



GODAWARI POWER & ISPAT

GODAWARI POWER AND ISPAT LIMITED

Regd. Office & Works: Plot No. 428/2, Phase I, Industrial Area, Siltara, Raipur – 493111, Chhattisgarh

Corporate Office: Hira Arcade, Near Bus Stand, Pandri, Raipur - 492004, Chhattisgarh

Web Site: www.godawaripowerispat.com, Email Id: yarra.rao@hiragroup.com

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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, 2020 |

I. Composition of Board of Directors

| Titl e (Mr ./ Ms) | Name of the Director | PAN ^S & DIN | Category (Chairperson/Exe cutive/ Non- Executive/indepe ndent/Nominee) ^{&} | Initial Date of Appoint ment | Date of Re- appointment | Tenure* | Date of Birth | Whether Special Resolutio n passed? [Refer Reg.17(1 A) of Listing Regulatio ns] | Date of Passing of Special Resoluti on | No of Directorship in listed entities including this listed entity (in reference to Regulation 17A(1)) | No. of Independent 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 | | Executive | 09.11.2011 | 10.08.2019 | N.A. | | N.A. | | 1 | Nil | Nil | Nil |
| Mr. | Bajrang Lal Agrawal | | Executive Managing Director | 17.08.2002 | 12.08.2015 | N.A. | | N.A. | | 1 | Nil | Nil | Nil |
| Ms. | Bhavna Govindbhai Desai | | Independent- Non Executive | 09.08.2014 | 10.08.2019 | 66 | | N.A. | | 1 | 1 | 5 | Nil |

| | | | | | | | | | | | | | |
|-----|------------------------|--|--|------------|------------|------|--|------|------------|---|-----|-----|-----|
| Mr. | Bhrigu Nath Ojha | | Independent-Non Executive | 14.06.2008 | 10.08.2019 | 66 | | Yes | 10.08.2019 | 1 | 1 | 6 | 1 |
| Mr. | Biswajit Choudhuri | | Independent-Non Executive-Chairperson | 25.09.2007 | 10.08.2019 | 66 | | Yes | 10.08.2019 | 2 | 2 | 7 | 2 |
| Mr. | Dinesh Kumar Agrawal | | Executive | 21.09.1999 | 11.08.2017 | N.A. | | N.A. | | 1 | Nil | Nil | Nil |
| Mr. | Dinesh Kumar Gandhi | | Non Executive-Non Independent | 25.02.2005 | 09.11.2013 | N.A. | | N.A. | | 1 | Nil | 1 | Nil |
| Mr. | Harishankar Khandelwal | | Independent-Non Executive | 11.08.2012 | 10.08.2019 | 66 | | N.A. | | 1 | 1 | 1 | Nil |
| Mr. | Shashi Kumar | | Independent-Non Executive | 25.09.2007 | 10.08.2019 | 66 | | Yes | 10.08.2019 | 1 | 1 | Nil | Nil |
| Mr. | Siddharth Agrawal | | Non Executive-Non Independent | 20.01.2018 | N.A. | N.A. | | N.A. | | 1 | Nil | Nil | Nil |
| Mr. | Vinod Pillai | | Executive | 28.07.2009 | 01.06.2016 | N.A. | | N.A. | | 1 | Nil | 2 | Nil |
| | | | Whether Regular chairperson appointed – YES | | | | | | | | | | |
| | | | Whether Chairperson is related to managing director or CEO – NO | | | | | | | | | | |
| | | | \$PAN 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 | Executive Director | 15.03.2014 | - |
| | | Mr. Vinod Pillai | Executive Director | 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 |
| 24-12-2019 | 11-02-2020 | Yes | 10 | 5 | 48 Days |
| <i>* to be filled in only for the current quarter meetings</i> | | | | | |
| IV. Meetings of Committees | | | | | |
| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)*</i> | Number of Director* | Number of independent directors present* | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days**</i> |
| Audit Committee – 10.02.2020 | Yes – Out of Four, All four Independent Directors (including Chairman) were present in the meeting. | 4 | 4 | 24.12.2020 | 47 Days |
| Stakeholder Relationship Committee- 10.02.2020 | Yes – All three Independent Directors were present in the meeting | 3 | 3 | 11.11.2019 | 90 Days |
| CSR – Committee -11.02.2020 | Yes – Out of Three , One Independent Directors were present in the meeting | 3 | 3 | - | - |
| <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: <i>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</i> | |

| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) | | | | |
|---|--|-------------------------------|--|---|
| I. Disclosure on website in terms of Listing Regulations | | | | |
| Sr | Item | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance may be given here. | Web address |
| 1 | Details of business | Yes | | http://godawaripowerispat.com |
| 2 | Terms and conditions of appointment of independent directors | Yes | | http://godawaripowerispat.com |
| 3 | Composition of various committees of board of directors | Yes | | http://godawaripowerispat.com |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | http://godawaripowerispat.com |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | http://godawaripowerispat.com |
| 6 | Criteria of making payments to non-executive directors | Yes | | http://godawaripowerispat.com |
| 7 | Policy on dealing with related party transactions | Yes | | http://godawaripowerispat.com |
| 8 | Policy for determining ‘material’ subsidiaries | Yes | | http://godawaripowerispat.com |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | http://godawaripowerispat.com |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | http://godawaripowerispat.com |
| 11 | email address for grievance redressal and other relevant details | Yes | | http://godawaripowerispat.com |
| 12 | Financial results | Yes | | http://godawaripowerispat.com |
| 13 | Shareholding pattern | Yes | | http://godawaripowerispat.com |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Yes | | http://godawaripowerispat.com |
| 16 | New name and the old name of the listed entity | NA | | |

| | | | | |
|----|---|-----|--|---|
| 17 | Advertisements as per regulation 47 (1) | Yes | | http://godawaripowerispat.com |
| 18 | Credit rating or revision in credit rating obtained | Yes | | http://godawaripowerispat.com |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | | http://godawaripowerispat.com |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | | http://godawaripowerispat.com |
| 21 | Materiality Policy as per Regulation 30 | Yes | | http://godawaripowerispat.com |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable) | NA | | |
| 23 | It is certified that these contents on the website of the listed entity are correct | Yes | | http://godawaripowerispat.com |
| 24 | Disclosure on notes of website in terms of listing regulations explanatory | | | |

| VI. Affirmations | |
|--|--|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. - YES |
| 2 | The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee - YES b. Nomination & Remuneration Committee - YES c. Stakeholders Relationship Committee - YES 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.- YES |
| 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.- YES |
| 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 11.02.2020 and no comments/observations/advice given by the Board of Directors on the same. |
| Y.C. Rao Company Secretary & Compliances Officer *The report could not be signed manually in view of the lockdown imposed to prevent spread of COVID-19 virus. | |

Annexure II

II. Annual Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance may be given here. |
|----|---|------------------------|----------------------------------|--|
| 1 | Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’ | 16(1)(b) & 25(6) | Yes | |
| 2 | Board composition | 17(1), 17(1A) & 17(1B) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Quorum of Board meeting | 17(2A) | Yes | |
| 5 | Review of Compliance Reports | 17(3) | Yes | |
| 6 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 7 | Code of Conduct | 17(5) | Yes | |
| 8 | Fees/compensation | 17(6) | Yes | |
| 9 | Minimum Information | 17(7) | Yes | |
| 10 | Compliance Certificate | 17(8) | Yes | |
| 11 | Risk Assessment & Management | 17(9) | Yes | |
| 12 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 13 | Recommendation of Board | 17(11) | Yes | |
| 14 | Maximum number of Directorships | 17A | Yes | |
| 15 | Composition of Audit Committee | 18(1) | Yes | |
| 16 | Meeting of Audit Committee | 18(2) | Yes | |

| | | | | |
|----|---|------------------------------|-----|--|
| 17 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 18 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | |
| 19 | Meeting of Nomination and Remuneration Committee | 19(3A) | Yes | |
| 20 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes | |
| 21 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes | |
| 22 | Composition and role of risk management committee | 21(1),(2),(3),(4) | Yes | |
| 23 | Meeting of Risk Management Committee | 21(3A) | NA | |
| 24 | Vigil Mechanism | 22 | Yes | |
| 25 | Policy for related party Transaction | 23(1),(1A),(5),(6),(7) & (8) | Yes | |
| 26 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 27 | Approval for material related party transactions | 23 (4) | NA | |
| 28 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes | |
| 29 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes | |
| 30 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes | |
| 31 | Annual Secretarial Compliance Report | 24(A) | Yes | |
| 32 | Alternate Director to Independent Director | 25(1) | Yes | |
| 33 | Maximum Tenure | 25(2) | Yes | |
| 34 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 35 | Familiarization of independent directors | 25(7) | Yes | |
| 36 | Declaration from Independent Director | 25(8) & (9) | Yes | |

| | | | | |
|--------------------------------------|---|---------------|-----|--|
| 37 | D & O Insurance for Independent Directors | 25(10) | NA | |
| 38 | Memberships in Committees | 26(1) | Yes | |
| 39 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 40 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 41 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| Any other information to be provided | | | | |

| II. Affirmations | | |
|--------------------------------------|--|-------------------------------|
| | Particulars | Compliance status (Yes/No/NA) |
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | Yes |
| Any other information to be provided | | None |

| Annexure II | | |
|-------------|-------------------|--|
| 1 | Name of signatory | Sd/- YARRA CHANDRA RAO |
| 2 | Designation | Company Secretary and Compliance Officer |

*The report could not be signed manually in view of the lockdown imposed to prevent spread of COVID-19 virus.