

General information about company

| | | |
|---|--|---|
| Scrip code | 517300 | |
| NSE Symbol | GIPCL | |
| MSEI Symbol | NOTLISTED | |
| ISIN | INE162A01010 | |
| Name of the entity | GUJARAT INDUSTRIES POWER COMPANY LIMITED | |
| Date of start of financial year | 01-04-2025 | |
| Date of end of financial year | 31-03-2026 | |
| Reporting Quarter Type | Yearly | |
| Date of Quarter Ending | 31-03-2026 | |
| Type of company | Equity | |
| Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity? | Yes | |
| Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity? | Yes | |
| Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity? | No | It is to be noted that the Company has not made any Acquisition of Shares or Voting Rights in any Unlisted Company and thus this is not applicable. |
| Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity? | No | NOT APPLICABLE. |
| Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity? | No | It is to be noted that the Company has no ongoing Tax Litigation or Dispute and thus this is not applicable. |
| Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity? | No | No Loan or any other form of debt or advanced made by the Company. |

| | |
|--|--------------------------|
| Risk management committee | Applicable |
| Market Capitalisation as per immediate previous Financial Year | Top 1000 listed entities |
| Is SCORE ID Available ? | Yes |
| SCORE Registration ID | g00231 |
| Reason For No SCORE ID | |
| Type of Submission | Original |
| Remarks (website dissemination) | |
| Remarks for Exchange (not for Website Dissemination) | |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| Disclosure of notes on composition of board of directors explanatory | | | | | | | Textual Information(1) | |
|--|-----------------|------------------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|
| Whether the listed entity has a Regular Chairperson | | | | | | | Yes | |
| Whether Chairperson is related to MD or CEO | | | | | | | No | |
| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth |
| 1 | Ms | JAYANTI RAVI | ██████████ | 07327139 | Non-Executive - Nominee Director | Chairperson | | 17-08-1967 |
| 2 | Mr | SANDEEP RAJENDRAPRASAD KUMAR | ██████████ | 06576903 | Non-Executive - Nominee Director | Not Applicable | | 01-01-1976 |
| 3 | Mr | JENU DEVAN | ██████████ | 07852736 | Non-Executive - Nominee Director | Not Applicable | | 01-01-1984 |
| 4 | Mr | SANJAYKUMAR SHUKDEV BHATT | ██████████ | 02025125 | Non-Executive - Nominee Director | Not Applicable | | 10-04-1972 |
| 5 | Mr | KANYO SADHURAM BADLANI | ██████████ | 10237996 | Non-Executive - Nominee Director | Not Applicable | | 30-11-1966 |
| 6 | Mr | NARENDRA NATH MISRA | ██████████ | 00575501 | Non-Executive - Independent Director | Not Applicable | | 29-10-1954 |
| 7 | Mr | PRABHAT SINGH | ██████████ | 03006541 | Non-Executive - Independent Director | Not Applicable | | 03-11-1956 |

| | | | | | | | | |
|----|----|------------------------------|-----------------------|----------|--------------------------------------|----------------|----|------------|
| 8 | Mr | NITIN CHANDRASHANKER SHUKLA | XXXXXXXXXX | 00041433 | Non-Executive - Independent Director | Not Applicable | | 14-04-1952 |
| 9 | Mr | RAVINDRA HARSHADRAI DHOLAKIA | XXXXXXXXXX | 00069396 | Non-Executive - Independent Director | Not Applicable | | 02-04-1953 |
| 10 | Ms | MAMATA BISWAL | XXXXXXXXXX | 07156141 | Non-Executive - Independent Director | Not Applicable | | 13-06-1971 |
| 11 | Mr | VISHAL GUPTA | XXXXXXXXXX | 06405808 | Non-Executive - Independent Director | Not Applicable | | 31-08-1983 |
| 12 | Mr | SUSANTA KUMAR ROY | XXXXXXXXXX | 07940997 | Non-Executive - Independent Director | Not Applicable | | 01-12-1959 |
| 13 | Ms | SUCHITA GUPTA | XXXXXXXXXX | 08697650 | Non-Executive - Independent Director | Not Applicable | | 30-08-1963 |
| 14 | Ms | VATSALA VASUDEVA | XXXXXXXXXX | 07017455 | Executive Director | Not Applicable | MD | 01-07-1970 |

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

| Sr | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status |
|----|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|
| 1 | No | | | | Active |
| 2 | No | | | | Active |
| 3 | No | | | | Active |
| 4 | No | | | | Active |
| 5 | No | | | | Active |
| 6 | No | | | | Active |
| 7 | No | | | | Active |
| 8 | No | | | | Active |
| 9 | No | | | | Active |
| 10 | No | | | | Active |
| 11 | No | | | | Active |
| 12 | No | | | | Active |
| 13 | No | | | | Active |
| 14 | No | | | | Active |

I. Composition of Board of Directors

| Sr | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & reg. 17A(2)] | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN |
|----|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|----------------------|-----------------------------|-----------------------------|
| 1 | NA | | 02-08-2025 | | | | 1 | 0 | 0 | 0 | | | |
| 2 | NA | | 12-02-2026 | | 19-02-2026 | | 2 | 0 | 0 | 0 | Others | | |
| 3 | NA | | 17-03-2026 | | | | 1 | 0 | 0 | 0 | | | |
| 4 | NA | | 12-02-2026 | | | | 1 | 0 | 0 | 0 | | | |
| 5 | NA | | 21-08-2024 | | | | 1 | 0 | 1 | 0 | | | |
| 6 | NA | | 23-06-2016 | 23-09-2021 | | 114.08 | 2 | 2 | 6 | 1 | | | |
| 7 | NA | | 08-04-2025 | 08-04-2025 | | 11.23 | 1 | 1 | 1 | 0 | | | |
| 8 | NA | | 07-02-2022 | 07-02-2022 | | 49.24 | 4 | 4 | 3 | 1 | | | |
| 9 | NA | | 07-02-2022 | 07-02-2022 | | 49.24 | 2 | 2 | 1 | 2 | | | |

| | | | | | | | | | | | | | |
|----|----|--|------------|------------|--|-------|---|---|---|---|--|--|--|
| 10 | NA | | 07-02-2022 | 07-02-2022 | | 49.24 | 1 | 1 | 5 | 0 | | | |
| 11 | NA | | 18-12-2023 | 18-12-2023 | | 27.13 | 1 | 1 | 0 | 0 | | | |
| 12 | NA | | 20-02-2025 | 20-02-2025 | | 13.11 | 2 | 2 | 2 | 0 | | | |
| 13 | NA | | 20-02-2025 | 20-02-2025 | | 13.11 | 1 | 1 | 2 | 0 | | | |
| 14 | NA | | 20-08-2018 | 20-08-2023 | | | 1 | 0 | 2 | 0 | | | |

Text Block

Textual Information(1)

As recommended by NRC committee, Board of Directors at its meeting held on 12/02/2026 appointed Shri Sandeep Rajendra Prasad Kumar, IAS, as an additional director, nominee of GOG. Further, pursuant to withdrawal of nomination by Government of Gujarat, additional director Shri Sandeep Rajendra Prasad Kumar IAS Nominee of GOG, DIN 06576903 ceases to be the Director of the Company wef 19/02/2026. Board of Directors of the company appointed Shri Jenu Devan IAS DIN 07852736 as an additional director nominee of GOG, pursuant to Government of Gujarat Officer Order No. FD/OTH/e-file/4/2024/0356/A (BPE) dated 18 February 2026. Board of Directors of the company appointed Shri Sanjaykumar S Bhatt DIN 02025125 as an additional director nominee of GACL at its board meeting dated 12/02/2026, pursuant to letter No. SEC/GIPCL-DIR/2025 dated 31/12/2025 of GACL.

| | |
|--|------------------------|
| Annexure 1 | |
| II. Composition of Committees | |
| Disclosure of notes on composition of committees explanatory | Textual Information(1) |

Annexure 1 Text Block

Textual Information(1)

The Board of Directors at its meeting held on 12022026 inducted following Board members in respective committees as follow Shri Prabhat Singh as a Member in Audit Committee Smt Suchita Gupta as a Member in Stakeholders Relationship Committee Shri Susanta Kumar Roy as a Member in Risk Management Committee

| Audit Committee Details | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00575501 | NARENDRA NATH MISRA | Non-Executive - Independent Director | Chairperson | 02-01-2021 | | |
| 2 | 03006541 | PRABHAT SINGH | Non-Executive - Independent Director | Member | 12-02-2026 | | |
| 3 | 07156141 | MAMATA BISWAL | Non-Executive - Independent Director | Member | 08-02-2023 | | |
| 4 | 07017455 | VATSALA VASUDEVA | Executive Director | Member | 17-05-2019 | | |

| Nomination and remuneration committee | | | | | | | |
|---|------------|------------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00041433 | NITIN CHANDRASHANKER SHUKLA | Non-Executive - Independent Director | Chairperson | 26-01-2023 | | |
| 2 | 00575501 | NARENDRA NATH MISRA | Non-Executive - Independent Director | Member | 02-01-2023 | | |
| 3 | 00069396 | RAVINDRA HARSHADRAI DHOLAKIA | Non-Executive - Independent Director | Member | 08-02-2023 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------------|---|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00069396 | RAVINDRA HARSHADRAI DHOLAKIA | Non-Executive - Independent Director | Chairperson | 26-12-2022 | | |
| 2 | 00041433 | NITIN CHANDRASHANKER SHUKLA | Non-Executive - Independent Director | Member | 08-02-2023 | | |
| 3 | 08697650 | SUCHITA GUPTA | Non-Executive - Independent Director | Member | 12-02-2026 | | |
| 4 | 07017455 | VATSALA VASUDEVA | Executive Director | Member | 27-08-2018 | | |

| Risk Management Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | No | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00575501 | NARENDRA NATH MISRA | Non-Executive - Independent Director | Chairperson | 07-08-2021 | | |
| 2 | 06405808 | VISHAL GUPTA | Non-Executive - Independent Director | Member | 07-08-2021 | | |
| 3 | 07940997 | SUSANTA KUMAR ROY | Non-Executive - Independent Director | Member | 12-02-2026 | | |
| 4 | 07017455 | VATSALA VASUDEVA | Executive Director | Member | 30-10-2024 | | |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|---|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | | Yes | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 07017455 | VATSALA VASUDEVA | Executive Director | Chairperson | 20-08-2018 | | |
| 2 | 07156141 | MAMATA BISWAL | Non-Executive - Independent Director | Member | 08-02-2023 | | |
| 3 | 06405808 | VISHAL GUPTA | Non-Executive - Independent Director | Member | 30-10-2024 | | |

| Other Committee | | | | | | |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

Annexure 1

Annexure 1

III. Meeting of Board of Directors

| Disclosure of notes on meeting of board of directors explanatory | | | | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
|--|---|--|---|------------------------------|--|---|---|---|
| Sr. No. | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | | | | | |
| 1 | 12-11-2025 | | | | Yes | 12 | 10 | 7 |
| 2 | | 12-02-2026 | 91 | | Yes | 11 | 11 | 8 |
| 3 | | 17-03-2026 | 32 | | Yes | 12 | 12 | 8 |

Annexure 1

IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory | | | | | | | | | | |
|--|---------------------------------------|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | Audit Committee | 11-11-2025 | | | | Yes | 3 | 3 | 2 | 0 |
| 2 | Audit Committee | 11-02-2026 | 91 | | | Yes | 3 | 3 | 2 | 0 |
| 3 | Audit Committee | 07-03-2026 | 23 | | | Yes | 4 | 3 | 3 | 0 |
| 4 | Nomination and remuneration committee | 11-11-2025 | | | | Yes | 3 | 3 | 3 | 0 |
| 5 | Nomination and remuneration committee | 11-02-2026 | 91 | | | Yes | 3 | 3 | 3 | 0 |
| 6 | Risk Management Committee | 11-11-2025 | | | | Yes | 3 | 2 | 1 | 0 |

Annexure 1

IV. Meeting of Committees

| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
|----|---|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| 7 | Risk Management Committee | 11-02-2026 | 91 | | | Yes | 3 | 3 | 2 | 0 |
| 8 | Corporate Social Responsibility Committee | 11-11-2025 | | | | Yes | 3 | 2 | 1 | 0 |
| 9 | Corporate Social Responsibility Committee | 11-02-2026 | 91 | | | Yes | 3 | 3 | 2 | 0 |
| 10 | Stakeholders Relationship Committee | 11-02-2026 | | | | Yes | 3 | 3 | 2 | 0 |

Annexure 1

V. Affirmations

| Sr | Subject | Compliance status (Yes/No) |
|----|---|----------------------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | Yes |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | Textual Information(1) |

Annexure 1

| Sr | Subject | Compliance status |
|----|-------------------|--|
| 1 | Name of signatory | SHALIN MUKESH PATEL |
| 2 | Designation | Company Secretary and Compliance Officer |

Text Block

Textual Information(1)

This report shall be placed before the Borad of Directors in its upcoming Meeting of Board of Directors and the report of previous quarter has been placed before the Board of Directors in the meeting held on 12022026

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of LODR Regulation

Sr

| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
|--------------------------------------|---|-------------------------------|--|---|
| As per regulation 46(2) of the LODR: | | | | |
| 1.1 | Details of business | Yes | | https://www.gipcl.com/thermal.aspx |
| 1.2 | Memorandum of Association and Articles of Association | Yes | | https://www.gipcl.com/memorandum-and-articles-of-association.aspx |
| 1.3 | Brief profile of board of directors including directorship and full-time positions in body corporates | Yes | | https://www.gipcl.com/management-and-staff.aspx |
| 2 | Terms and conditions of appointment of independent directors | Yes | | https://www.gipcl.com/appointment.aspx |

| | | | | |
|---|---|-----|--|---|
| 3 | Composition of various committees of board of directors | Yes | | https://www.gipcl.com/statutory-committees.aspx |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | https://www.gipcl.com/code-conduct-board-directors.aspx |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | https://www.gipcl.com/vigil-mechanism.aspx |
| 6 | Criteria of making payments to non-executive directors | Yes | | https://www.gipcl.com/criterial-making-payment-non-executive-directors.aspx |
| 7 | Policy on dealing with related party transactions | Yes | | https://www.gipcl.com/webfiles/resources/17122024011243RPT-Policy.pdf |
| 8 | Policy for determining 'material' subsidiaries | Yes | | https://www.gipcl.com/webfiles/resources/032820220228544_Policy_On_Material_Subsiary_10022017.pdf |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | https://www.gipcl.com/webfiles/resources/03272022022714Familiarization-Program-for-Independent-Directors.pdf |

| | | | | |
|----|---|-----|--|---|
| 10 | Email address for grievance redressal and other relevant details | Yes | | https://www.gipcl.com/Investors-grievance-redressal-cell.aspx |
| 11 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | https://www.gipcl.com/Investors-grievance-redressal-cell.aspx |
| 12 | Financial results | Yes | | https://www.gipcl.com/investors-of-gipcl.aspx |
| 13 | Shareholding pattern | Yes | | https://www.gipcl.com/shareholding.aspx |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of LODR Regulation

Sr

| | | | |
|------|---|-----|---|
| | As per regulation 46(2) of the LODR: | | |
| 15.1 | (I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events. | NA | |
| 15.2 | Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means | Yes | https://www.gipcl.com/analyst.aspx |
| 16 | New name and the old name of the listed entity | NA | |
| 17 | Advertisements as per regulation 47 (1) | Yes | https://www.gipcl.com/newspaper-notice.aspx |
| 18 | Credit rating or revision in credit rating obtained | Yes | https://www.gipcl.com/bankers.aspx |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | NA | |
| 20 | Secretarial Compliance Report | Yes | https://www.gipcl.com/annual-report.aspx |
| 21 | Materiality Policy as per Regulation 30 (4) | Yes | https://www.gipcl.com/webfiles/resources/30442022044430Policy-for-Materiality-Determination.pdf |
| 22 | Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5) | Yes | https://www.gipcl.com/contact-details.aspx |
| 23 | Disclosures under regulation 30(8) | Yes | https://www.gipcl.com/compliance.aspx |
| 24 | Statements of deviation(s) or variations(s) as specified in regulation 32 | NA | |

| | | | |
|------|---|-----|---|
| 25 | Dividend Distribution policy as per Regulation 43A(1) | Yes | https://www.gipcl.com/webfiles/resources/17532024025348Dividend-Distribution-Policy.pdf |
| 26.1 | Annual return as provided under section 92 of the Companies Act, 2013 | Yes | https://www.gipcl.com/notice.aspx |
| 26.2 | Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021 | NA | |
| 27 | Confirmation that the above disclosures are in a separate section as specified in regulation 46(2) | Yes | https://www.gipcl.com/stock-exchanges.aspx |
| 28 | Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating | Yes | https://www.gipcl.com/stock-exchanges.aspx |

Annexure II

II. Annual Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|---|-------------------------------|--|
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) | Yes | |
| 2 | Board composition | 17(1), 17(1A) & 17(1C), 17(1D) & 17(1E) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Quorum of Board meeting | 17(2A) | Yes | |
| 5 | Review of Compliance Reports | 17(3) | Yes | |
| 6 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 7 | Code of Conduct | 17(5) | Yes | |
| 8 | Fees/compensation | 17(6) | Yes | |
| 9 | Minimum Information | 17(7) | Yes | |
| 10 | Compliance Certificate | 17(8) | Yes | |

Annexure II

II. Annual Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-------------------|-------------------------------|--|
| 11 | Risk Assessment & Management | 17(9) | Yes | |
| 12 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 13 | Recommendation of Board | 17(11) | Yes | |
| 14 | Maximum number of Directorships | 17A | Yes | |
| 15 | Composition of Audit Committee | 18(1) | Yes | |
| 16 | Meeting of Audit Committee | 18(2) | Yes | |
| 17 | Role of Audit Committee and information to be reviewed by the audit committee | 18(3) | Yes | |
| 18 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 19 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | |
| 20 | Meeting of Nomination and Remuneration Committee | 19(3A) | Yes | |

Annexure II

II. Annual Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|------------------------------|-------------------------------|--|
| 21 | Role of Nomination and Remuneration Committee | 19(4) | Yes | |
| 22 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes | |
| 23 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes | |
| 24 | Role of Stakeholders Relationship Committee | 20(4) | Yes | |
| 25 | Composition and role of risk management committee | 21(1),(2),(3),(4) | Yes | |
| 26 | Meeting of Risk Management Committee | 21(3A) | Yes | |
| 27 | Quorum of Risk Management Committee meeting | 21(3B) | Yes | |
| 28 | Gap between the meetings of the Risk Management Committee | 21(3C) | Yes | |
| 29 | Vigil Mechanism | 22 | Yes | |
| 30 | Policy for related party Transaction | 23(1), (1A), (5), (6), & (8) | Yes | |

Annexure II

II. Annual Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|--------------------------|-------------------------------|--|
| 31 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 32 | Approval for material related party transactions | 23(4) | Yes | |
| 33 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes | |
| 34 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA | |
| 35 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4), (5) & (6) | NA | |
| 36 | Alternate Director to Independent Director | 25(1) | NA | |
| 37 | Maximum Tenure | 25(2) | Yes | |
| 38 | Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism | 25(2A) | NA | |
| 39 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 40 | Familiarization of independent directors | 25(7) | Yes | |

Annexure II

II. Annual Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|-------------------------|-------------------------------|--|
| 41 | Declaration from Independent Director | 25(8) & (9) | Yes | |
| 42 | Directors and Officers insurance | 25(10) | Yes | |
| 43 | Confirmation with respect to appointment of Independent Directors who resigned from the listed entity | 25(11) | NA | |
| 44 | Memberships in Committees | 26(1) | Yes | |
| 45 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 46 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| 47 | Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity | 26(6) | NA | |
| 48 | Vacancies in respect Key Managerial Personnel | 26A(1) & 26A(2), 26A(3) | NA | |
| | Any other information to be provided - Add Notes | | | |

Annexure II

| | | |
|---|-------------------|--|
| 1 | Name of signatory | SHALIN MUKESH PATEL |
| 2 | Designation | Company Secretary and Compliance Officer |

Annexure II

III. Affirmations

| Sr | Particulars | Compliance status (Yes/No/NA) |
|-----------|--|--|
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | Yes |
| | Any other information to be provided | |

Annexure II

| | | |
|---|-------------------|--|
| 1 | Name of signatory | SHALIN MUKESH PATEL |
| 2 | Designation | Company Secretary and Compliance Officer |

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

Sr.

Date of the event

Brief details of
the event

Signatory Details

| | |
|-----------------------|--|
| Name of signatory | SHALIN MUKESH PATEL |
| Designation of person | Company Secretary and Compliance Officer |
| Place | VADODARA |
| Date | 21-04-2026 |

Investor Grievance Details

| | |
|---|---|
| No. of investor complaints pending at the beginning of Quarter | 0 |
| No. of investor complaints received during the Quarter | 6 |
| No. of investor complaints disposed off during the Quarter | 6 |
| No. of investor complaints those remaining unresolved at the end of the Quarter | 0 |

