



# HIRA

## GODAWARI POWER & ISPAT



REF: GPIL/NSE&BSE/2017/3216

Date: 07.07.2017

To,

1. The Listing Department,  
The National Stock Exchange Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), MUMBAI – 400051  
NSE Symbol: GPIL
2. The Corporate Relation Department,  
The Stock Exchange, Mumbai,  
1<sup>st</sup> 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 on 30.06.2017.

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 9001:2008, ISO 14001:2004 & 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

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## GODAWARI POWER & ISPAT



**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 <sup>th</sup> June, 2017.     |

### 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> | Date of Appointment in the current term /cessation | Tenure* | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number 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   | 09.11.2016   | N.A.    | 1  | Nil   | Nil  |
| Mr.              | Bajrang Lal Agrawal     |                        | Executive   | 12.08.2015   | N.A.    | 1  | Nil   | Nil  |
| Ms.              | Bhavna Govindbhai Desai |                        | Independent-Non Executive   | 27.09.2014   | 5years  | 1  | 4   | Nil  |
| Mr.              | Bhriгу Nath Ojha        |                        | Independent-Non Executive   | 27.09.2014   | 5years  | 1  | 5   | 1  |
| Mr.              | Biswajit Choudhuri      |                        | Independent-Non Executive-Chairperson   | 27.09.2014   | 5years  | 3  | 4   | 2  |
| Mr.              | Dinesh Kumar Agrawal    |                        | Executive   | 11.08.2012   | N.A.    | 1  | Nil   | Nil  |
| Mr.              | Dinesh Kumar Gandhi     |                        | Non Executive   | 09.11.2013   | N.A.    | 1  | 3   | Nil  |
| Mr.              | Harishankar Khandelwal  |                        | Independent-Non Executive   | 27.09.2014   | 5years  | 1  | 1   | Nil  |
| Mr.              | Shashi Kumar            |                        | Independent-Non Executive   | 27.09.2014   | 5years  | 1  | Nil   | Nil  |
| Mr.              | Vinod Pillai            |                        | Executive   | 01.06.2016   | N.A.    | 1  | 2   | Nil  |

PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>&</sup>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.

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## GODAWARI POWER & ISPAT



| II. Composition of Committees                |                             |   |
|--|-----------------------------|---|
| Name of Committee                            | Name of Committee members   | Category (Chairperson/Executive/Non executive/independent/Nominee) <sup>&amp;</sup> |
| 1. Audit Committee                           | Mr. Biswajit Choudhuri      | Chairperson- Independent- Non Executive   |
|  | Mr. Bhriugu Nath Ojha       | Independent- Non Executive  |
|  | Mr. Dinesh Kumar Gandhi     | Non Executive   |
|  | Mr. Harishankar Khandelwal  | Independent –Non Executive  |
| 2. Nomination & Remuneration Committee       | Mr. Shashi Kumar            | Chairperson- Independent- Non Executive   |
|  | Mr. Bhriugu Nath Ojha       | Independent- Non Executive  |
|  | Mr. Dinesh Kumar Gandhi     | Non Executive   |
| 3. Risk Management Committee (if applicable) | Not Applicable.             |   |
| 4. Stakeholders Relationship Committee       | Mr. Bhriugu Nath Ojha       | Chairperson- Independent- Non Executive   |
|  | Ms. Bhavna Govindbhai Desai | Independent- Non Executive  |
|  | Mr. Dinesh Kumar Gandhi     | Non Executive   |
| 5. Corporate Social Responsibility Committee | Mr. Shashi Kumar            | Chairperson- Independent- Non Executive   |
|  | Mr. Abhishek Agrawal        | Executive   |
|  | Mr. Vinod Pillai            | Executive   |

<sup>&</sup>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 | Maximum gap between any two consecutive (in number of days) |
| 07.02.2017 (Jan-Mar)                                | 30.05.2017  | 60 days   |
| 30.03.2017  |   |   |

| IV. Meeting of Committees                                   |   |   |   |
|---|---|---|---|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)   | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee – 29.05.2017                                | Yes – Three Independent Directors (includes Chairman) and One Non Executive Director were present in the meeting. | 07.02.2017  | 110 days  |
| Stakeholder Relationship Committee- 29.05.2017              | Yes – Three Non Executive Director were present.  | 06.02.2017  | -   |
| CSR Committee Meeting-30.05.2017                            | Yes- Two Executive Director were present.   | 07.02.2017  | -   |

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

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**V. Related Party Transactions**

| Subject  | Compliance status (Yes/No/NA) |
|--|-------------------------------|
| 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 Audit Committee | Yes                           |

**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<br>a. Audit Committee<br>b. Nomination & remuneration committee<br>c. Stakeholders relationship committee<br>d. Risk management committee (applicable to the top 100 listed entities) - <b>Not Applicable.</b> |
| 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 30.05.2017 and no comments/observations/advice given by the Board of Directors on the same.  |

**Y.C. Rao**  
Company Secretary & Compliances Officer



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