



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

SEC/REG.27_LODR/Q3-17-18/2018

09th January, 2018.

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

Dear Sir,


Sub.: Compliance Report – Corporate Governance - as per Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the Third Quarter of Financial Year 2017-18 ended on 31st December, 2017.

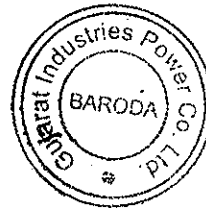
With reference to the above subject, enclosed please find herewith the Corporate Governance Compliance Report as required in terms of Regulation 27 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the Third Quarter of Financial Year 2017-18 ended on 31st December, 2017.

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

Thanking You.

Yours Faithfully
For Gujarat Industries Power Co. Ltd.


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



Encl. As above.



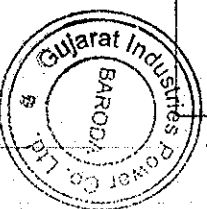
GUJARAT INDUSTRIES POWER COMPANY LIMITED
 Regd. Office : P.O. Petrochemicals – 391 346, Dist. Vadodara (Gujarat)
 Tel. No. 0265 –2232768, 2230182, Fax No. 0265 2230029
 Email : csacshah@gipcl.com Website : www.gipcl.com
 CIN – L99999GJ1985PLC007868

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 December, 2017.

1. Composition of Board of Directors									
Title (Mr /Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/dependent/ Nominee) &	Date of Appointment in the current term /cessation	Term*	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	27 Months	02	02		



Dr.	Kirankumar Manharlal Joshi	& 00501563	Independent Non Executive	19/09/2015	27 Months	01	01	01
Mr.	Satyanarayan Banwarilal Dangayach	& 01572754	Independent Non Executive	19/09/2015	27 months	02	-	-
Dr.	Babulal Ambaram Prajapati	& 01431661	Independent Non Executive	19/09/2015	27 months	01	01	-
Mr.	Narendra Nath Misra	& 00575501	Independent Non Executive	13/10/2015	26 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	-

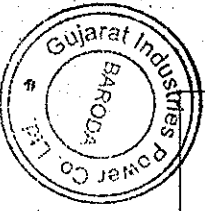
*PAN number of any director would not be displayed on the website of Stock Exchange

*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.

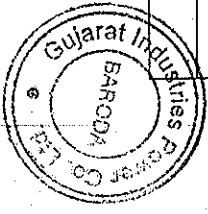
* to be filled only for Independent Director.

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 Independent 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)	Dr. K M Joshi	NA	
4. Stakeholders Relationship Committee	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 Meetings (in number of days)
08/08/2017 18/09/2017	06/11/2017 21/12/2017		48 days 44 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> 06/11/2017	Yes.	08/08/2017	89 days
<u>Nomination & Remuneration Committee</u> 06/11/2017 29/12/2017	Yes.	08/08/2017	89 days 52 days
<u>Stakeholders' Relationship Committee</u> 06/11/2017	Yes.	08/08/2017	89 days

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



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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

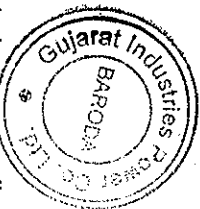
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – No*.
* (The Company is in process of identifying one Independent Director, having relevant expertise in the field of Power Sector.)
2. The composition of the following committees is in terms of SEBI (Listing 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 11/02/2016.
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Yes.
5. This Report will be placed before the Board in the forthcoming Board Meeting and the Report submitted in the previous quarter has been placed before Board of Directors at its Meeting held on 06/11/2017.
6. Any comments/observations/advice of Board of Directors may be mentioned here: NIL.

FOR GUJARAT INDUSTRIES POWER COMPANY LIMITED

[Signature]

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

Date : 9th January, 2018.



[Signature]
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.