(5)</b>	RTA Certificate: <ul style="list-style-type: none"> <li>- Submission of RTA Certificate to SEs w.r.t. dematerialization of shares</li> </ul>	Within 15 days of quarter end	Complied.
02.	<b>Reg. 76</b>	Reconciliation of Share Capital Audit Report: <ul style="list-style-type: none"> <li>- Submission of Reconciliation of Share Capital Audit Report, given by Practicing Company Secretary on quarterly basis to SEs.</li> </ul>	Within 30 days of quarter end	Complied.

**QUARTERLY & EVENT BASED COMPLIANCE AS PER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS), 2015**

Sr. No.	SEBI Regulation	Compliance regarding	Time limit	Compliance Status
01.	<b>Reg.13(3)</b>	<p>Statement of Investor Complaints:</p> <p>Listed Entity is required to submit a statement giving the numbers of Investor complaints pending –</p> <ul style="list-style-type: none"> <li>○ at the beginning of quarter,</li> <li>○ disposed of during the quarter and</li> <li>○ those remaining unresolved at the end of quarter.</li> </ul> <p>with Recognized Stock exchange.</p> <p>- Such statement shall be placed before the Board of Directors in the Board Meeting.</p>	Within 21 days from end of the Quarter.	Complied.
02.	<b>Reg. 17 &amp; 18</b>	<p>Conducting of Board Meeting and Audit Committee:</p> <p>The Listed Entity shall ensure that the gap between the two Board Meeting &amp; Audit Committee is not exceeding 120 days.</p>		Will be Complied within time. (Conducting the Board Meeting prior to 14 <sup>th</sup> February 2025)
03.	<b>Reg 17 (1C)</b>	<ul style="list-style-type: none"> <li>-The listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.</li> <li>- In case of Independent Director approval of shareholder is required by way of Special Resolution.</li> <li>- While Non-Executive director has to be reappointed in next General Meeting</li> </ul>	Within a time period of three months from the date of appointment or next general meeting, whichever is earlier.	Applicable to Directors. Complied with.
04.	<b>Reg.21</b>	<p>Risk Management Committee applicable to top 1000 Listed Companies:</p> <ul style="list-style-type: none"> <li>- Listed Entity shall ensure to conduct meeting and the gap between two meeting should not be more than 210 days.</li> </ul>	At least Twice in a Year	Will be complied

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS), 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
05.	<b>Reg. 23(1)</b>	Policy on Materiality of Related Party Transactions (RPT): - Board of Director shall review the policy of Related Party Transaction.	At least once every in three years.	Complied
06.	<b>Reg. 23(9)</b>	Related Party Transactions (RPT) Disclosures: - Disclosure of Related Party Transaction (RPT) on consolidated basis as per format specified – XBRL Mode - Simultaneously uploading the same on the Website of the Company - PDF	On the date of publication of Standalone Financial Results	Will be complied.
07.	<b>Reg 25</b>	To carry out activities under Familiarization Program for Directors - placing before the NR Committee and Board for noting & update website	Quarterly basis	Will be Complied
08.	<b>Reg.26A</b>	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 & Within 6 moths when approval is required from any regulatory, Government or statutory authorities,	Will be complied as and when applicable.
09.	<b>Reg. 27(2)</b>	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
10.	<b>Reg. 29 (2)</b>	Prior Intimation of Board Meeting for adoption of Quarterly Financial Results with Limited Review Report. - submission to SEs & - posting on website of the Company	At least 2 clear days in advance (excluding date of intimation and date of the Board Meeting)	Will be Complied

**QUARTERLY & EVENT BASED COMPLIANCE AS PER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS), 2015**

Sr. No.	SEBI Regulation	Compliance regarding	Time limit	Compliance Status
11.	<b>Reg. 30</b>	Outcome of Board Meeting, esp. Financial Results & other businesses as mentioned in Schedule III Part A - (4) - submission to SEs & - posting on the website of the Company	Within 30 minutes of the conclusion of the meeting	Will be Complied
12.	<b>Reg. 30 read with Schedule III</b>	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. [Schedule III Part A & Part B] - submission to SEs & posting on the website of the Company	- Within 30 Minutes from the closure of the meeting of the Board - 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 case the event or information is not emanating from within the LE.	Complied
13.	<b>Reg. 30A</b>	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

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS), 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
14.	<b>Reg. 31(1)(b)</b>	Shareholding Pattern submission to SEs & - placing before the Board for noting	Within 21 days from end of the quarter	Complied
15.	<b>Reg. 33 (3)</b>	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	Will be Complied within timeline.
16.	<b>Reg.43A</b>	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
17.	<b>Reg. 44</b>	Voting Result: Voting Result with Scrutinizers Report AGM/ Postal Ballot events in which e-voting facility availed shall be submitted to SEs	Within 02 Working Days of conclusion of AGM.	Complied.
18.	<b>Reg. 46</b>	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.
19.	<b>Reg.46(2) (o)</b>	The schedule of analysts or Institutional investor meet.	At least 2 Working days in advance	As an when applicable.
20.	<b>SEBI - LODR Regulation 47</b>	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.

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER COMPANIES ACT 2013</b>				
<b>Sr. No.</b>	<b>Section</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
1.	<b>Section 117 read with Sec.179</b>	Filing of Resolution in E-form MGT-14, if the Company is passing any of the Resolutions under the Companies Act, 2013.	Within 30 days after passing any Resolutions	Will be complied

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER COMPANIES ACT 2013</b>				
<b>Sr. No.</b>	<b>Section</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
2.	<b>Section 134 (5) (e)</b>	Proper mechanism of Internal Financial Control It is applicable to the Company to mentioned it in Directors Responsibility Statement.	-	Complied.
3.	<b>Section.125 read with Rule 7 (2A) and (2B) of IEPF (Accounting, Audit, transfer and Refund) Amendment Rules, 2019.</b>	IEPF -2 The Company shall submit Form IEPF-2 for unclaimed and unpaid amounts with MCA.	Within 60 days of the AGM	Complied
4.	<b>Rule 6(13) of IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016.</b>	The Company shall submit Form IEPF-7 *(Now in form IEPF-1) along with Excel Utility in respect of statement of amounts credited to IEPF on account of shares transfer to the fund. Since IEPF 1 & 7 are merged now,	To submit it before the payment of IEPF -1	Complied.
5.	<b>Section 124(2) of the Companies Act, 2013</b>	Prepare a statement containing the names, last known addresses and unpaid dividend if any, to be paid to each such person and place it on the website of the Company.	within a period of 90 days of making the transfer to Unpaid Dividend Account.	Complied
6.	<b>Under sec 124(6) and Rule 6</b>	IEPF Form-3:  Statement of shares and unclaimed dividend not transferred to the IEPF.	On or before 30 <sup>th</sup> April 2024.	Will be Complied as and when applicable.
7.	<b>Sec 138,139, &amp;Sec 149</b>	To check term of Internal Auditor, Statutory Auditor & Independent Director while their term is expiring necessary action relating to appointment and reappointment shall be taken.	On the basis of approval of Shareholders.	Will be complied as when applicable.

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER COMPANIES ACT 2013</b>				
<b>Sr. No.</b>	<b>Section</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
8.	<b>Sec 148(3) Rule 6(2)</b>	Appointment of Cost Auditor:  By filing E-Form CRA-2 to MCA (Ministry of Corporate Affairs)	Within 30 days of the date of Board Meeting or 180 days from start of Financial Year.	Complied
9.	<b>Section 135 read with Rule 8</b>	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.	Will be Complied
10.	<b>Sec. 188</b>	Noting of Minutes of the Related Party transactions on the recommendation of Audit Committee and approved by Board.	Within 30 days from the Board Resolution passed.	Will be Complied

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**GUJARAT INDUSTRIES POWER COMPANY LIMITED  
VADODARA**

**A RECENT DEVELOPMENTS & ITS COMPLIANCE STATUS: PURSUANT SEBI RECENT CIRCULARS FOR LISTED ENTITIES.**

Sr No	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
1.	<b>SEBI Circular: SEBI/HO/CFD/CFD-PoD 2/CIR/P/2025/47 Dated: 01/04/2025</b>	Regarding clarification on the position of Compliance Officer in terms of regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Which clarified that the Compliance Officer of a listed entity to be in whole time employment of the listed entity, not more than one level below the board of Directors and designated as a Key Managerial Personnel.	Noted.
2.	<b>SEBI Circular: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/35 Dated: 20/03/2025</b>	Circular regarding disclosure of holding of specified securities in dematerialized for. Format for disclosure of holding of securities and shareholding patten is partially modified as under: <ul style="list-style-type: none"> <li>- Details of Non -disposal Undertaking, other encumbrances, if any shall be disclosed;</li> <li>- Outstanding convertible securities include ESOPs;</li> <li>- A foot note has been added to the table II that provide the details of promoters and promoter group with shareholding "NIL".</li> </ul>	Noted and complained accordingly.
3.	<b>SEBI Circular: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 Dated: 14/02/2025</b>	Circular issued pertaining to clarification and notification for application of Industrial Standards on "Minimum Information to be provided for a review of the audit Committee and Shareholders for approval of a related party transactions."  In which pursuant to regulation 23 of SEBI (LODR) Regulations, 2015 a related party transaction to be approved by Audit Committee and by shareholders, if material.	Noted the same and will be complied accordingly

Sr No	SEBI Regulation	Particulars	Applicability to / Compliance by GIPCL / Remarks
		<p>In order to facilitate uniform approach and complying with above mentioned requirement Industrial standard and minimum information to be provided as an explanatory statement for approval of shareholders is disclosed.</p> <p>The initially this circular shall come into effect from 01/04/2025, however with feedback from various stakeholders extend the timeline of applicability effective from 01/04/2025.</p>	

GIPCL

**B. QUARTERLY AND EVENT BASED COMPLIANCES PURSUANT TO VARIOUS SEBI REGULATIONS AND THE COMPANIES ACT, 2013**

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI PIT (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
01.	<b>Reg.9 Schedule B Para 4(2)</b>	<p>Intimation of Closure of Trading Window:</p> <ul style="list-style-type: none"> <li>- submission to SEs &amp; All DPs</li> <li>- Posting on website of the Company</li> <li>- Provided to Designated person as per Code of conduct</li> <li>- List of designated persons needs to upload on designated depository system i.e. NSDL</li> </ul>	End of every Quarter till 48 Hours after the declaration of Financial Result.	Complied
02.	<b>Reg.3(5)</b>	<p>Structured Digital Database:</p> <ul style="list-style-type: none"> <li>- Listed Entity who handles Unpublished Price Sensitive Information (UPSI) shall maintain a trail of such information flow digitally.</li> <li>- Such database shall not be outsourced and be maintained with adequate internal controls as well as such time stamping and audit trails to ensure non-tampering of the database.</li> <li>- Listed Entity are required to submit a compliance certificate to the stock exchange certified by compliance officer.</li> </ul> <p>As per latest amendment SEBI has covered some additional events under UPSI and flexibilities concerning information emanating from outside the Company.</p>	Within 21 days from the end of the quarter	Complied

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI PIT (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
03.	<b>Reg. 9 Schedule B</b>	Annual Statement of Declaration about the holding shares in the Company by directors/promoters and family members	Within 30 days of the close of Financial Year	Complied
<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI (DEPOSITORIES AND PARTICIPANTS) REGULATIONS, 2018</b>				
01.	<b>Reg. 74(5)</b>	RTA Certificate: - Submission of RTA Certificate to SEs w.r.t. dematerialization of shares	Within 15 days of quarter end	Complied.
02.	<b>Reg. 76</b>	Reconciliation of Share Capital Audit Report: - Submission of Reconciliation of Share Capital Audit Report, given by Practicing Company Secretary on quarterly basis to SEs.	Within 30 days of quarter end	Complied.
<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI LODR (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS), 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
01.	<b>Reg.13(3)</b>	Statement of Investor Complaints discontinue with single reporting.  Statement of Investors Complaints and Corporate Governance compliances along with other disclosures has been integrated under the head "Integrated Filing (Governance)".	Within 30 days from end of the Quarter.	Complied.
02.	<b>Fees and other Charges</b>	Payment of Listing Fees and other charges to the Stock Exchanges (BSE & NSE), NSDL & CDSL.	Within one month from end of 31/03/2025	Complied.
03.	<b>Reg. 17 &amp; 18</b>	Conducting of Board Meeting and Audit Committee:  For adoption of Financial Result for the quarter / year ended on March 31,2025 and such other business (In Audit Committee).		Will be Complied within time. (Conducting the Board Meeting prior to 30 <sup>th</sup> May, 2025)

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI PIT (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
		The Listed Entity shall ensure that the gap between the two Board Meeting & Audit Committee is not exceeding 120 days.		
04.	<b>Reg 17 (1C)</b>	<ul style="list-style-type: none"> <li>-The listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.</li> <li>- In case of Independent Director approval of shareholder is required by way of Special Resolution.</li> <li>- While Non-Executive director has to be reappointed in next General Meeting</li> </ul>	Within a time period of three months from the date of appointment or next general meeting, whichever is earlier.	Applicable to Directors. Complied with.
05.	<b>Reg. 17 (10)</b>	Evaluate the performance of the Independent Directors: The entire Board of Directors of the Company shall evaluate the performance of ID during the FY 2024-25.	During the FY 2024-25 and initiate the same for FY 2025-26	Complied.
06.	<b>Reg. 19</b>	Meeting of Nomination & Remuneration Committee	At least one Meeting in a financial year	Complied.
07.	<b>Reg. 20</b>	Meeting of Stakeholders Relationship Committee	At least one Meeting in a Financial year	Complied.
08.	<b>Reg.21</b>	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 210 days.	At least Twice in a Year	Will be complied

**QUARTERLY & EVENT BASED COMPLIANCE AS PER SEBI PIT (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
09.	<b>Reg. 23(1)</b>	Policy on Materiality of Related Party Transactions (RPT):  - Board of Director shall review the policy of Related Party Transaction.	At least once every in three years.	Complied
10.	<b>Reg. 23(9)</b>	Related Party Transactions (RPT) Disclosures:  - Disclosure of Related Party Transaction (RPT) on consolidated basis as per format specified – XBRL Mode - Simultaneously uploading the same on the Website of the Company - PDF	On the date of publication of Standalone Financial Results	Will be complied.
11.	<b>Reg. 24A</b>	Annual Secretarial Compliance Report:  - The Company required to submit Annual Secretarial Compliance Report in a format specified through XBRL Mode in addition to filing in PDF Mode; - Upload on website of the Company	Within 60 days of the financial year i.e. on or before 30 <sup>th</sup> May, 2025.	Will be Complied.
12.	<b>Reg. 24A</b>	Appointment of Secretarial Auditor as per SEBI LODR Regulations:  - On recommendation of Board only peer reviewed Company Secretary or PCS Firm shall be appointed as Secretarial Auditor for term of five years and following shareholders' approval in its ensuing AGM.	Recommendation from Board and shareholders' approval at ensuing AGM i.e. 40 <sup>th</sup> AGM of the Company.	Will be Complied.

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI PIT (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
13.	<b>Reg 25</b>	To carry out activities under Familiarization Program for Directors  - placing before the NR Committee and Board for noting & update website	Quarterly basis	Will be Complied
14.	<b>Reg. 26(3), 17(5) and 26(5)</b>	Affirmation on Compliance with the Code of Conduct:  - To receive from all the Directors, Sr. Management confirming compliance of code of Conduct.	On Annual basis	Complied.
15.	<b>Reg.26A</b>	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 & Within 6 months when approval is required from any regulatory, Government or statutory authorities,	Will be complied as and when applicable.
16.	<b>Reg. 27(2)</b>	Corporate Governance Report discontinue with single reporting.  - Statement of Investors Complaints and Corporate Governance compliances along with other disclosures has been integrated under the head "Integrated Filing (Governance)".	Within 30 days from end of the Quarter.	Complied.
17.	<b>Reg. 29 (2)</b>	Prior Intimation of Board Meeting for adoption of Quarterly Financial Results with Limited Review Report.  - submission to SEs & - posting on website of the Company	At least 2 clear days in advance (excluding date of intimation and date of the Board Meeting)	Will be Complied

**QUARTERLY & EVENT BASED COMPLIANCE AS PER SEBI PIT (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

Sr. No.	SEBI Regulation	Compliance regarding	Time limit	Compliance Status
18.	<b>Reg. 30</b>	Outcome of Board Meeting, esp. Financial Results & other businesses as mentioned in Schedule III Part A - (4)  - submission to SEs & - posting on the website of the Company	Within 30 minutes of the conclusion of the meeting	Will be Complied
19.	<b>Reg. 30 read with Schedule III</b>	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. [Schedule III Part A & Part B]  - submission to SEs & posting on the website of the Company	- Within 30 Minutes from the closure of the meeting of the Board - 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 case the event or information is not emanating from within the LE.	Complied
20.	<b>Reg. 30A</b>	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

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI PIT (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
21.	<b>Reg. 31(1)(b)</b>	Shareholding Pattern submission to SEs &  - placing before the Board for noting	Within 21 days from end of the quarter	Complied
22.	<b>Reg. 33 (3) (a)</b>	Integrated Financial Result along with declaration of unmodified/ modified opinion. 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 30 days from end of the quarter i.e. 31/03/2025 Due date 30/05/2025	Will be Complied within timeline.
23.	<b>Reg. 34(2) (f)</b>	Business Responsibility and Sustainability Report (BRSR):	Annual Filing along with AOC-4 XBRL with MCA	Will be Complied.
24.	<b>Reg.43A</b>	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
25.	<b>Reg. 44</b>	Voting Result:  Voting Result with Scrutinizers Report AGM/ Postal Ballot events in which e-voting facility availed shall be submitted to SEs	Within 02 Working Days of conclusion of AGM.	Complied.
26.	<b>Reg. 46</b>	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.

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER SEBI PIT (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015</b>				
<b>Sr. No.</b>	<b>SEBI Regulation</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
27.	<b>Reg.46(2) (o)</b>	The schedule of analysts or Institutional investor meet.	At least 2 Working days in advance	As an when applicable.
28.	<b>SEBI - LODR Regulation 47</b>	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.
29.	<b>SEBI Circular No. HO/DDHS/CIR /P/2021/613 (Updated on 13/04/2022)</b>	Large Corporate Entity disclosure: <b>Initial Disclosure:</b> - Within 30 days from the beginning of the FY. <b>Annual Disclosure:</b> - Disclose the details of the incremental borrowing made during the FY, within 40 days of the end of the FY.	Submission on BSE & NSE	Complied.

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER COMPANIES ACT 2013</b>				
<b>Sr. No.</b>	<b>Section</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
1.	<b>Section 117 read with Sec.179</b>	Filing of Resolution in E-form MGT-14, if the Company is passing any of the Resolutions under the Companies Act, 2013.	Within 30 days after passing any Resolutions	Will be complied
2.	<b>Section 118(10)</b>	Consent letter from all the Directors regarding circulate Agenda item which are in nature of UPSI at a shorter notice; Intimation of intention of participation though Electronic Mode	Intimation letter dated 01/04/2025	Will be complied.
3.	<b>Section 134 (5) (e)</b>	Proper mechanism of Internal Financial Control  It is applicable to the Company to mentioned it in Directors Responsibility Statement.	-	Complied.

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER COMPANIES ACT 2013</b>				
<b>Sr. No.</b>	<b>Section</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
4.	<b>Section 124(2) of the Companies Act, 2013</b>	Prepare a statement containing the names, last known addresses and unpaid dividend if any, to be paid to each such person and place it on the website of the Company.	within a period of 90 days of making the transfer to Unpaid Dividend Account.	Complied
5.	<b>Under sec 124(6) and Rule 6</b>	IEPF Form-3:  Statement of shares and unclaimed dividend not transferred to the IEPF.	On or before 30 <sup>th</sup> April 2024.	Will be Complied as and when applicable.
6.	<b>Sec 138,139, &amp;Sec 149</b>	To check term of Internal Auditor, Statutory Auditor & Independent Director while their term is expiring necessary action relating to appointment and reappointment shall be taken.	On the basis of approval of Shareholders.	Will be complied as when applicable.
7.	<b>Sec 148(3) Rule 6(2)</b>	Appointment of Cost Auditor:  By filing E-Form CRA-2 to MCA (Ministry of Corporate Affairs)	Within 30 days of the date of Board Meeting or 180 days from start of Financial Year.	Complied
8.	<b>Section 149 (6) &amp; (7)</b>	Declaration from ID: A combined Annual Declaration from ID under CA-2013 as per Regulation 26 (3) of SEBI LODR Regulations, 2015 Declaration from ID for satisfying criteria of their independency.	Starting of the FY 01/04/2025	Complied.
9.	<b>Section 135 read with Rule 8</b>	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.	Will be Complied

<b>QUARTERLY &amp; EVENT BASED COMPLIANCE AS PER COMPANIES ACT 2013</b>				
<b>Sr. No.</b>	<b>Section</b>	<b>Compliance regarding</b>	<b>Time limit</b>	<b>Compliance Status</b>
10.	<b>Section 153 read with Rule 12 A of Com. (Appointment and Qualification of Directors) Rules, 2014</b>	KYC of Directors: All the person having valid DIN are required to submit DIR-3 KYC.	On or before 30/09/2025	Will be complied
11.	<b>Sec. 164 (2) Rule 14(1)</b>	Declaration under DIR-8 Declaration by all the Directors in form DIR-8 confirming that not being disqualified from being a Director.	Starting of the FY 01/04/2025	Complied.
12.	<b>Sec. 184 (1) and 189, Rule 9 (1)</b>	Declaration of Interest in Form MBP-1: To be issued by each and every Director in MBP-1 and to be placed in the first Board Meeting to be held in FY 2025-26	Starting of the FY 01/04/2025	Will be complied
13.	<b>Sec. 188</b>	Noting of Minutes of the Related Party transactions on the recommendation of Audit Committee and approved by Board.	Within 30 days from the Board Resolution passed.	Will be Complied
14.	<b>Sec. 204 Rule 9 of Com. (Appointment and Remuneration of Personnel) Rules, 2014</b>	Appointment of Secretarial Auditor for FY 2025-26 To appoint Secretarial Auditor in line with SEBI LODR and to submit MGT-14 with MCA within 30 days of passing resolution in Board Meeting	-	Will be Complied
15.	<b>Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014</b>	DPT-3 Returns of Deposits Every Company, if applicable this Rules shall submit form DPT-3.	On or before 30/06/2025	Will be Complied

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