



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

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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 Mach, 2020

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ^o	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		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.	Bhriugu 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
<p>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></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)	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

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.