



Gujarat State Financial Corporation

(Established under State Financial Corporations Act, 1951)

SECRETARIAL CELL

1st Floor, Udyog Bhavan, Sector-11, GH-4, Gandhinagar – 382 010

Phone No.: 23256766 Fax : 23252204 Email: sec-cell-gsfc@gujarat.gov.in

GSFC/SEC.CELL/Q-1 CGR 24-25

August 22, 2024

The Listing Compliance Department
BSE Ltd
1st Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

**Sub: Disclosure of event or information under Regulation 30 of
SEBI (LODR) Regulations, 2015**

Ref: Stock code 532160

Dear Sirs,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, we would like to inform that Corporation has received email communication dated August 21, 2024 from BSE Ltd imposing fine for non-compliance with Corporate Governance requirements for the quarter ended June 30, 2024 as under:-

LODR Regulation No.	Non-compliance	Fine imposed (including GST) ₹
17 (1)	Composition of Board of Directors	5,36,900/-
17 (2A)	Quorum of Board meeting	11,800/-
18 (1)	Constitution of Audit Committee	2,14,760/-
19 (1)/19(2)	Constitution of Nomination and Remuneration Committee	2,14,760/-
20(2)/(2A)	Constitution of Stakeholders Relationship Committee	2,14,760/-
	Total	11,92,980/-

Non-compliance is with regard to absence of Independent Directors on the Board of Directors as well as its Committees. Constitution of Board of Directors of the Corporation is governed by Sections 10, 15 and 17 read with Section 4 (3) of the State Financial Corporations Act, 1951 according to which Directors are nominees of shareholders thereby not having Independent Directors on the Board of Directors. Thus, Corporation is non-compliant to that extent as far as SEBI (LODR) Regulations, 2015 is concerned.



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Prior to omitting proviso to Regulation 15 (2) (b) of SEBI (LODR) Regulations, 2015 with effect from September 01, 2021, Corporation, being a body corporate established under Section 3 (1) of State Financial Corporations Act, 1951, a Parliament statute, was enjoying the exemptions and relaxations granted thereunder. Corporation represented to SEBI to continue availing of the said exemptions and relaxations. Securities and Exchange Board of India, vide letter dated December 20, 2021 advised the Corporation to take up the matter of amendments to SFCs Act, 1951 so as to align it with LODR Regulations. Accordingly, Corporation took up with Government for amendments to SFCs Act, 1951 vide letter dated December 27, 2021 and following up the matter and copies of the said communications are also marked to BSE Ltd. Corporation is yet to receive response to the request for amendments to SFCs Act. Corporation has been receiving notices imposing fine in the previous quarters also.

Further, provisions of Regulations 17 (2A) are not applicable to the Corporation. The said Regulation stipulates that *"the quorum for every meeting of the board of directors of the top 1000 listed entities with effect from April 01, 2019 and of the top 2000 listed entities with effect from April 1, 2020 shall be one-third of its total strength or three directors, whichever is higher, including at least one independent director."* Since GSFC is not one of the top 2000 listed entities, the provisions are not attracted to the Corporation and the fine seems to have imposed inadvertently. We, therefore, requested BSE Ltd to consider to drop fine of Rs.11,800/- wrongly imposed on the Corporation.

As such induction of independent directors in the present circumstances being inconsistent with the provisions of State Financial Corporations Act, 1951 and Corporation has already moved appropriate authorities for amendments to SFCs Act, 1951, BSE Ltd was requested on each occasion to waive the fine till SFCs Act, 1951 is amended suitably.

The above facts may please be taken on record.

Thanking you,

Yours faithfully,
for Gujarat State Financial Corporation,


(Raveendran Nair)
Secretary (Board)