



## 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

CIN: L27106CT1999PLC013756 Contact No.: 0771-4082000 Fax: 0771-4057601

#### 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 <sup>st</sup> March,2021

#### **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) <sup>&amp;</sup>	Initial Date of Appointment	Date of Re-appointment	Tenure*	Date of Birth	Whether Special Resolution passed? [Refer Reg.17(1A) of Listing Regulations]	Date of Passing of Special Resolution	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	02434507	Executive Director	09.11.2011	09.11.2016	N.A.	22.02.1984	N.A.		1	Nil	Nil	Nil
Mr.	Bajrang Lal Agrawal	00479747	Executive Managing Director	17.08.2002	12.08.2020	N.A.	17.06 .1953	N.A.		1	Nil	Nil	Nil
Ms.	BhavnaGovindbhai Desai	06893242	Non-Executive - Independent Director	09.08.2014	10.08.2019	78	09.09.1962	N.A.		1	1	5	Nil

Mr.	BhriuguNathOjha	02282594	Non-Executive - Independent Director	14.06.2008	10.08.2019	78	01.01.1944	YES	10.08.2019	1	1	6	1
Mr.	BiswajitChoudhuri	00149018	Non-Executive - Independent Director Chairperson	25.09.2007	10.08.2019	78	30.04.1942	YES	10.08.2019	2	2	7	2
Mr.	Dinesh Kumar Agrawal	00479936	Executive Director	21.09.1999	11.08.2017	N.A.	21.05.1971	N.A.		1	Nil	Nil	Nil
Mr.	Dinesh Kumar Gandhi	01081155	Non Executive Non Independent Director	25.02.2005	09.11.2013	N.A.	16.11.1962	N.A.		1	Nil	1	Nil
Mr.	HarishankarKhandelwal	00330891	Non-Executive - Independent Director	11.08.2012	10.08.2019	78	12.07.1963	N.A.		1	1	1	Nil
Mr.	Prakhar Agrawal	07547965	Executive Director	11.08.2020		N.A.	08.02.1995	N.A.		1	Nil	Nil	Nil
Mr.	Shashi Kumar	00116600	Non-Executive - Independent Director	25.09.2007	10.08.2019	78	30.09.1946	YES	10.08.2019	1	1	Nil	Nil
Mr.	Siddharth Agrawal	02180571	Non Executive- Non Independent Director	20.01.2018		N.A.	14.04.1981	N.A.		1	Nil	Nil	Nil
Mr.	Vinod Pillai	00497620	Executive Director	28.07.2009	01.06.2016	N.A.	25.02.1968	N.A.		1	Nil	2	Nil
			Whether Regular chairperson appointed – <b>YES</b>										
			Whether Chairperson is related to managing director or CEO – <b>NO</b>										
			\$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.										

<b>II. Composition of Committees</b>					
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. BiswajitChoudhuri	Chairperson- Independent- Non Executive Director	25.09.2007	-
		Mr. BhriguNathOjha	Independent- Non Executive Director	28.06.2009	-
		Mr. HarishankarKhandelwal	Independent –Non Executive Director	16.05.2015	-
		Miss. BhavanaGovindbhai Desai	Independent -Non Executive Director	26.10.2018	-
2. Nomination & Remuneration Committee	Yes	Mr. Shashi Kumar	Chairperson- Independent- Non Executive Director	25.09.2007	-
		Mr. BhriguNathOjha	Independent- Non Executive Director	09.11.2011	-
		Mr. BiswajitChoudhuri	Independent- Non Executive Director	02.05.2018	-
3. Risk Management Committee(if applicable)		Not Applicable.			
4. Stakeholders Relationship Committee'	Yes	Mr. BhriguNathOjha	Chairperson- Independent- Non Executive Director	09.11.2011	-
		Ms. BhavnaGovindbhai Desai	Independent- Non Executive Director	09.08.2014	-
		Mr. BiswajitChoudhuri	Independent -Non Executive Director	02.05.2018	-
5. Corporate Social Responsibility	Yes	Mr. Shashi Kumar	Chairperson- Independent- Non Executive Director	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 allcategories 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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of
22.12.2020	-	Yes	11	5	-
	30.01.2021	Yes	11	5	38
-	02.03.2021	Yes	8	5	30

*\* to be filled in only for the current quarter meetings*

<b>IV. Meetings of Committees</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Director Present*</i>	<i>Number of independent directors present*</i>	<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 – 30.01.2021	Yes – Out of Four, All four Independent Directors (including Chairman) were present in the meeting.	4	4	05.11.2020	85
Stakeholder Relationship Committee- 23.01.2021	Yes – All three Independent Directors were present in the meeting	3	3	27.10.2020	-

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

*\*\*to be filled in only for the current quarter meetings*



<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
<b>Sr</b>	<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is “No” details of non-compliance may be given here.</b>	<b>Web address</b>
1	Details of business	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
3	Composition of various committees of board of directors	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
8	Policy for determining ‘material’ subsidiaries	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
12	Financial results	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
13	Shareholding pattern	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
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		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>

16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
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		<a href="http://godawaripowerispat.com">http://godawaripowerispat.com</a>
24	Disclosure on notes of website in terms of listing regulations explanatory	NA		

## Annexure II

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				

<b>II. Affirmations</b>		
	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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

<b>Annexure II</b>		
1	Name of signatory	YARRA CHANDRA RAO
2	Designation	Company Secretary and Compliance Officer