



HIRA

GODAWARI POWER & ISPAT



REF: GPIL/NSE & BSE/2022/4697

Date: 18.04.2022

To,

1. The Listing Department,
The National Stock Exchange of India Ltd,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), MUMBAI – 400051
NSE Symbol: GPIL
2. The Corporate Relation Department,
BSE Limited, Mumbai,
1st Floor, Rotunda Building,
Dalal Street, MUMBAI – 400 001
BSE Security Code: 532734

Dear Sirs,

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

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 on 31.03.2022.

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 & ISO 45001:2018 certified company
CIN L27106CT1999PLC013756

Registered Office and Works: Plot No. 428/2, Phase 1, 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, www.hiragroup.com



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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 st March, 2022

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	DIN	Category (Chairperson/Executive/ Non-Executive/independent/Nominee)*	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 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	09.11.2021	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.	Bhavna Govindbhai Desai	06893242	Non-Executive - Independent Director	09.08.2014	10.08.2019	90	09.09.1962	N.A.		1	1	5	Nil
Mr.	Bhriku Nath Ojha	02282594	Non-Executive - Independent Director	14.06.2008	10.08.2019	90	01.01.1944	YES	10.08.2019	1	1		3
Mr.	Dinesh Kumar Agrawal	00479936	Executive Director	21.09.1999	11.08.2017	N.A.	21.05.1971	N.A.		1	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.	Harishankar Khandelwal	00330891	Non-Executive - Independent Director	11.08.2012	10.08.2019	90	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 Chairperson	25.09.2007	10.08.2019	90	30.09.1946	YES	10.08.2019	1	1	1	1
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	01.06.2021	N.A.	25.02.1968	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
I. Audit Committee	Yes	Mr. Shashi Kumar	Chairperson – Independent - Non Executive Director	16.10.2021	-
		Mr. Bhriugu Nath Ojha	Member – Independent - Non Executive Director	28.06.2009	-
		Mr. Harishankar Khandelwal	Member - Independent – Non Executive Director	16.05.2015	-
		Miss. Bhavana Govindbhai Desai	Member - Independent - Non Executive Director	26.10.2018	-



2. Nomination & Remuneration Committee	Yes	Mr. Bhrigu Nath Ojha*	Chairperson – Independent - Non Executive Director	09.11.2011	-
		Mr. Shashi Kumar*	Member - Independent - Non Executive Director	25.09.2007	-
		Mr. Dinesh Kumar Gandhi	Member – Non Executive- Non Independent Director	16.10.2021	-
* Mr. Bhrigu Nath Ojha, Independent Director has been appointed as Chairperson of Nomination & Remuneration Committee on 13.01.2022. Further Mr. Shashi Kumar, Independent Director has been ceased from the chairmanship of the committee w.e.f 31.01.2022 and continues as Member of the Nomination & Remuneration Committee.					
3. Risk Management Committee	Yes	Mr. Shashi Kumar	Chairperson – Independent - Non Executive Director	29.09.2012	-
		Mr. Bajrang Lal Agrawal	Member – Executive – Managing Director	29.09.2012	-
		Mr. Bhrigu Nath Ojha	Member - Independent - Non Executive Director	29.09.2012	-
		Mr. Abhishek Agrawal	Member - Executive Director	13.09.2016	-
		Mr. Sanjay Bothra	Member – Chief Financial Officer	05.11.2020	-
		Mr. Vivek Agrawal	Member – Chief Operating Officer	05.11.2020	-
4. Stakeholders Relationship Committee'	Yes	Mr. Bhrigu Nath Ojha	Chairperson - Independent- Non Executive Director	09.11.2011	-
		Ms. Bhavna Govindbhai Desai	Member - Independent- Non Executive Director	09.08.2014	-
		Mr. Dinesh Kumar Gandhi	Member – Non Executive- Non Independent Director	16.10.2021	-
5. Corporate Social Responsibility	Yes	Mr. Shashi Kumar	Chairperson- Independent- Non Executive Director	15.03.2014	-
		Mr. Abhishek Agrawal	Member - Executive Director	15.03.2014	-
		Mr. Vinod Pillai	Member - 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 days)
30.10.2021	-	-	-	-	-
-	31.01.2022	Yes	11	4	92
-	19.02.2022	Yes	10	3	18

* to be filled in only for the current quarter meetings





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>	<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 – 31.01.2022	Yes – Out of Four, All four Independent Directors (including Chairman) were present in the meeting.	4	4	30.10.2021	92
Stakeholder Relationship Committee- 15.01.2022	Yes – All two Independent Directors were present in the meeting	2	2	21.07.2021	-
Risk Management Committee – 15.01.2022	Yes – All two Independent Directors were present in the meeting	4	2	21.07.2021	-

* 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

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
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:
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. 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



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. Corporate Social responsibility committee- YES e. Risk management committee (applicable to the top 1000 listed entities)- YES .
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 31.01.2022 and no comments/observations/advice given by the Board of Directors on the same.
<p>For Godawari Power and Ispat Limited</p>   <p>Y.C. Rao Company Secretary & Compliances Officer Date:- 18.04.2022</p>	

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)	Yes		http://godawaripowerispat.com
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	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)	Yes	
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)	Yes	
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	YARRA CHANDRA RAO
2	Designation	Company Secretary and Compliance Officer



FORMAT TO BE SUBMITTED TWICE A YEAR, ON A HALF YEARLY BASIS BY THE LISTED ENTITY AT THE END OF EVERY 6 MONTHS OF THE FINANCIAL YEAR

Half year ending on 31.03.2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL



Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL



II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Sanjay Bothra

CFO

Date: 18.04.2022

Note

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
 - a) *by a government company to/ for the Government or government company*
 - b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
 - c) *by a banking company or an insurance company ; and*
 - d) *by the listed entity to its employees or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..*

