



GUJARAT INDUSTRIES POWER COMPANY LIMITED

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

Tel. No. 0265 2232768, Fax No. 0265 2230029, Email : cssddesai@gipcl.com Website : www.gipcl.com

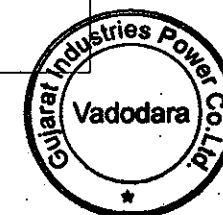
CIN – L99999GJ1985PLC007868

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **GUJARAT INDUSTRIES POWER COMPANY LIMITED** – BSE Scrip Code: 517300
NSE Symbol: GIPCL EQ
2. Quarter ending : 31st March, 2018.

I. Composition of Board of Directors								
Title (Mr / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/Independent/ Nominee) &	Date of Appointment in the current term /cessation	Te nure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sujit Gulati, IAS	/ & 00177274	Chairman Nominee Non Executive	20/07/2016	NA	04	02	-
Prof.	Shekhar Chaudhuri	/ & 00052904	Independent Non Executive	19/09/2015	30 Months	02	02	-
Dr.	Kirankumar Manharlal Joshi	/ & 00501563	Independent Non Executive	19/09/2015	30 Months	01	-	02
Mr.	Satyanarayan Banwarilal Dangayach	/ & 01572754	Independent Non Executive	19/09/2015	30 months	02	-	-



Dr.	Babulal Ambaram Prajapati	/ & 01431661	Independent Non Executive	19/09/2015	30 months	01	01	-
Mr.	Narendra Nath Misra	/ & 00575501	Independent Non Executive	13/10/2015	29 months	01	-	-
Mr.	Prem Kumar Gera, IAS	/ & 05323992	Nominee Non Executive	01/03/2016	NA	02	02	-
Mr.	Vishvesh Vyomesh Vachharajani	/ & 00091677	Nominee Non Executive	28/03/2016	NA	01	-	-
Mr.	Pankaj Joshi	/ & 01532892	Nominee Non-Executive	20/10/2016	NA	02	-	-
Mr.	Janakiraman M.	/ & 06919906	Nominee Non-Executive	10/08/2017	NA	01	01	-
Mr.	Milind Shivaram Torawane, IAS	/ & 03632394	Nominee Non- Executive	15/07/2017	NA	02	-	-
Mrs.	Shahmeena Husain, IAS	/ & 03584560	Managing Director – Executive	20/05/2017	NA	01	01	-

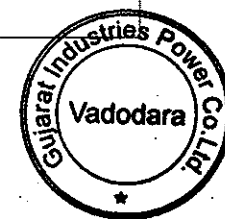
[§]PAN number of any director would not be displayed on the website of Stock Exchange

[&]Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]
1. Audit Committee	Dr. K M Joshi Prof. Shekhar Chaudhuri Dr. B A Prajapati Shri Janakiraman M.	Independent Director - Chairman of the Committee Independent Director Independent Director Nominee Director



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

[&]Category of directors means executive/non-executive/independent / Nominee. If a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
06/11/2017 21/12/2017	08/02/2018 26/02/2018	47 days 17 days

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<u>Audit Committee</u> 08/02/2018	Yes.	06/11/2017	93 days
<u>Nomination & Remuneration Committee</u> 02/02/2018	Yes.	06/11/2017 29/12/2017	52 days 34 days
<u>Stakeholders' Relationship Committee</u> 02/02/2018	Yes.	06/11/2017	87 days

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

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) ^{refer note below}
Whether prior approval of Audit Committee obtained	YES
Whether shareholder approval obtained for material RPT	YES
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES.

Note:

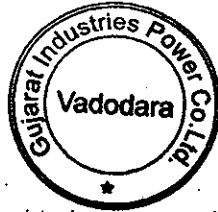
- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **No***.
* (The Company is in process of identifying two Independent Director, having relevant expertise in the field of Power Sector.)
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Yes**.
a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders' Relationship Committee
d. Risk Management Committee (applicable to the top 100 listed entities) – **N.A.** e. Corporate Social Responsibility Committee.
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the Board Meeting held on **08/02/2018**.
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Yes**.
5. This Report will be placed before the Board in the forthcoming Board Meeting and the Report submitted in the previous quarter has been placed before Board of Directors at its Meeting held on **08/02/2018**.
6. Any comments/observations/advice of Board of Directors may be mentioned here: **NIL**.

FOR GUJARAT INDUSTRIES POWER COMPANY LIMITED

Sd/-
CS Swati Desai
Company Secretary & Addl. G.M (Legal)
& Compliance Officer
Date: April 12, 2018.



Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



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ANNEXURE II

Format to be submitted by listed entity at the end of the Financial Year 2017-18 (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) <small>refer note below</small>	
Details of business	Yes.	
Terms and conditions of appointment of independent directors	Yes.	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism / Whistle Blower Policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization program imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
E'mail address for grievance redressal and other relevant details	Yes	
Financial Results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation	Compliance status (Yes/No/NA) <small>refer note below</small>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1) (b) & 25(6)	Yes
<i>Board composition</i>	17(1)	No *(The Company is in process of identifying two Independent Directors, having relevant expertise in the field of Power Sector.)
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent</i>	17(10)	Yes



<i>Directors</i>		
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1), (2), (3), (4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1), (5), (6), (7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2), (3), (4), (5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes / No / N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

FOR GUJARAT INDUSTRIES POWER COMPANY LTD.

Sd/-
CS Swati Desai
Company Secretary & Addl. G.M. (Legal)
& Compliance Officer
Date: April 12, 2018.

