



HIRA

GODAWARI POWER & ISPAT



REF: GPIL/NSE&BSE/2019/3961

Date: 11.10.2019

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 and Half year ended 30.09.2019.

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 9001:2015, ISO 14001:2015 & 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

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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 | 30 th September, 2019 |

| I. Composition of Board of Directors | | | | | | | | | | | |
|---|-------------------------|------------------------|--|------------------------------------|---------------------------------|---------|---------------|--|--|--|---|
| Title (Mr. / Ms) | Name of the Director | PAN ^S & DIN | Category (Chairperson/E xecutive/ Non- Executive/indep endent/Nomine e)& | Initial Date of Appoint ment | Date of Re- appoint- ment | Tenure* | Date of Birth | No of Directorship in listed entities including this listed entity (in reference to Regulation 17A(1)) | No. of Independen t Directors ship in listed entities including this listed entity (in reference to proviso to Regulation 17A(1)) | No. 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 | 09.11.2011 | 09.11.2016 | N.A. | 22.02.1984 | 1 | Nil | Nil | Nil |
| Mr. | Bajrang Lal Agrawal | 00479747 | Executive | 17.08.2002 | 12.08.2015 | N.A. | 17.06.1953 | 1 | Nil | Nil | Nil |



| | | | | | | | | | | | |
|-----|-------------------------|----------|---------------------------------------|------------|------------|------|------------|---|-----|-----|-----|
| Ms. | Bhavna Govindbhai Desai | 06893242 | Independent-Non Executive | 09.08.2014 | 10.08.2019 | 60 | 09.09.1962 | 1 | 1 | 5 | Nil |
| Mr. | Bhriugu Nath Ojha | 02282594 | Independent-Non Executive | 14.06.2008 | 10.08.2019 | 60 | 01.01.1944 | 1 | 1 | 5 | 1 |
| Mr. | Biswajit Choudhuri | 00149018 | Independent-Non Executive-Chairperson | 25.09.2007 | 10.08.2019 | 60 | 30.04.1942 | 2 | 2 | 5 | 2 |
| Mr. | Dinesh Kumar Agrawal | 00479936 | Executive | 21.09.1999 | 11.08.2017 | N.A. | 21.05.1971 | 1 | Nil | Nil | Nil |
| Mr. | Dinesh Kumar Gandhi | 01081155 | Non Executive | 25.02.2005 | 09.11.2013 | N.A. | 16.11.1962 | 1 | Nil | 1 | Nil |
| Mr. | Harishankar Khandelwal | 00330891 | Independent-Non Executive | 11.08.2012 | 10.08.2019 | 60 | 12.07.1963 | 1 | 1 | 1 | Nil |
| Mr. | Shashi Kumar | 00116600 | Independent-Non Executive | 25.09.2007 | 10.08.2019 | 60 | 30.09.1946 | 1 | 1 | Nil | Nil |
| Mr. | Vinod Pillai | 00497620 | Executive | 28.07.2009 | 01.06.2016 | N.A. | 25.02.1968 | 1 | Nil | 2 | Nil |
| Mr. | Siddharth Agrawal | 02180571 | Non Executive | 20.01.2018 | N.A. | N.A. | 14.04.1981 | 1 | Nil | Nil | Nil |

Whether Regular chairperson appointed - **YES**

Whether Chairperson is related to managing director or CEO - **NO**

SPAN 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.

II. Composition of Committees

| Name of Committee | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/Executive/Non- Executive/ independent/Nominee)\$ | Date of Appointment | Date of Cessation |
|---|---------------------------------------|-----------------------------|--|---------------------|-------------------|
| 1. Audit Committee | Yes | Mr. Biswajit Choudhuri | Chairperson- Independent- Non Executive | 25.09.2007 | - |
| | | Mr. Bhrigu Nath Ojha | Independent- Non Executive | 28.06.2009 | - |
| | | Mr. Harishankar Khandelwal | Independent –Non Executive | 16.05.2015 | - |
| | | Ms. Bhavna Govindbhai Desai | Independent -Non Executive | 26.10.2018 | - |
| 2. Nomination & Remuneration Committee | Yes | Mr. Shashi Kumar | Chairperson- Independent- Non Executive | 25.09.2007 | - |
| | | Mr. Bhrigu Nath Ojha | Independent- Non Executive | 09.11.2011 | - |
| | | Mr. Biswajit Choudhuri | Independent- Non Executive | 02.05.2018 | - |
| 3. Risk Management Committee(if applicable) | | Not Applicable. | | | |
| 4. Stakeholders Relationship Committee* | Yes | Mr. Bhrigu Nath Ojha | Chairperson- Independent- Non Executive | 09.11.2011 | - |
| | | Ms. Bhavna Govindbhai Desai | Independent- Non Executive | 09.08.2014 | - |
| | | Mr. Biswajit Choudhuri | Independent -Non Executive | 02.05.2018 | - |
| 5. Corporate Social Responsibility | Yes | Mr. Shashi Kumar | Chairperson- Independent- Non Executive | 15.03.2014 | |
| | | Mr. Abhishek Agrawal | Member | 15.03.2014 | |
| | | Mr. Vinod Pillai | Member | 15.03.2014 | |

&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 | Whether requirement of Quorum met* | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive (in number of |
| 30.04.2019 | 10.08.2019 | Yes | 11 | 5 | 101 Days |
| <i>* to be filled in only for the current quarter meetings</i> | | | | | |
| IV. Meetings of Committees | | | | | |
| Date(s) of meeting of the committee in the relevant | Whether requirement of Quorum met (details)* | Number of Director* | 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 |
| Audit Committee – 09.08.2019 | Yes – All Four Independent Directors (includes Chairman) were present in the meeting. | 4 | 4 | 29.04.2019 | 101 days |
| Stakeholder Relationship Committee- 09.08.2019 | Yes – All Three Independent Directors (includes Chairman) were present in the meeting. | 3 | 3 | 29.04.2019 | 101 days |
| <i>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i> | | | | | |
| <i>**to be filled in only for the current quarter meetings</i> | | | | | |

| V. Related Party Transactions | |
|--|--|
| Subject | Compliance status (Yes/No/NA) refer note below |
| 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 the Audit Committee | Yes |
|--|-----|

Note:

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. If status is "No" details of non-compliance may be given here

| 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 500 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 10.08.2019 and no comments/observations/advice given by the Board of Directors on the same. |



Y.C. Rao
Company Secretary & Compliances Officer



Annexure III

FORMAT TO BE SUBMITTED BY LISTED ENTITY AT THE END OF 6 MONTHS AFTER END OF FINANCIAL YEAR ALONG-WITH THE SECOND QUARTER'S REPORT OF NEXT FINANCIAL YEAR

| Broad heading | Regulation Number | Compliance status (Yes/No/NA) |
|--|---------------------------------------|--|
| 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) | Yes |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes |
| Whether corporate governance report disclosed in annual report | 34 (3) read with para C of Schedule V | Yes |

