



**GODAWARI POWER & ISPAT**

REF: GPIL/NSE&BSE/2017/3288

Date: 11.10.2017

1. The Listing Department,  
The National Stock Exchange Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), MUMBAI – 400051
2. The Corporate Relation Department,  
The Stock Exchange, Mumbai,  
1<sup>st</sup> Floor, Rotunda Building,  
Dalal Street, MUMBAI – 400 001

Dear Sirs,

**Sub: Submissions of compliance report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Ref: NSE Symbol: GPIL BSE Security Code: 532734**

Please find attached herewith compliance report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter Ended 30.09.2017.

Kindly take the above documents on record.

Thanking you,

Yours faithfully,

For **GODAWARI POWER AND ISPAT LIMITED**

**Y.C.RAO**  
**COMPANY SECRETARY**

Encl: As Above



**Godawari Power & Ispat Limited**

An ISO 9001:2008, ISO 14001:2004 & OHSAS 18001:2007 certified company  
CIN L27106CT1999PLC013756

**Registered Office and Works:** Plot No. 428/2, Phase I, Industrial Area, Siltara, Raipur - 493111, Chhattisgarh, India  
**P: +91 771 4082333, F: +91 771 4082234**

**Corporate address:** Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492001, Chhattisgarh, India  
**P: +91 771 4082000, F: +91 771 4057601**

[www.godawaripowerispat.com](http://www.godawaripowerispat.com), [www.hiragroup.com](http://www.hiragroup.com)



**GODAWARI POWER & ISPAT**



**Disclosure under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Annexure-I

Name of Listed Entity	Godawari Power and Ispat Limited
Quarter ending	30 <sup>th</sup> September, 2017.

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN <sup>S</sup> & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)*	Date of Appointment in the current term /cessation	Tenure*	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.	Abhishek Agrawal	& 02434507	Executive	09.11.2016	N.A.	1	Nil	Nil
Mr	Bajrang Lal Agrawal	00479747	Executive	12.08.2015	N.A.	1	Nil	Nil
Ms.	Bhavna Govindbhai Desai	& 06893242	Independent-Non Executive	27.09.2014	5years	1	4	Nil
Mr.	Bhriugu Nath Ojha	& 02282594	Independent-Non Executive	27.09.2014	5years	1	5	1
Mr.	Biswajit Choudhuri	& 00149018	Independent-Non Executive-Chairperson	27.09.2014	5years	3	4	2
Mr.	Dinesh Kumar Agrawal	& 00479936	Executive	11.08.2017	N.A.	1	Nil	Nil
Mr.	Dinesh Kumar Gandhi	& 01081155	Non Executive	09.11.2013	N.A.	1	3	Nil
Mr.	Harishankar Khandelwal	& 00330891	Independent-Non Executive	27.09.2014	5years	1	1	Nil
Mr.	Shashi Kumar	& 00116600	Independent-Non Executive	27.09.2014	5years	1	Nil	Nil
Mr.	Vinod Pillai	& 00497620	Executive	01.06.2016	N.A.	1	2	Nil

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.

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<b>II. Composition of Committees</b>		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non executive/independent/Nominee) <sup>&amp;</sup>
1. Audit Committee	Mr. Biswajit Choudhuri	Chairperson- Independent- Non Executive
	Mr. Bhrigu Nath Ojha	Independent- Non Executive
	Mr. Dinesh Kumar Gandhi	Non Executive
	Mr. Harishankar Khandelwal	Independent –Non Executive
2. Nomination & Remuneration Committee	Mr. Shashi Kumar	Chairperson- Independent- Non Executive
	Mr. Bhrigu Nath Ojha	Independent- Non Executive
	Mr. Dinesh Kumar Gandhi	Non Executive
3.Risk Management Committee (if applicable)	Not Applicable.	
4. Stakeholders Relationship Committee	Mr. Bhrigu Nath Ojha	Chairperson- Independent- Non Executive
	Ms. Bhavna Govindbhai Desai	Independent- Non Executive
	Mr. Dinesh Kumar Gandhi	Non Executive
5.Corporate Social Responsibility Committee	Mr. Shashi Kumar	Chairperson- Independent- Non Executive
	Mr. Abhishek Agrawal	Executive
	Mr. Vinod Pillai	Executive

<sup>&</sup>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



<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	Maximum gap between any two consecutive (in number of days)
30.05.2017	12.08.2017	73 days

<b>IV. Meeting of Committees</b>			
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 – 12.08.2017	Yes – Three Independent Directors (includes Chairman) and One Non Executive Director were present in the meeting.	29.05.2017	74 days
Stakeholder Relationship Committee- 12.08.2017	Yes – Three Non Executive Director were present.	29.05.2017	-

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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

VI. Affirmations	
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) - <b>Not Applicable.</b>
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.
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.
5	This report will be placed before Board of Directors in the next Board meeting. The report submitted in the previous quarter has already been placed before Board of Directors on 12.08.2017 and no comments/observations/advice given by the Board of Directors on the same.
<p></p> <p>Y.C. Rao Company Secretary &amp; Compliances Officer</p> <p style="text-align: right;"></p>	

### Annexure III

Broad heading	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
Presence of chairperson of audit committee at the annual general meeting	18(1)(d)	Yes	-
Presence of chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	Shri Shashi Kumar Independent Director, Chairperson of the Nomination and Remuneration Committee could not attend the AGM due to sudden exigencies. However he authorized Shri B.N. Ojha, Member (Independent Director) of Committee to answer the shareholders' queries and Shri B.N. Ojha was present in the AGM.
Whether corporate governance report disclosed in annual report	34 (3) read with para C of Schedule V	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.

Shri Shashi Kumar Independent Director, Chairperson of the Nomination and Remuneration Committee could not attend the AGM due to sudden exigencies. However he authorized Shri B.N. Ojha, Member (Independent Director) of Committee to answer the shareholders' queries and Shri B.N. Ojha was present in the AGM.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

*Y.C. Rao*

**Y.C. Rao**  
**Company Secretary & Compliances Officer**

