



HIRA

GODAWARI POWER & ISPAT



REF: GPIL/NSE&BSE/2018/3484

Date: 12.04.2018

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,
1st 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 31.03.2018.

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



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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	31 st March, 2018.

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ^{&}	Date of Appointment in the current term /cessation	Tenure* (in months)	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	60	1	4	Nil
Mr.	Bhriugu Nath Ojha	& 02282594	Independent-Non Executive	27.09.2014	60	1	5	1
Mr.	Biswajit Choudhuri	& 00149018	Independent-Non Executive-Chairperson	27.09.2014	60	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	60	1	1	Nil
Mr.	Shashi Kumar	& 00116600	Independent-Non Executive	27.09.2014	60	1	Nil	Nil
Mr.	Siddharth Agrawal	& 02180571	Non Executive	20.01.2018	N.A.	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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II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non executive/independent/Nominee) ^{&}
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

[&]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)
11.11.2017	20.01.2018 02.02.2018 19.02.2018	69 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 – 20.01.2018	Yes – Three Independent Directors (includes Chairman) and One Non Executive Director were present in the meeting.	10.11.2017	70 days
Audit Committee – 02.02.2018	Yes – Three Independent Directors (includes Chairman) and One Non Executive Director were present in the meeting.	10.11.2017	83 days
Audit Committee – 19.02.2018	Yes – Three Independent Directors (includes Chairman) and One Non Executive Director were present in the meeting.	10.11.2017	100 days
Audit Committee – 20.03.2018	Yes – Two Independent Directors (includes Chairman)	10.11.2017	129 days

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	and One Non Executive Director were present in the meeting.		
Stakeholder Relationship Committee-19.01.2018	Yes – Three Non Executive Directors were present in the meeting.	10.11.2017	69 days
Corporate Social Responsibility Committee-20.01.2018	YES- One Independent Director(including Chairman) and Two Executive Directors were present in the meeting.	-	-
Nomination and Remuneration Committee-20.01.2018	YES- Two Independent Directors (including Chairman) and one Non Executive Director were present in the meeting.	-	-
* 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) - Not 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.
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 20.01.2018 and no comments/observations/advice given by the Board of Directors on the same.

Y.C. Rao
Company Secretary & Compliances Officer



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ANNEXURE-II

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

Name of Listed Entity	Godawari Power and Ispat Limited
Year ending	31 st March, 2018

I. Disclosure on website in terms of Listing Regulations	
ITEM	Compliance Status (Yes/No/N.A.)
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 programmes 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
email 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	N.A.
New name and the old name of the listed entity	N.A.

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
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)	NA
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)	Yes
Vigil Mechanism	22	Yes

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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)	N.A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
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 director	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 Company has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to such subsidiary of the Company have been complied.

Yarra Chandra Rao
Company Secretary & Compliance Officer
Date: 12-04-2018
Place: Raipur



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