

## ANNEXURE - II

### Corporate Governance Report

#### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Gujarat State Petronet Limited (GSPL) is committed to do business in an efficient, responsible, honest and ethical manner. The core values of the Company's Governance process include independence, integrity, accountability, transparency, responsibility and fairness. The Company is committed to transparency in all its dealings and places high emphasis on business ethics. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedication to increase long-term shareholders' value.

#### 2. BOARD OF DIRECTORS

##### A. Composition of the Board:

As per requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Structure of the Company maintains an optimum combination of Executive, Non-Executive Directors with at least one Woman (Independent) Director and half of the Board of Directors comprising of Independent Directors. The Composition of the Board is in conformity with the Listing requirements. The detailed composition of the Board of Directors as on 31<sup>st</sup> March, 2020, their category and their Directorship in the companies and Membership/Chairmanship in the Committees of the Board are given below:

Sr. No.	Name of the Director	Position / Category++	* Number of Directorship as on 31.03.2020 including GSPL	** Number of Membership/ Chairmanship in Board Committee as on 31.03.2020 including GSPL		Name of other Listed Entities where the Director holds Directorship	Category of Directorship
				Membership+	Chairmanship		
1	Shri Anil Mukim, IAS	Chairman & Managing Director (GSPC <sup>1</sup> Nominee)	9	0	2	1. Gujarat Alkalies and Chemicals Limited 2. Gujarat Narmada Valley Fertilizers & Chemicals Limited	Chairman
2	Shri M M Srivastava, IAS (Retd.)	Non-Executive Director (GSPC <sup>1</sup> Nominee)	2	0	0	-	-
3	Shri Pankaj Joshi, IAS	Non-Executive Director (GSPC <sup>1</sup> Nominee)	9	5	1	1. Gujarat Alkalies and Chemicals Limited 2. Gujarat State Fertilizers & Chemicals Limited	Director
4	Smt. Sunaina Tomar, IAS	Non-Executive Director (GSPC <sup>1</sup> Nominee)	10	1	0	1. Gujarat Gas Limited 2. Gujarat State Fertilizers & Chemicals Limited	Director
						3. Torrent Power Limited 4. Gujarat Industries Power Company Limited	Chairman
5	Smt. Shridevi Shukla	Woman Independent Director	1	1	0	-	-
6	Prof. Yogesh Singh	Independent Director	4	2	1	-	-
7	Dr. Bakul Dholakia	Independent Director	5	3	1	1. Arvind Limited 2. Ashima Limited	Independent Director
8	Dr. Sudhir Kumar Jain	Independent Director	7	3	1	-	-
9	Shri Bhadresh Mehta	Independent Director	2	1	0	-	-
10	Shri Bimal N Patel	Independent Director	2	1	0	1. Central Depository Services(India) Limited	Independent Director
11	Shri Sanjeev Kumar, IAS	Joint Managing Director (GSPC <sup>1</sup> Nominee)	10	4	0	1. Petronet LNG Limited	Director
						2. Gujarat Gas Limited	Managing Director

1. Gujarat State Petroleum Corporation Limited

+ Membership excludes Chairmanship

\* Excluding Directorship held in Foreign Companies

\*\* Indicates Membership/Chairmanship in the Audit Committee and Stakeholders Relationship Committee (excluding Private Limited Companies, Foreign Companies and Section 8 Companies)

++ None of the Directors of the Company are related inter-se

**B. Board Meetings held during the year 2019 - 20:**

The Board meets at regular intervals to discuss and decide on various issues including strategy related matters pertaining to the business/company. The tentative calendar of Board Meetings is circulated to the Directors in advance to facilitate them and to ensure their active participation in the Meetings of the Company. Apart from this, the Meetings of the Board are also convened or the approval of the Board is obtained through circulation of resolution to all the Directors in case some urgent/special situation arises. Such circular resolution is also noted in the next Board Meeting. Further, when it is not possible to attend meeting physically, option to attend the Meeting through Video Conferencing is made available to the Directors to enable their participation.

Agenda papers containing all necessary information / documents are made available to the Board in advance to enable the Board to take informed decisions and to discharge its functions effectively. Where it is not practicable to attach the relevant information as a part of agenda papers, the same are tabled at the Meeting or / and the presentations are made by the concerned persons to the Board. Further, officials/representatives who can give additional insight in to the items being discussed are invited during the Meeting.

During the year 2019 - 2020, the Board met 5 (Five) times. Details of these Meetings are as follows:

Sr. No.	Date of Meeting
1	9 <sup>th</sup> May, 2019
2	2 <sup>nd</sup> August, 2019
3	8 <sup>th</sup> November, 2019
4	18 <sup>th</sup> December, 2019
5	13 <sup>th</sup> February, 2020

**C. Attendance of each Director at the Board Meeting during the year 2019 – 2020 and at last AGM was as follows:**

Sr. No.	Name of the Director	Number of Board Meetings held during their tenure as Director	Number of Board Meetings attended	Attendance at last AGM held on 24 <sup>th</sup> September, 2019
1	Shri M M Srivastava, IAS (Retd.)	5	4	Yes
2	Shri Arvind Agarwal, IAS (upto 9 <sup>th</sup> December, 2019)	3	1	No
3	Shri Pankaj Joshi, IAS ( w.e.f 5 <sup>th</sup> October, 2019 to 18 <sup>th</sup> December, 2019 and again appointed w.e.f 31 <sup>st</sup> January, 2020)	3	2	NA
4	Smt. Sunaina Tomar, IAS (w.e.f 31 <sup>st</sup> January, 2020)	1	1	NA
5	Smt. Shridevi Shukla	5	4	No
6	Dr. R Vaidyanathan (upto 24 <sup>th</sup> September, 2019)	2	2	No
7	Prof. Yogesh Singh	5	3	Yes
8	Dr. Bakul Dholakia	5	4	No
9	Dr. Sudhir Kumar Jain	5	4	Yes
10	Shri Bhadrash Mehta	5	4	Yes
11	Shri Bimal N Patel	5	4	No
12	Dr. T Natarajan, IAS (upto 22 <sup>nd</sup> August, 2019)	2	2	NA
13	Shri Sanjeev Kumar, IAS (w.e.f 22 <sup>nd</sup> August, 2019)	3	3	Yes
14	Dr. J N Singh, IAS (upto 11 <sup>th</sup> December, 2019)	3	3	Yes
15	Shri Anil Mukim, IAS (w.e.f 13 <sup>th</sup> December, 2019)	1	1	NA

*Note: The Directors were granted the leave of absence for non-attendance at the Meeting of the Board of Directors of the Company.*

**3. AUDIT COMMITTEE**

The composition of the Audit Committee as on 31<sup>st</sup> March, 2020 is as follows:

1. Prof. Yogesh Singh - Chairman
2. Dr. Bakul Dholakia - Member
3. Dr. Sudhir Kumar Jain - Member
4. Shri Bhadrash Mehta - Member
5. Shri Pankaj Joshi, IAS - Member
6. Shri Sanjeev Kumar, IAS - Member

Smt. Rajeshwari Sharma, Company Secretary acts as a Secretary to the Audit Committee.

Note: At least two-third members of the Audit Committee are Independent Directors with Chairman of the Audit Committee being an Independent Director and having financial and accounting knowledge.

The powers of the Audit Committee as conferred by the Board of Directors in accordance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.



The role of the Audit Committee includes the overview of the Company's financial reporting process and related disclosures to ensure that the financials are correct, sufficient and credible. The Committee will also undertake the review, with our management, of our annual and quarterly financial statements before submission to the Board for approval. The Committee shall also review the adequacy of our internal control systems, internal audit functions and discuss any significant findings of the internal auditors. The Committee shall also discuss with our statutory auditors prior to their commencement of audit, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern. The Audit Committee shall examine the reasons for substantial defaults in the payments by the Company to depositors, debenture holders, shareholders (in case of non - payment of declared dividends) and creditors. The Committee shall also review the utilization of loans and/ or advances from/investment by the company in its subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments. The Committee shall also review the functioning of whistle blower mechanism.

During the year 2019 - 2020, the Audit Committee met 4 (Four) times. Details of these Meetings are as follows:

Sr. No.	Date of Meeting
1	9 <sup>th</sup> May, 2019
2	2 <sup>nd</sup> August, 2019
3	8 <sup>th</sup> November, 2019
4	13 <sup>th</sup> February, 2020

The attendance of the Members at the Audit Committee Meetings during the year 2019 - 2020 was as follows:

Sr No.	Name of the Audit Committee Members	Number of Audit Committee Meetings held while holding the office	Number of Audit Committee Meetings attended
1	Prof. Yogesh Singh	4	2
2	Dr. Bakul Dholakia	4	3
3	Dr. Sudhir Kumar Jain	4	3
4	Shri Bhadresh Mehta	4	4
5	Dr. R Vaidyanathan (upto 24 <sup>th</sup> September, 2019)	2	2
6	Shri Arvind Agarwal, IAS (upto 9 <sup>th</sup> December, 2019)	3	1
7	Shri Pankaj Joshi, IAS(w.e.f 31 <sup>st</sup> January, 2020)	1	1
8	Dr. T Natarajan, IAS (upto 22 <sup>nd</sup> August, 2019)	2	2
9	Shri Sanjeev Kumar, IAS (w.e.f 13 <sup>th</sup> September, 2019)	2	2

The Chairman of the Audit Committee remained present at the Annual General Meeting of the Company held on 24<sup>th</sup> September, 2019 to answer shareholder queries.

#### 4. NOMINATION AND REMUNERATION COMMITTEE

The composition of the Nomination and Remuneration Committee as on 31<sup>st</sup> March, 2020 is as follows:

1. Prof. Yogesh Singh - Chairman
2. Shri Bhadresh Mehta - Member
3. Shri M M Srivastava, IAS (Retd.) - Member
4. Shri Anil Mukim, IAS - Member

The role of the Nomination and Remuneration Committee inter-alia includes the following:

- a. Formulation of criteria for determining qualifications, positive attributes and independence of a director.
- b. Formulation of criteria for evaluation of Independent Directors and the Board.
- c. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- d. To devise a Policy on Board Diversity.
- e. Formulate and recommend to the Board a Policy relating to the remuneration for the directors, key managerial personnel and other employees.
- f. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- g. Recommend to the board, all remuneration, in whatever form, payable to senior management.
- h. To formulate, administer and monitor detailed terms and conditions of the Employees' Stock Option Scheme(s) of the Company.
- i. To carry out any other function as delegated by the Board from time to time and / or required by any statutory notification, amendment or modification, as may be applicable.

During the year 2019 - 2020, the Nomination and Remuneration Committee met 1 (One) time. Details of the Meeting is as follows:

Sr. No.	Date of Meeting
1	2 <sup>nd</sup> August, 2019

The attendance of the Members at the Nomination and Remuneration Committee Meetings during the year 2019- 2020 was as follows:

Sr No.	Name of the Nomination and Remuneration Committee Members	Number of Nomination and Remuneration Committee Meetings held while holding the office	Number of Nomination and Remuneration Committee Meetings attended
1	Prof. Yogesh Singh	1	0
2	Shri M M Srivastava, IAS (Retd.)	1	1
3	Dr. R Vaidyanathan (upto 24 <sup>th</sup> September, 2019)	1	1
4	Shri Bhadresh Mehta (w.e.f 13 <sup>th</sup> September, 2019)	NA	NA
5	Shri Anil Mukim, IAS (w.e.f 3 <sup>rd</sup> March, 2020)	NA	NA

The details on performance evaluation criteria for Directors including Independent Directors are already provided under the head "Board Evaluation" in the Board's Report.

## 5. REMUNERATION/SITTING FEES TO DIRECTORS/STATUTORY AUDITORS

### i) Remuneration to Directors:

During the Financial Year 2019 - 20, the Company has paid remuneration of approx ₹ 9.89/- Lacs to Shri M M Srivastava, IAS (Retd.), Non - Executive Chairman pursuant to approval of Members at the 21<sup>st</sup> Annual General Meeting held on 24<sup>th</sup> September, 2019 for payment of remuneration for the period from 24<sup>th</sup> August, 2019 to 23<sup>rd</sup> February, 2020. The payment of remuneration & perquisites to Shri M M Srivastava, IAS (Retd.) was as per the terms and conditions stipulated by the Govt. of Gujarat in its Resolution dated 10<sup>th</sup> May, 2013. Further, as Shri M M Srivastava, IAS (Retd.) had been nominated as Non-Executive Chairman by Gujarat State Petroleum Corporation Limited, the Notice Period and Severance Fees were not applicable with respect to his remuneration.

### ii) Sitting Fees to Directors:

The Sitting Fees paid to the Directors who are IAS Officers is deposited in government treasury. No Director is entitled to any benefit upon termination of his Directorship/Employment in the Company.

At present, Company pays ₹ 7500/- per Meeting as Sitting Fees to the Directors (except Managing Director and Joint Managing Director) for attending Board/ Committee Meeting.

During the year 2019 - 2020, the Company has paid ₹ 5,47,500/- in aggregate towards Sitting Fees to the Directors.

### iii) Stock Options granted to Directors:

#### ESOP - 2010:

Presently, the Company has not granted Stock Options to the Directors under ESOP - 2010.

Except Dr. Bakul Dholakia who holds 3500 Equity Shares, no other Director holds any Share in the Company.

Further, apart from Shri M M Srivastava, IAS (Retd.) who was in receipt of remuneration, none of the Non-Executive Directors has any other pecuniary interest in the Company.

### iv) Terms of appointment of Managing Director:

Shri Anil Mukim, IAS has been appointed as Managing Director of the Company w.e.f. 13<sup>th</sup> December, 2019. Further, he is also acting as Chairman of the Board of Directors of the Company w.e.f. 27<sup>th</sup> February, 2020. Shri Sanjeev Kumar, IAS has been appointed as Joint Managing Director w.e.f 22<sup>nd</sup> August, 2019. No remuneration is paid by the Company to Shri Anil Mukim, IAS and Shri Sanjeev Kumar, IAS during the year. They will hold their office till further intimation by Gujarat State Petroleum Corporation Limited.

### v) Remuneration/fees to Statutory Auditors:

During the Financial Year 2019 - 20, the Company has made total payment of ₹ 6,76,570/- to M/s Anoop Agarwal & Co., Statutory Auditors of the Company.

## 6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition of the Stakeholders Relationship Committee as on 31<sup>st</sup> March, 2020 is as follows:-

- |    |                         |            |
|----|-------------------------|------------|
| 1. | Dr. Sudhir Kumar Jain   | - Chairman |
| 2. | Smt. Shridevi Shukla    | - Member   |
| 3. | Smt. Sunaina Tomar, IAS | - Member   |
| 4. | Shri Sanjeev Kumar IAS  | - Member   |

During the year 2019-2020, the Stakeholders Relationship Committee met 1 (one) time. Details of the Meeting is as follows:-

Sr. No.	Date of Meeting
1	9 <sup>th</sup> May, 2019

The attendance of the Members at the Stakeholders Relationship Committee Meeting during the year 2019 - 2020 was as follows:

Sr No.	Name of the Stakeholders Relationship Committee Members	Number of Stakeholders Relationship Committee Meetings held while holding the office	Number of Stakeholders Relationship Committee Meetings attended
1	Dr. R Vaidyanathan (upto 24 <sup>th</sup> September, 2019)	1	1
2	Dr. Sudhir Kumar Jain	1	0
3	Dr. T Natarajan, IAS (upto 22 <sup>nd</sup> August, 2019)	1	1
4	Smt. Shridevi Shukla (w.e.f 13 <sup>th</sup> September, 2019)	NA	NA
5	Smt. Sunaina Tomar, IAS(w.e.f 31 <sup>st</sup> Januray, 2020)	NA	NA
6.	Shri Sanjeev Kumar IAS (w.e.f 13 <sup>th</sup> September, 2019)	NA	NA

The status of Shareholders complaint as on 31<sup>st</sup> March, 2020 is as follows:-

Particulars	Opening as on 01.04.2019	Received* during the year	Disposed during the year	Balance as on 31.03.2020
No. of complaints	NIL	253	253	NIL

\* The Complaints received were mainly in the nature of non receipt of Dividend Warrants, requests for duplicate/revalidation of Dividend Warrants etc.

Number of complaints received during the year as a percentage of total number of Members as on 31<sup>st</sup> March, 2020 is 0.22%.

Smt. Rajeshwari Sharma, Company Secretary acts as Compliance Officer of the Company.

## 7. ATTENDANCE OF EACH DIRECTORS AT THE COMMITTEE MEETINGS OTHER THEN THOSE STATED ABOVE AND CONVENED DURING THE FINANCIAL YEAR 2019 - 2020

### 1. RISK MANAGEMENT COMMITTEE

During the year 2019 - 20, the Risk Management Committee met 1 (one) time. Details of the Meeting is as follows:

Sr. No.	Date of Meeting
1	13 <sup>th</sup> February, 2020

The attendance of the Members at the Risk Management Committee Meeting during the year 2019 - 20 was as follows:

Sr No.	Name of the Risk Management Committee Members	Number of Risk Management Committee Meetings held while holding the office	Number of Risk Management Committee Meetings attended
1	Shri M M Srivastava, IAS (Retd.)	1	1
2	Head of Finance & Accounts, GSPL	1	1
3	Shri Sanjeev Kumar, IAS	1	1

### 2. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

During the year 2019 -20, the Corporate Social Responsibility Committee met 3 (Three) times. Details of the Meetings are as follows:

Sr. No.	Date
1	9 <sup>th</sup> May, 2019
2	2 <sup>nd</sup> August, 2019
3	13 <sup>th</sup> February, 2020

The attendance of the Members at the Corporate Social Responsibility Committee Meetings during the year 2019 - 2020 was as follows:

Sr No.	Name of the Corporate Social Responsibility Committee Members	Number of Corporate Social Responsibility Committee Meetings held while holding the office	Number of Corporate Social Responsibility Committee Meetings attended
1	Shri M M Srivastava, IAS (Retd.)	3	3
2	Prof. Yogesh Singh	3	2
3	Dr. T Natarajan, IAS (upto 22 <sup>nd</sup> August, 2019)	2	2
4	Shri Bhadresh Mehta (w.e.f 13 <sup>th</sup> September, 2019)	1	1
5	Shri Sanjeev Kumar IAS (w.e.f 13 <sup>th</sup> September, 2019)	1	1

### 3. PROJECT MANAGEMENT COMMITTEE

During the year 2019 - 2020, the Project Management Committee met 3 (three) times. Details of the Meetings are as follows:

Sr. No.	Date
1	4 <sup>th</sup> June, 2019
2	2 <sup>nd</sup> August, 2019
3	8 <sup>th</sup> November, 2019

The attendance of the Members at the Project Management Committee Meetings during the year 2019 - 2020 was as follows:

Sr No.	Name of the Project Management Committee Members	Number of Project Management Committee Meetings held while holding the office	Number of Project Management Committee Meetings attended
1	Shri M M Srivastava, IAS (Retd.)	3	3
2	Shri Arvind Agarwal, IAS(Upto 9 <sup>th</sup> December, 2019)	3	1
3	Shri Pankaj Joshi IAS (w.e.f 5 <sup>th</sup> October, 2019 to 18 <sup>th</sup> December, 2019 and again appointed w.e.f. 31 <sup>st</sup> January, 2020)	1	1
4	Smt. Sunaina Tomar, IAS (w.e.f 31 <sup>st</sup> January, 2020)	NA	NA
5	Dr. Bakul Dholakia	3	1
6	Dr. Sudhir Kumar Jain	2	2
7	Dr. J N Singh, IAS (upto 11 <sup>th</sup> December, 2019)	3	3
8	Dr. T Natarajan, IAS (upto 22 <sup>nd</sup> August, 2019)	2	2
9	Shri Sanjeev Kumar, IAS (w.e.f 13 <sup>th</sup> September, 2019)	1	1
10	Shri Anil Mukim, IAS (w.e.f. 31 <sup>st</sup> January, 2020)	NA	NA

### 4. PERSONNEL COMMITTEE

During the year 2019 - 2020, the Personnel Committee met 2 (Two) time. Details of the Meetings are as follows:

Sr. No.	Date
1	8 <sup>th</sup> November, 2019
2	13 <sup>th</sup> February, 2020

The attendance of the Members at the Personnel Committee Meetings during the year 2019 - 2020 was as follows:

Sr No.	Name of the Personnel Committee Members	Number of Personnel Committee Meetings held while holding the office	Number of Personnel Committee Meetings attended
1	Shri M M Srivastava, IAS (Retd.)	2	2
2	Shri Pankaj Joshi, IAS (upto 18 <sup>th</sup> December, 2019)	1	1
3	Smt. Sunaina Tomar, IAS (w.e.f. 31 <sup>st</sup> January, 2020)	1	1
4	Dr. Sudhir Kumar Jain	2	2
5	Shri Sanjeev Kumar, IAS ( w.e.f 13 <sup>th</sup> September, 2019)	2	2
6	Dr. J N Singh, IAS (upto 11 <sup>th</sup> December, 2019)	1	1
7	Shri Anil Mukim, IAS (w.e.f. 3 <sup>rd</sup> March, 2020)	1	1

## 8. GENERAL BODY MEETINGS

A. Schedule of the last three Annual General Meetings of the Company is presented below:

Year	Date & Time of AGM	Venue	Special Resolutions passed
2018-19	24 <sup>th</sup> September, 2019, 3.30 P.M.	Assembly Hall, GSPC Bhavan, Behind Udyog Bhavan, Sector-11, Gandhinagar-382010	1. To approve re-appointment of Prof. Yogesh Singh [DIN: 06600055] as an Independent Director of the Company. 2. To approve re-appointment of Dr. Bakul Dholakia [DIN: 00005754] as an Independent Director of the Company. 3. To approve payment of remuneration to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman [DIN: 02190050].
2017 - 18	28 <sup>th</sup> September, 2018, 3.30 P.M.		No
2016- 17	28 <sup>th</sup> September, 2017, 3.30 P.M.		No

B. Postal Ballot:

During the year, no resolution was passed through postal ballot.

## 9. DISCLOSURES

There are certain transactions with related parties which have been disclosed at the relevant place in the Notes to the Annual Accounts. No such related party transactions may have potential conflict with the interests of the Company at large.

There is no non compliance on any capital market related matter since the listing of Company's security on Stock Exchanges. Further, no penalty has been imposed either by SEBI or Stock Exchanges or any Statutory Authority on any capital market related matter during the last three years.

## 10. MEANS OF COMMUNICATION

The Financial Results of the Company are normally published in one National news paper in English (in one or more news papers like Business Standard/Financial Express/Mint/Economic Times/The Hindu/ Business Line) and one Regional news paper (in one or more news papers like Gujarat Samachar/Divya Bhaskar/Sandesh/Gandhinagar Samachar). These Results can also be viewed from the Company's website [www.gspcgroup.com](http://www.gspcgroup.com). Further, the Financial Results and other required filings of the Company can also be viewed on the website of The National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and The BSE Limited ([www.bseindia.com](http://www.bseindia.com)).

## 11. CODE OF CONDUCT

### Code of Conduct for Directors and Senior Management:

The Board of Directors of the Company has adopted a Code of Conduct and made it applicable to the Board Members and Senior Management of the Company. The same has also been posted on the website of the Company.

The Board and Senior Management of the Company have affirmed compliance with the Code. The declaration by Managing Director to this effect has been made elsewhere in this Annual Report.

### Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Person(s):

Pursuant to the requirements of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has revised its existing Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Person(s) in line with the amendments in the Regulations and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. Company Secretary acts as the Compliance Officer. This Code of Conduct is applicable to the Designated Person(s) and the Immediate Relative(s) of such Designated Person(s) of the Company who can have access to Unpublished Price Sensitive Information relating to the Company.

## 12. ETHICAL BEHAVIOR AND VIGIL MECHANISM

Pursuant to Section 177 (9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has an Ethical Behavior and Vigil Mechanism for Directors and employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Code of Conduct of GSPL and/ or GSPC Group. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The Management affirms that no employee of the Company was denied access to the Audit Committee. The Company has provided the details of the said Policy on the website of the Company [http://gspcgroup.com/documents/pagecontent/Vigil\\_Mechanism\\_Policy.pdf](http://gspcgroup.com/documents/pagecontent/Vigil_Mechanism_Policy.pdf).

## 13. POLICY FOR MATERIAL SUBSIDIARIES

As required under Regulation 16 (1) (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has formulated a Policy for determining "Material" Subsidiaries. The Policy is available on the website of the Company at <http://gspcgroup.com/documents/pagecontent/Policy-on-Materiality-of-Related-Party-Transactions-and-dealing-with-Related-Party-Transactions.pdf>.

## 14. POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND DEALING WITH RELATED PARTY TRANSACTIONS

As required under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has formulated a Related Party Transactions Policy. The Policy is available on the website of the Company at <http://gspcgroup.com/documents/pagecontent/Policy-on-Materiality-of-Related-Party-Transactions-and-dealing-with-Related-Party-Transactions.pdf>

## 15. DIVIDEND DISTRIBUTION POLICY

The Company has adopted Dividend Distribution Policy in terms of the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Policy is available on the website of the Company at <http://gspcgroup.com/documents/pagecontent/Dividend-Distribution-Policy.pdf>. The Dividend Distribution Policy forms a part of this Report.

## 16. APPOINTMENT OF INDEPENDENT DIRECTORS

The Company has issued formal letter of appointment to Independent Directors in the manner as provided in the Companies Act, 2013 and the applicable Corporate Governance requirements. The terms and conditions of appointment have also been disclosed on the website of the Company at <http://gspcgroup.com/documents/pagecontent/GSPL-Terms-and-Conditions-of-Letter-of-Appointment-to-Independent-Director.pdf>

Further, in the opinion of the Government of Gujarat and the Board of Directors, the Independent Directors, fulfill the conditions of Independence specified in Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the amendments, thereto, and are independent of the management.

## 17. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to provisions of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has formulated a Policy on Familiarization Programme for Independent Directors. The Programme aims to familiarize Independent Directors with activities of the Company so as to enable them to make effective contribution and to assist them in discharging their functions as a Board Member. The Company's Policy on Familiarization Programme for Independent Directors has been disclosed on the website of the Company at <http://gspcgroup.com/documents/pagecontent/Policy-on-Familiarization-Programme-for-Independent-Directors.pdf>.

## 18. LIST OF IDENTIFIED CORE SKILLS/EXPERTISE/COMPETENCIES OF THE BOARD OF DIRECTORS

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Company:

Areas	Description	Directors who possess those skills
Industry Knowledge & Strategy Planning	Broad Industry experience including its entire value chain and indepth experience in corporate strategy and planning.	1. Shri Anil Mukim, IAS 2. Shri M M Srivastava, IAS (Retd.)
Infrastructure Development	Broad understanding of Project Infrastructure, Finance, Taxation, Investment strategies, Corporate Governance.	3. Shri Pankaj Joshi, IAS 4. Smt. Sunaina Tomar, IAS
Leadership	Broad experience of guiding and leading management teams.	5. Dr. Bakul Dholakia 6. Prof. Yogesh Singh
Technology	Broad understanding of Technological developments in Hydrocarbon Industry.	7. Shri Bhadresh Mehta 8. Dr. Sudhir Kumar Jain 9. Shri Bimal Patel 10. Smt. Shridevi Shukla 11. Shri Sanjeev Kumar, IAS

## 19. CERTIFICATION FROM A COMPANY SECRETARY IN PRACTICE

M/s K K Patel & Associates has issued a Certificate as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of Company by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The Certificate is enclosed as Annexure - A.

## 20. GENERAL SHAREHOLDERS INFORMATION

### A. Schedule & Venue of the 22<sup>nd</sup> Annual General Meeting of the Company:

Date & Day : 24<sup>th</sup> September, 2020, Thursday  
Time : 3:00 P.M  
Venue : Annual General Meeting is being held through Video Conferencing/ Other Audio Visual Means Facility pursuant to the MCA Circular dated 5<sup>th</sup> May, 2020. (Deemed Venue for Meeting :- Assembly Hall, GSPC Bhavan, Behind Udyog Bhavan, Sector - 11, Gandhinagar - 382010)

### B. Financial Year and Calendar:

The Financial Year of the Company starts on 1st April and ends on 31<sup>st</sup> March every year.

Financial Calendar for 2020 - 2021 (Tentative Schedule) for adoption of quarterly results for:

Quarter ending 30 <sup>th</sup> June, 2020	06 <sup>th</sup> August, 2020
Quarter ending 30 <sup>th</sup> September, 2020	Before 14 <sup>th</sup> November, 2020
Quarter ending 31 <sup>st</sup> December, 2020	Before 14 <sup>th</sup> February, 2021
Quarter & Year ending 31 <sup>st</sup> March, 2021 (Audited)	Before 30 <sup>th</sup> May, 2021

### C. Record Date:

Thursday, 10<sup>th</sup> September, 2020 for determining entitlement of Dividend of ₹ 2.00/- (i.e. 20%) per Share for the Financial Year ended on 31<sup>st</sup> March, 2020.

### D. Dividend Payment:

The Dividend, if approved by the Shareholders will be paid on or before 23<sup>rd</sup> October, 2020.

### Unclaimed Dividends/Shares

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Dividends not encashed / claimed within seven years from the date of declaration are to be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules also mandates companies to transfer Shares of Shareholders whose Dividends remain unpaid / unclaimed for a continuous period of seven





years to the Demat Account of IEPF Authority. Further, the Shareholders whose Dividend / Shares are transferred to the IEPF Authority can claim it from the Authority after following the necessary procedure.

In accordance with Section 125 of the Companies Act, 2013 read with the said IEPF Rules, the Company in the month of November, 2019 has transferred, 38067 Equity Shares corresponding to the unclaimed Dividends declared by the Company for the Financial Year 2011 - 2012 to 2017 - 2018 which remained unclaimed to the Demat Account held by IEPF Authority after following the due procedure prescribed under the Companies Act, 2013 and the IEPF Rules.

The Unclaimed Dividends in respect of the Financial Year 2012-2013 is due for transfer IEPF on 26<sup>th</sup> October, 2020. Further, the Company has sent Notice to all Shareholders whose Shares are due to be transferred to the IEPF Authority and has also published requisite advertisements in the newspapers. In view of this, the Members of the Company, who have not yet encashed their Dividend Warrant(s)/ claimed their Dividend(s) declared by the Company are requested to claim the same from the Company along with necessary documentary proof.

Further, in terms of the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 your Company has uploaded the Unclaimed Dividend details in respect of the Dividends declared by the Company for the Financial Years 2012 - 2013 onwards on the Company's website [www.gspcgroup.com](http://www.gspcgroup.com) under separate dedicated section 'Investors'. The said details of Unclaimed Dividend are updated by the Company on Company's Website on a half yearly basis.

In accordance with Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 500 Equity Shares issued to 2 Shareholders (previous year: 500 Equity Shares issued to 2 Shareholders) of the face value of ₹ 10 each are lying in the "GSPL Unclaimed Shares Demat Suspense Account" maintained by the Company. The voting rights on the Shares outstanding in the suspense account as on 31<sup>st</sup> March, 2020 shall remain frozen till the rightful owner of such Shares claims the Shares.

Due Dates for Transfer of Unclaimed Dividend to IEPF:

Year	Dividend rate per share (₹)	Date of Declaration of Dividend by the Shareholders in AGM	Unclaimed Dividend Amount (₹)	Due Date
2012 - 2013	1.00 (i.e. 10%)	27 <sup>th</sup> September, 2013	1345218.00	26 <sup>th</sup> October, 2020
2013 - 2014	1.00 (i.e. 10%)	25 <sup>th</sup> September, 2014	1254698.00	24 <sup>th</sup> October, 2021
2014 - 2015	1.20 (i.e. 12%)	24 <sup>th</sup> September, 2015	1393259.60	23 <sup>rd</sup> October, 2022
2015 - 2016	1.50 (i.e. 15%)	22 <sup>nd</sup> September, 2016	1983870.00	21 <sup>st</sup> October, 2023
2016 - 2017	1.50 (i.e. 15%)	28 <sup>th</sup> September, 2017	1840911.50	27 <sup>th</sup> October, 2024
2017 - 2018	1.75 (i.e. 17.5%)	28 <sup>th</sup> September, 2018	2048898.25	27 <sup>th</sup> October, 2025
2018 - 2019	2.00 (i.e. 20%)	24 <sup>th</sup> September, 2019	1987640.18	23 <sup>rd</sup> October, 2026

#### E. Listing on Stock Exchanges and Scrip Codes:

Name of Stock Exchanges	Scrip Code
1. The BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	532702
2. The National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	GSPL

The Company has also entered into a tripartite agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN No. for Company's Securities is INE246F01010.

Note:

1. The necessary listing fees has already been paid to both the Stock Exchanges.

#### F. Stock Market Data:

Market Price Data in BSE and NSE is as follows:

Month	BSE Sensex		Company's Share price on BSE		NSE Nifty		Company's Share price on NSE	
	High	Low	High	Low	High	Low	High	Low
April 2019	39487.45	38460.25	200.00	172.50	11856.15	11549.10	200.80	172.45
May	40124.96	36956.10	200.90	168.80	12041.15	11108.30	199.75	168.10
June	40312.07	38870.96	200.45	175.10	12103.05	11625.10	200.70	174.50
July	40032.41	37128.26	215.25	180.75	11981.75	10999.40	215.50	180.15
August	37807.55	36102.35	225.50	198.95	11181.45	10637.15	226.00	198.50
September	39441.12	35987.80	229.90	206.60	11694.85	10670.25	230.00	206.10
October	40392.22	37415.83	218.90	201.00	11945.00	11090.15	219.00	201.00
November	41163.79	40014.23	223.40	209.00	12158.80	11802.65	224.00	208.10
December	41809.96	40135.37	227.70	208.15	12293.90	11832.30	228.00	208.30
January 2020	42273.87	40476.55	263.45	218.50	12430.50	11929.60	263.80	218.35
February	41709.30	38219.97	260.00	223.75	12246.70	11175.05	259.80	224.05
March	39083.17	25638.90	236.80	146.00	11433.00	7511.10	237.90	146.15

**G. Registrar and Share Transfer Agent and Share Transfer System:**

The Company has appointed KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) as the Registrar and Share Transfer Agent of the Company for both Physical as well as Demat mode.

The Company has entrusted KFin Technologies Private Limited with the responsibility of ensuring effective resolution and disposal of all kinds of investor grievances such as Demat, Remat, non-receipt of Dividend, etc.

Investors may contact our Registrar and Share Transfer Agent at the following address for their queries:-

**KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited)**

Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District,

Nanakramguda, Serilingampally, Hyderabad – 500 032

Andhra Pradesh, India Tel: +91-40- 67161518 Fax: +91-40- 23420814

E-mail: mailmanager@kfintech.com Website: www.kfintech.com

Contact person: Mr. Suresh Babu D

**H. Distribution of Shareholding:**

Distribution of shareholding as on 31<sup>st</sup> March, 2020 is given below:

Category (Amount of Shares)	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1-5000	104393	91.13	17692565	3.14
5001-10000	6011	5.25	4631966	0.82
10001-20000	2151	1.88	3182660	0.56
20001-30000	629	0.54	1611400	0.29
30001-40000	268	0.23	962155	0.17
40001-50000	220	0.19	1043787	0.19
50001-100000	339	0.30	2443094	0.43
100001 & above	543	0.48	532533614	94.4
<b>Total</b>	<b>114554</b>	<b>100.00</b>	<b>564101241</b>	<b>100.00</b>

**I. Dematerialization of Shares and its liquidity:**

Equity Shares representing 99.997% of the total Equity Shares of the Company are held in Dematerialized Form and Equity Shares representing 0.003% are in Physical Form as on 31<sup>st</sup> March, 2020.

**J. Plant Locations:**

The Company is developing pipeline infrastructure for transportation of gas. Presently, the Company has commissioned pipeline projects covering various locations in the State of Gujarat. The required details of these locations are specified in Board's Report which forms part of this Annual Report. The Company has also set up Wind Power Project of 52.5 MW in the areas of Maliya Miyana, Rajkot and Gorsar & Adodar, Porbandar. The Company being authorised to develop City Gas Distribution (CGD) Network in the area of Amritsar District (Punjab) and Bhatinda GA (Punjab) is developing CGD Infrastructure in the area of Amritsar and Bhatinda.

**K. Credit Ratings:**

The ratings given by CARE for Long-term Bank Facilities and Short-term Bank Facilities of the Company are CARE AA+/ Stable and CARE A1+ respectively. The details of Credit Ratings are available on the website of the Company at [www.gspcgroup.com](http://www.gspcgroup.com).

**L. Address for correspondence with the Company:**

The address for correspondence with the Company is given below:-

**Gujarat State Petronet Limited**

GSPL Bhavan, E-18, GIDC Electronic Estate, Sector - 26, Nr. K-7 Circle, Gandhinagar - 382028

Ph.: +91-79-23268500 | Fax: +91-79-23268506

Website: www.gspcgroup.com | E-mail: investors.gspl@gspc.in

**M. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversions date and likely impact on Equity:**

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

**N. Non-Mandatory Requirements:**

The Company has complied with the following Non-Mandatory Requirements:

- 1. Audit Qualifications :** There are no qualifications in the Auditors' Report on the financial statements to the Shareholders of the Company.
- 2. Reporting of Internal Auditor :** The Internal Auditor has access and may report directly to the Audit Committee.

For and on behalf of the Board of Directors

Date: 28<sup>th</sup> August, 2020

Place: Gandhinagar

Anil Mukim, IAS  
Chairman & Managing Director