



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:Q4-15-16/2016

11th April, 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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Dear Sir,

Sub.: Compliance Report – Corporate Governance - as per Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the Fourth Quarter and Financial Year ended on 31st March, 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 as per Annexure I and II in respect of the Fourth Quarter and Financial year ended on 31st March, 2016 respectively.

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)

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ANNEXURE I

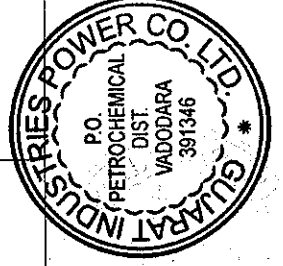
Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **GUJARAT INDUSTRIES POWER COMPANY LIMITED** – BSE Scrip Code: 517300
NSE Symbol: GIPCL EQ

2. Quarter ending : 31st March, 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 entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 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.	Lalunmawia Chuaungo, IAS	& 00032867	Chairperson – Non Executive	07/04/2015	NA	04	-	-
Prof.	Shekhar Chaudhuri	& 00052904	Independent Non Executive	19/09/2015	18 Months	02	03	-
Prof.	Kirankumar Manharlal Joshi	& 00501563	Independent Non Executive	19/09/2015	18 Months	01	02	-



Dr.	Pratllakumar Das, IAS (Retd.)	& 00501499	Independent Non Executive	19/09/2015	18 Months	01	-	02
Mr.	Harshad Raghunathbhai Brahmbhatt	& 06360175	Non Executive - Nominee	17/058/2012 to 01/01/2016	NA	01	01	-
Mr.	Anand Mohan Tiwari, IAS	/ & 2986260	Non Executive - Nominee	27/09/2014 to 01/03/2016	NA	02	02	-
Mrs.	Shahmeena Syed Atzal Husain, IAS	/ & 03584560	Non Executive - Nominee	20/09/2014	NA	01	-	-
Mr.	Sanjeev Kumar, IAS	/ & 03600655	Non Executive - Nominee	15/11/2014	NA	02	-	-
Dr.	Ajay Narotam Shah	/ & 01141239	Independent Non Executive	19/09/2015	6 months	02	-	-
Mr.	Satyanarayan Banwarilal Dangayach	/ & 01572754	Independent Non Executive	19/09/2015	6 months	03	-	-
Dr.	Babulal Ambaram Prajapati	/ & 01431661	Independent Non Executive	19/09/2015	6 months	01	-	-
Mr.	Narendra Nath Misra	/ & 00575501	Independent Non Executive	13/10/2015	5 months	01	-	-
Mr.	Ashok Kumar	/ & 07317803	Non Executive - Nominee	20/10/2015	NA	01	01	-
Mr.	Vishvesh D Nanavaty	/ & 07431075	Non Executive - Nominee	21/01/2016 to 27/03/2016	NA	01	-	-
Mr.	Prem Kumar Gera, IAS	/ & 05323392	Non Executive - Nominee	01/03/2016	NA	02	02	-
Mr.	Vishvesh Vyomesh Vachtrajani	/ & 091677	Non Executive - Nominee	28/03/2016	NA	01	-	-



Mrs. Sonal Mishra, IAS	AFIPM0003J & 03461909	Managing Director - Executive	27/04/2015	NA	02	01	-
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\$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. P K Das, IAS (Retd.) Prof. Shekhar Chaudhuri Prof. K M Joshi Ashok Kumar	Independent Director - Chairman of the Committee Independent Director Independent Director Nominee
2. Nomination & Remuneration Committee	Dr. P K Das, IAS (Retd.) Prof. K M Joshi Ms. Shahmeena Husain, IAS Sonal Mishra, IAS	Independent Director - Chairman of the Committee Independent Director Independent Director Executive Director
3. Risk Management Committee (if applicable)	NA	
4. Stakeholders Relationship Committee	Dr. P K Das, IAS (Retd.) Prof. K M Joshi Sonal Mishra, IAS	Independent Director - Chairman of the Committee Independent Director Executive Director

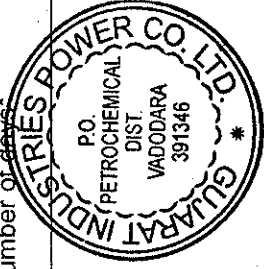
\$Category of directors means executive/non-executive/Independent / Nominee. If a director fits into more than one category write all categories separating them with hyphen.

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)
03/11/2015 31/12/2015	11/02/2016	41 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*



Audit Committee 11/02/2016	Yes.	03/11/2015	98 days
Nomination & Remuneration Committee 11/02/2016	Yes.	03/11/2015	98 days
Stakeholders' Relationship Committee 11/02/2016	Yes.	03/11/2015	98 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		Compliance status (Yes/No/NA) ^{refer note below}
Whether prior approval of Audit Committee obtained	YES	
Whether shareholder approval obtained for material RPT	N/A	
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 - **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)
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 **11/02/2016**.
Any comments/observations/advice of Board of Directors may be mentioned here: **NIL.**

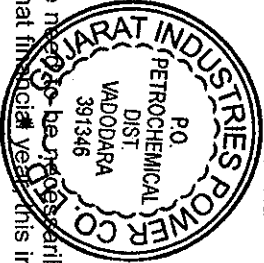
FOR GUJARAT INDUSTRIES POWER COMPANY LIMITED

DM

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

Date : 11th April, 2016.

Note: Information at Table I and II above need not 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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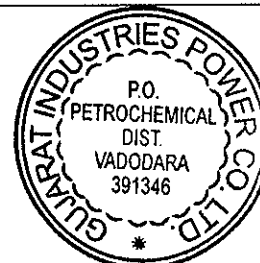
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ANNEXURE II

Format to be submitted by listed entity at the end of the Financial Year 2015-16 (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 Number	Compliance status (Yes/No/NA) <small>refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1) (b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes



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



CS A C Shah
Company Secretary & DGM (Legal)
& Compliance Officer
Date: 11th April, 2016.

