

**GODAWARI POWER GODAWARI POWER AND ISPAT LIMITED**  
REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED 31ST MARCH, 2012  
SCRIP CODE : GPIL ( NSE) & 532734 ( BSE )

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	Yes	NIL
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	NIL
(C) Other provisions as to Board and Committees	49 (IC)	Yes	NIL
(D) Code of Conduct	49 (ID)	Yes	Compliance affirmed for the year 2010-11 and declaration by CEO duly incorporated in the Annual Report for the year 2010-11.
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	NIL
(B) Meeting of Audit Committee	49 (IIB)	Yes	NIL
(C) Powers of Audit Committee	49 (IIC)	Yes	NIL
(D) Role of Audit Committee	49 (IID)	Yes	NIL
(E) Review of Information by Audit Committee	49 (IIE)	Yes	NIL
<b>III. Subsidiary Companies</b>	49 (III)	Yes	NIL
<b>IV. Disclosures</b>	49 (IV)	Yes	NIL
(A) Basis of related party transactions	49 (IV A)	Yes	NIL
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A.	Shall be duly disclosed, wherever the treatment is different from Accounting Standards.
(C) Board Disclosures	49 (IV C)	Yes	NIL
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	No money has been raised through public issues etc., during the quarter
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosed in the Annual Report for the year 2010-11. Shall be disclosed in the Annual Report for the year 2011-12.

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(F) Management	49 (IV F)	Yes	Disclosed in the Annual Report for the year 2010-11. Shall be disclosed in the Annual Report for the year 2011-12.
(G) Shareholders	49 (IV G)	Yes	Disclosed in the Annual Report for the year 2010-11. Shall be disclosed in the Annual Report for the year 2011-12.
V. CEO/CFO Certification	49 (V)	N.A.	Disclosed in the Annual Report for the year 2010-11. Shall be disclosed in the Annual Report for the year 2011-12.
VI. Report on Corporate Governance	49 (VI)	Yes	Disclosed in the Annual Report for the year 2010-11. Shall be disclosed in the Annual Report for the year 2011-12.
VII. Compliance	49 (VII)	Yes	Sub-clause (1) – formed part of the Annual Report for the year 2010-11. Shall form part of the Annual Report for the year 2011-12. Sub-clause (2) – Non-mandatory. Disclosure made in the Annual Report for the year 2010-11. Disclosure shall be made in the Annual Report for the year 2011-12.

**For Godawari Power & Ispat Limited**

*(Handwritten Signature)*



**Y.C. Rao  
Company Secretary**

**Date: 06.04.2012  
Place: Raipur**