



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:Q2-16-17/2016

6th October, 2016.

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.
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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 Second Quarter of Financial Year 2016-17 ended on 30th September, 2016.

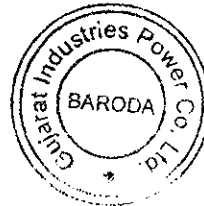
With reference to the above subject, enclosed please find herewith the Corporate Governance Compliance Report as required in terms of Regulation 27 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the Second Quarter of Financial Year 2016-17 ended on 30th September, 2016.

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.



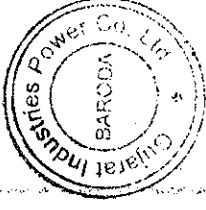
GUJARAT INDUSTRIES POWER COMPANY LIMITED

Regd. Office : P.O. Petrochemicals – 391 346, Dist. Vadodara (Gujarat)
 Tel. No. 0265 – 2230159, 2232768, 2232213, Fax No. 0265 2230473
 Email : csacshah@gipcl.com Website : www.gipcl.com
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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 : 30th September, 2016.

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	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	-	-	
Prof.	Shekhar Chaudhuri	& 00052904	Independent Non Executive	19/09/2015	21 Months	02	03	-	
Prof.	Kirankumar Manharlal Joshi	& 00501563	Independent Non Executive	19/09/2015	21 Months	01	-	02	



GIPCL

Dr.	Prafulla Kumar Das, IAS (Retd.) & 00501499	Independent Non Executive	Up to 26/07/2016	19 Months	01	-	02
Mrs.	Shahmeena Syed Afzal Husain, IAS & 03584560	Nominee Non Executive	20/09/2014	NA	01	-	-
Mr.	Sanjeev Kumar, IAS & 03600655	Nominee Non Executive	15/11/2014	NA	02	-	-
Dr.	Ajay Narottam Shah & 01141239	Independent Non Executive	19/09/2015	09 months	02	-	-
Mr.	Satyanarayan Banwarilal Dangayach & 01572754	Independent Non Executive	19/09/2015	09 months	03	-	-
Dr.	Babulal Ambaram Prajapati & 01431661	Independent Non Executive	19/09/2015	09 months	01	-	-
Mr.	Narendra Nath Misra & 00575501	Independent Non Executive	13/10/2015	08 months	01	-	-
Mr.	Ashok Kumar & 07317803	Nominee Non Executive	20/10/2015	NA	01	01	-
Mr.	Prem Kumar Gera, IAS & 05323992	Nominee Non Executive	01/03/2016	NA	02	02	-
Mr.	Vishvesh Vyomesh Vachhrajani & 00091677	Nominee Non Executive	28/03/2016	NA	01	-	-
Mrs.	Sonal Mishra, IAS & 03461909	Managing Director – Executive	27/04/2015	NA	02	01	-

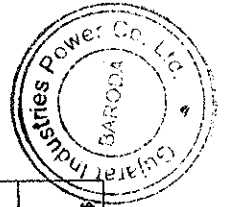
§PAN number of any director would not be displayed on the website of Stock Exchange

*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.

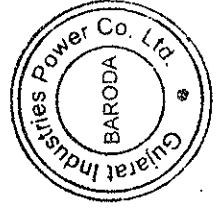
II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
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1. Audit Committee	Dr. K M Joshi Prof. Shekhar Chaudhuri Shri Ashok Kumar; Dr. B A Prajapati.	Independent and Non Executive Director - Chairman of the Committee Independent and Non Executive Director Nominee and Non Executive Director Independent and Non Executive Director
2. Nomination & Remuneration Committee	Dr. K M Joshi Dr. B A Prajapati. Ms. Shahmeena Husain, IAS NA	Independent and Non Executive Director - Chairman of the Committee Independent and Non Executive Director Nominee and Non Executive Director
3. Risk Management Committee (if applicable)	NA	
4. Stakeholders Relationship Committee	Dr. K M Joshi Smt. Sonal Mishra, IAS	Independent and Non Executive Director - Chairman of the Committee Executive Director
5. Corporate Social Responsibility Committee	Sonal Mishra, IAS Dr. K M Joshi S B Dangayach	Executive Director- Chairperson of Committee Independent and Non Executive Director Independent and Non Executive Director
³ 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)
27/05/2016	26/08/2016 23/09/2016	90 days and 27 days
IV. Meeting of Committees		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Maximum gap between any two consecutive meetings in number of days*



<u>Audit Committee</u> 26/08/2016	Yes.	27/05/2016	90 days
<u>Nomination & Remuneration Committee</u> 26/08/2016	Yes.	04/04/2016 & 27/05/2016	90 days
<u>Stakeholders' Relationship Committee</u> 26/08/2016	Yes.	04/04/2016	143 days
<u>Corporate Social Responsibility Committee</u> 26/08/2016	Yes.	27/05/2016	90 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

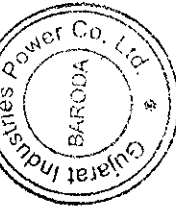
Note:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA.. 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- **Yes.**
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) 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 **26/08/2016**.
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 : 6th October, 2016.

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.