



**GUJARAT STATE INVESTMENTS LIMITED**  
 (Govt. of Gujarat Undertaking)  
**REGISTERED OFFICE:**  
 H.K. HOUSE, 6TH FLOOR, ASHRAM ROAD, AHMEDABAD-380 009  
**PHONES(079) 26586636, 26579731 E-mail: [info@gsil.co.in](mailto:info@gsil.co.in)**  
**CIN: U64990GJ1988SGC010307 Web: [www.gujsil.in](http://www.gujsil.in)**

**Format of report on Corporate Governance to be submitted by a listed entity on  
 Quarterly basis**

**1. Name of Listed Entity: Gujarat State Investments Limited (U64990GJ1988SGC010307)**

**2. Quarter ending : March 2023**

<b>I. Composition of Board of Directors</b>												
Title (Mr / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non- Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure	Date of Birth	No. Of directorship in listed entities including this listed entity [ <i>in reference to Regulation 17A(1)</i> ]	No of Independent Directorship in listed entities including this listed entity [ <i>in reference to proviso to regulation 17A(1)</i> ]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity ( <i>Refer Regulation 26(1) of Listing Regulations</i> )	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity ( <i>Refer Regulation 26(1) of Listing Regulations</i> )
Mr.	J. P. Gupta, IAS	ABVPG6333Q & 01952821	Non-Executive, Chairman	06.12.2021	—	—	—	01.07.1965	5	0	6	1
Ms.	Arti Kanwar, IAS	AIDPK0836B & 03535973	Non-Executive, Woman, Director	26.09.2016	—	—	—	05.08.1975	1	0	0	0
Mr.	Bhadresh Mehta	ABFPM0258A & 02625115	Independent Director	16.05.2022	—	—	Upto the 37 <sup>th</sup> AGM i.e. three years	23.02.1960	4	4	5	2
Ms.	Milind Torawane, IAS	ACZPT5173A & 03632394	Non-Executive, Managing Director	04.10.2019	—	05.01.2023	—	30.08.1972	5	0	6	0
Ms.	Mona Khandhar, IAS	ACUPK3594R & 06803015	Non-Executive, Managing Director	05.01.2023	—	—	—	15.08.1969	3	0	3	0
Yes	Whether Regular chairperson appointed											
No	Whether Chairperson is related to managing director or CEO											

**Note: Only Non-Convertible Debentures (NCDs) are listed on National Stock Exchange**

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<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)\$</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	1. Shri J. P. Gupta, IAS [DIN 01952821]	Non-Executive - Chairperson	06.12.2021	-----
		2. Shri Bhadresh Mehta [DIN 02625115]	Independent Director –Member	16.05.2022	-----
		3. Ms. Shridevi Shukla [DIN 02028225]*	Woman Independent Director - Member	16.12.2020	28.11.2022
2. Nomination & Remuneration Committee	Yes	1. Ms. Shridevi Shukla [DIN 02028225]*	Woman Independent Director - Chairperson	16.12.2020	28.11.2022
		2. Shri Milind Torawane, IAS [DIN 03632394]	Non-Executive, Managing Director- Member	04.10.2019	05.01.2023
		3. Shri Bhadresh Mehta [DIN 02625115]	Independent Director –Member	16.05.2022	-----
3. Risk Management Committee (if applicable) As required by RBI	Yes	4. Smt. Mona Khandhar, IAS [DIN 06803015]	Non-Executive, Managing Director - Chairperson	22.09.2021	-----
		1. Shri Sanjay S Gavande	Chief Financial Officer (CFO), KMP, - Member	01.06.2022	-----
		2. Shri Sandip Shah	Company Secretary (CS), KMP, - Member	22.09.2021	-----
4. Stakeholders Relationship Committee'	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	
&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					

*\*Note: As per the terms of appointment, the tenure of Ms. Shridevi Shukla [DIN 02028225] ended on 28.11.2022, i.e. the date of conclusion of 34<sup>th</sup> Annual General Meeting of the Company. GSIL being Government Company in accordance with provisions of the Companies Act, 2013 requested to Government for appointment Independent Director, reply from Government is awaited.*



<b>III. Meeting of Board of Directors</b>					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
02.11.2022		<b>YES</b>	<b>04</b>	<b>02</b>	
	14.02.2023	<b>YES</b>	<b>04</b>	<b>01</b>	<b>104</b>
* to be filled in only for the current quarter meetings					
<b>IV. Meetings of Committees</b>					
<b>A. Audit Committee</b>					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
	<b>YES</b>	<b>03</b>	<b>02</b>	02.11.2022	
14.02.2023	<b>YES</b>	<b>02</b>	<b>01</b>		104
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional. **to be filled in only for the current quarter meetings Note:- The Company is in compliance with the applicable provisions.					
<b>B. Nomination and Remuneration Committee</b>					
	<b>YES</b>	<b>03</b>	<b>02</b>	<b>30.08.2022</b>	
Note:- During the quarter, i.e. from 01.10.2022 to 31.12.2022, the Nomination and Remuneration Committee meeting was not held hence details are not applicable. The Company is in compliance with the applicable provisions.					
<b>C. CSR Committee</b>					
<b>14.02.2023</b>	<b>YES</b>	<b>03</b>	<b>01</b>		
Note:- The Company is in compliance with the applicable provisions. Note: the Company, during the quarter, has conducted Asset-Liability Management Committee (ALCO) , Risk Management Committee and Group Risk Management Committee (GRMC) in compliance with the RBI's Master Directions					



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<b>V. Related Party Transactions</b>	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	<b>NA</b>
Whether shareholder approval obtained for material RPT	<b>NA</b>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	<b>NA</b>
<p><b>Note:</b>            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.</p>	
<b>VI. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. <b>YES</b> 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <b>YES</b> a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee (as applicable) 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. <b>YES</b> 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. <b>YES</b> 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. <b>N.A.</b>	
<b>Name &amp; Designation</b>	
<p><b>Sandip Shah</b>  <b>Company Secretary &amp; Compliance Officer</b></p>	

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

1. Name of Listed Entity: Gujarat State Investments Limited  
(CIN U64990GJ1988SGC010307)

2. Quarter ending : March 2023

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	<a href="http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179">http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179">http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179</a>
c) Composition of various committees of board of directors	Yes	<a href="http://gujsil.in/Content/board-of-director-178">http://gujsil.in/Content/board-of-director-178</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179">http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://gujsil.in/Content/policies-174">http://gujsil.in/Content/policies-174</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179">http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179</a>
g) Policy on dealing with related party transactions	Yes	<a href="http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179">http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179</a>
h) Policy for determining 'material' subsidiaries	N.A	
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179">http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179</a>

j) Email address for grievance redressal and other relevant details	N.A.	
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://gujsil.in/Content/investor-relations-173">http://gujsil.in/Content/investor-relations-173</a>
l) Financial results	Yes	<a href="http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179">http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179</a>
m) Shareholding pattern	Yes	<a href="http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179">http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179</a>
n) Details of agreements entered into with the media companies and/or their associates	N.A.	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A.	
p) New name and the old name of the listed entity	N.A.	
q) Advertisements as per regulation 47 (1)	Yes	<a href="http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179">http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N.A.	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="http://gujsil.in/Content/financial-171">http://gujsil.in/Content/financial-171</a>
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179">http://gujsil.in/Content/disclosure-under-regulation-46-and-62-of-sebi-lodr-regulations-179</a>
b) Materiality Policy as per Regulation 30	N.A.	
c) Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.	
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

**Note: Non-Convertible Debentures (NCDs) are listed on National Stock Exchange only**

<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	<b>Yes</b>
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	<b>Yes</b>
<i>Meeting of board of directors</i>	17(2)	<b>Yes</b>
<i>Quorum of board meeting</i>	17(2A)	<b>Yes</b>
<i>Review of Compliance Reports</i>	17(3)	<b>Yes</b>
<i>Plans for orderly succession for</i>	17(4)	<b>N.A.</b>

<b>Appointments</b>		
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)	N.A.
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Meeting of Audit Committee Composition of Nomination & Remuneration Committee	19(1) & 19(2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	N.A.
Meeting of Stakeholder Relationship Committee	20 (3A)	N.A.
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	N.A.
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	N.A.
Approval for material related party Transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & 25(9)	Yes
Directors and Officers insurance	25(10)	N.A.
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)	N.A.
Disclosure of Shareholding by Non- Executive Directors	26(4)	N.A.
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	N.A.
<b>Note</b>		
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 the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

**Name & Designation**

Company Secretary / Compliance Officer / ~~Managing Director~~ / ~~CEO~~ / ~~CFO~~  
M.No. A-25761

**Gujarat State Investments Limited is wholly owned Government Company, and only Non-Convertible Debentures are listed on National Stock Exchange**