



## **GODAWARI POWER AND ISPAT LIMITED**

Registered Office: Plot No. 428/2, Phase I, Industrial Area, Siltara, Raipur - 493111, Chhattisgarh  
Corporate Office: Hira Arcade, Near New 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

### **NOTICE OF ANNUAL GENERAL MEETING**

#### **TO ALL THE MEMBERS**

#### **GODAWARI POWER AND ISPAT LIMITED**

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of Godawari Power and Ispat Limited will be held on Saturday, the 10<sup>th</sup> day of August, 2019 at 11.30 A.M. at the Corporate Office of the Company situated at 2<sup>nd</sup> Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur (Chhattisgarh) – 492004 to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements comprising of Balance Sheet as on 31<sup>st</sup> March, 2019 and Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March, 2019 along with the reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Siddharth Agrawal (DIN: 02180571), who retires by rotation and being eligible for reappointment, offers himself for reappointment.

#### **SPECIAL BUSINESS:**

3. Re-appointment of Mr. Biswajit Choudhuri (DIN: 00149018) as an Independent Non-Executive Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

#### **“RESOLVED THAT**

- (a) pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Biswajit Choudhuri (DIN: 00149018), who was appointed as an Independent Non-Executive Director and holds office as such up to the conclusion of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and being eligible for re-appointment and in respect of whom a written notice has been received under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Non-Executive Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company upto the conclusion of the Annual General Meeting to be held in the Calendar Year 2024, not liable to retire by rotation.
  - (b) pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Mr. Biswajit Choudhuri to continue to hold office of Independent Director for second term of 5 years in spite of his age being more than 75 years.”
4. Re-appointment of Mr. Bhrigu Nath Ojha (DIN: 02282594) as an Independent Non-Executive Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

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## **"RESOLVED THAT**

- (a) pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Bhrigu Nath Ojha (DIN: 02282594), who was appointed as an Independent Non-Executive Director and holds office as such up to the conclusion of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and being eligible for re-appointment and in respect of whom a written notice has been received under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Non-Executive Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company upto the conclusion of the Annual General Meeting to be held in the Calendar Year 2024, not liable to retire by rotation.
  - (b) pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Mr. Bhrigu Nath Ojha to continue to hold office of Independent Director for second term of 5 years in spite of his age being more than 75 years."
5. Re-appointment of Mr. Shashi Kumar (DIN: 00116600) as an Independent Non-Executive Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

## **"RESOLVED THAT**

- (a) pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shashi Kumar (DIN: 00116600), who was appointed as an Independent Non-Executive Director and holds office as such up to the conclusion of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and being eligible for re-appointment and in respect of whom a written notice has been received under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Non-Executive Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company upto the conclusion of the Annual General Meeting to be held in the Calendar Year 2024, not liable to retire by rotation.
  - (b) pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Mr. Shashi Kumar to continue to hold office of Independent Director notwithstanding that he will be attaining the age of 75 years before expiry of his second term of 5 years."
6. Re-appointment of Mr. Harishankar Khandelwal (DIN: 00330891) as an Independent Non-Executive Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Harishankar Khandelwal (DIN: 00330891), who was appointed as an Independent Non-Executive Director and holds office as such up to the conclusion of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and being eligible for re-appointment and in respect of whom a written notice has been received under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is

hereby re-appointed as an Independent Non-Executive Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company upto the conclusion of the Annual General Meeting to be held in the Calendar Year 2024, not liable to retire by rotation.”

7. Re-appointment of Ms Bhavna Govindbhai Desai (DIN: 06893242) as an Independent Women Non-Executive Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms Bhavna Govindbhai Desai (DIN: 06893242), who was appointed as an Independent Women Non-Executive Director and holds office as such up to the conclusion of this Annual General Meeting and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and being eligible for re-appointment and in respect of whom a written notice has been received under Section 160 of the Act, from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Women Non-Executive Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company upto the conclusion of the Annual General Meeting to be held in the Calendar Year 2024, not liable to retire by rotation.”

8. Revision in remuneration of Mr. Bajrang Lal Agrawal (DIN: 00479747) Managing Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification, amendments or re-enactments thereof for the time being in force) and such other approvals, permissions and sanctions consent of the Company, be and is hereby accorded for revision of remuneration payable to Mr. Bajrang Lal Agrawal (DIN: 00479747), Managing Director of the Company, as detailed in the statement forming part of this notice with liberty to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary and alter the terms and conditions of the said appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified in Schedule V and other applicable provisions, if any, of the Act as amended from time to time.”

9. Revision in remuneration of Mr. Abhishek Agrawal (DIN: 02434507) Whole- Time Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification, amendments or re-enactments thereof for the time being in force) and such other approvals, permissions and sanctions consent of the Company be and is hereby accorded for revision of remuneration payable to Mr. Abhishek Agrawal (DIN: 02434507), Whole- Time Director of the Company as detailed in the statement forming part of this notice with liberty to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary and alter the terms and conditions of the said appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified in Schedule V and other applicable provisions, if any, of the Act as amended from time to time.”

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10. Revision in remuneration of Mr. Dinesh Kumar Agrawal (DIN: 00479936) Whole- Time Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification, amendments or re-enactments thereof for the time being in force) and such other approvals, permissions and sanctions consent of the Company be and is hereby accorded for revision of remuneration payable to Mr. Dinesh Kumar Agrawal (DIN: 00479936), Whole-Time Director of the Company as detailed in the statement forming part of this notice with liberty to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary and alter the terms and conditions of the said appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified in Schedule V and other applicable provisions, if any, of the Act as amended from time to time.”

11. Revision in remuneration of Mr. Vinod Pillai (DIN: 00497620) Whole- Time Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification, amendments or re-enactments thereof for the time being in force) and such other approvals, permissions and sanctions consent of the Company be and is hereby accorded for revision of remuneration payable to Mr. Vinod Pillai (DIN: 00497620), Whole- Time Director of the Company as detailed in the statement forming part of this notice with liberty to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary and alter the terms and conditions of the said appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified in Schedule V and other applicable provisions, if any, of the Act as amended from time to time.”

12. To approve the commission payable to Non-Executive Directors and Independent Directors of the Company and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modifications or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to such conditions, modifications, as may be prescribed or imposed by any of the authorities in granting such approvals permissions and sanctions and approval of the Board of Directors, approval of the Company be and is hereby accorded for payment of such sum by way of commission to its Non Executive Directors and Independent Directors, as the Board may determine from time to time, but not exceeding 1% of Net Profit of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, in addition to sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof, for a period of 5 years commencing from 01st April, 2019.”

13. To approve the remuneration of the Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the

time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2020, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

14. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 20 of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company may serve documents on its members, by sending the document(s) that he/ she is entitled to receive as a member under the Act, by post/ registered post/ speed post/ courier or such electronic or other particular mode as may be prescribed by such member.”

**“RESOLVED FURTHER THAT** the Company shall charge such fees which shall not be more than the amount charged by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode and the member shall pay the estimated fees for such delivery, in advance before the dispatch of the said document.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

By Order of the Board

**Y.C. Rao**

Company Secretary

Place: Raipur

Date: 01.07.2019

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## NOTES:

### 1. PROXY

A member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself on a poll only and the proxy need not be a member of the Company. Proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.

### 2. BOOK CLOSURE

The Register of Members and share transfer books of the Company shall remain closed from 03<sup>rd</sup> August, 2019 to 10<sup>th</sup> August, 2019 (both days inclusive) for the purpose of the Annual General Meeting (AGM) for the year ended 31<sup>st</sup> March, 2019.

3. Corporate Members are requested to send at the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.

4. Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience.

5. Members holding shares in physical form are requested to advise any change in their registered address, to the Company's Registrar and Share Transfer Agent (RTA), Link Intime India Private Limited (LIPL), Mumbai quoting their folio number. Members holding shares in electronic form must send the advice about change in their registered address or bank particulars to their respective Depository Participant and not to the Company.

6. Members desiring any information on the accounts of the Company are requested to write to the Company at least 10 days in advance so as to enable the Company to keep the information ready.

7. In all correspondence with the Company or with its Share Transfer Agent, members are requested to quote their folio number and in case the shares are held in the dematerialized form, they must quote their Client ID Number and their DPID Number.

8. Information under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with respect to the details of the Directors seeking appointment/re-appointment are given in the additional information on Directors recommended for appointment/reappointment forming part of this notice.

9. The following are the details of dividends paid by the Company and respective due dates for transfer of unclaimed dividend to such Investor Education and Protection Fund (IEPF) of the Central Government:

Year of Dividend	Date of Declaration	Due date for transfer to IEPF
2011-12	29.09.2012	28.10.2019
2012-13	28.09.2013	27.10.2020
2013-14 (interim)	15.03.2014	14.04.2021
2013-14	27.09.2014	26.10.2021
2014-15	19.09.2015	18.10.2022
2015-16	NA	NA
2016-17	NA	NA
2017-18	NA	NA
2018-19	NA	NA

Further, the Company shall not be in a position to entertain the claims of the shareholders for the unclaimed dividends which have been transferred to the credit of the IEPF of the Central Government under the provisions of Section 125 of the Companies Act, 2013.

10. In furtherance of its "Go-Green" initiative, the Ministry of Corporate Affairs, Government of India, has mandated service of documents/ notices by companies to their shareholders through electronic mode. With a view to participate in the initiative, we request that you may provide your e-mail address, if you wish to receive the documents / notices etc. of our Company through electronic mode. You may send your e-mail address to the Company's RTA, LIPL, at their following e-mail address, mentioning your Folio No.(s), if you are holding shares in physical form, and DP ID and Client ID, if you are holding shares in Dematerialized form:- [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

Further, the Shareholder who wants physical copy of Annual Report and Notice may send a request to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), mentioning DP ID and Client ID. The same shall be provided free of cost by the Company.

#### 11. VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their vote at the 20<sup>th</sup> AGM by electronic means and the business may be transacted through e-Voting services provided by LIPL:

- I. The instructions for e- voting as under:
  - Log-in to e-Voting website of LIPL
  - i. Visit the e-voting system of LIPL.
  - ii. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>
  - iii. Click on "Login" tab, available under 'Shareholders' section.
  - iv. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT"
- II. Your User ID details are given below:
  - a) Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
  - b) Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID.
  - c) Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
- III. Your Password details are given below: If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below: Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
DOB	Enter the DOB (Date of Birth) / DOI as recorded with depository participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio number.  Please enter the DOB / DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or Company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (II-c).

If you are holding shares in demat form and had registered on to e-voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any Company then you can use your existing password to login.



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If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB / DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

- IV. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View "Event No" of the Company, you choose to vote.
- V. On the voting page, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
- VI. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
- VII. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- VIII. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- IX. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- X. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- XI. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.
- XII. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through email to office.csps@gmail.com with a copy marked to insta.vote@linkintime.co.in.
- XIII. Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM (i.e. cut-off date for dispatch 30<sup>th</sup> June, 2019) but before the cut-off date of 03<sup>rd</sup> August, 2019 may obtain their user ID and password for e-voting by sending a request to our registrar and transfer agent at rnt.helpdesk@linkintime.co.in.
- XIV. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
- XV. The e-voting period commences on 07<sup>th</sup> August, 2019 (09:00 am) and ends on 09<sup>th</sup> August, 2019 (05:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 03<sup>rd</sup> August, 2019, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.



- XVI. The voting rights of shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company as the cut-off date (record date) of 03<sup>rd</sup> August, 2019.
- XVII. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- XVIII. CS Brajesh R. Agrawal, C/o B R Agrawal & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XIX. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- XX. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizers Report shall be placed on the Company's website [www.godawaripowerispat.com](http://www.godawaripowerispat.com) and on the website of LIPL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange Limited (BSE) & National Stock Exchange of India Limited (NSE).
- XXI. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (09:00 am to 05:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

#### **GENERAL GUIDELINES FOR SHAREHOLDERS**

- I. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
- II. They are also required to upload a scanned certified true copy of the board resolution/ authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- III. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- IV. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- V. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Insta-vote e-voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an e-mail to [e-notices@linkintime.co.in](mailto:e-notices@linkintime.co.in) or Call us :- Tel : 022 – 49186000

By Order of the Board

Place: Raipur  
Date: 01.07.2019

**Y.C. Rao**  
Company Secretary

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item no. 3, 4, 5, 6 and 7:

Mr. Biswajit Choudhuri (DIN: 00149018), Mr. Bhrigu Nath Ojha (DIN: 02282594), Mr. Shashi Kumar (DIN: 00116600), Mr. Harishankar Khandelwal (DIN: 00330891) and Ms. Bhavna Govindbhai Desai (DIN: 06893242) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Section 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors of the Company, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai, as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai, would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai, as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") *inter alia* prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1) (b) of Listing Regulations.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai, are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members under Section 160 of the Act proposing the candidature of Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai, for the office of Independent Directors of the Company.

The Company has also received declarations from Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai, that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 (1) (b) of Listing Regulations.

Further the approval from the members of the Company at the Extra Ordinary General Meeting held on 26<sup>th</sup> March, 2019 was obtained for continuation of Directorship beyond the age of seventy five (75) years of Mr. Biswajit Choudhuri and Mr. Bhrigu Nath Ojha, pursuant to the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

In the opinion of the Board, Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai fulfill the conditions for appointment as Independent Directors and are independent of the management as specified in the Act and the Listing Regulations.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 3,4,5,6 and 7, are provided in the “Annexure” to the Notice pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India (SS-2).

Copies of the draft letters of appointment of Mr. Biswajit Choudhuri, Mr. Bhriagu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai, setting out the terms and conditions of appointment are available for inspection by the members at the Registered Office of the Company.

Mr. Biswajit Choudhuri, Mr. Bhriagu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai are interested in the resolutions set out respectively at Item Nos. 3,4,5,6 and 7 of the Notice with regard to their respective re-appointments.

The relatives of Mr. Biswajit Choudhuri, Mr. Bhriagu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Special Resolutions set out at Item Nos. 3,4,5,6 and 7 of the Notice for approval by the members.

#### **Item No. 8**

Mr. Bajrang Lal Agrawal, was re-appointed as Managing Director of the Company w.e.f. 12<sup>th</sup> August, 2015 for a period of 5 (five) years.

The Board of Directors approved the proposal as recommended by the Nomination and Remuneration Committee to revise his remuneration pursuant to the provisions of Section 196, 197, 203, Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and all other applicable provisions of the Act and subject to approval of the shareholders of the Company by way of Special Resolution as under:

**Salary:** In the scale of ₹ 20,00,000/- to ₹ 40,00,000/- per month with retrospective effect from 01<sup>st</sup> April, 2019.

#### **Perquisites and Other benefits:**

1. Company's contribution to provident fund and superannuation fund: As per the rules of the Company.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
3. Encashment of earned leave at the end of the tenure.
4. Leave travel concession: Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

The aggregate remuneration inclusive of salary, bonus, incentive, perquisites and other benefits payable to him shall always be subject to the overall ceilings laid down in Section 196 and 197 and other applicable provision of the Act.

#### **Minimum Remuneration**

Where in any Financial Year, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration by way of salary, commission, incentives, bonus, perquisites and other allowance as a minimum remuneration subject to the limits specified under Section II & III of Part II of Schedule V to the Act (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may prescribed by the Central Government from time to time as minimum remuneration.

Details for variation of terms of remuneration of Director as specified in SS-2 is provided in **Annexure** to the notice.

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None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Bajrang Lal Agrawal himself, Mr. Siddharth Agrawal and Mr. Abhishek Agrawal being relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

### **Item No. 9:**

Mr. Abhishek Agrawal, was re-appointed as Whole-Time Director of the Company w.e.f. 28<sup>th</sup> May, 2016 for a period of 5 (five) years.

The Board of Directors approved the proposal as recommended by the Nomination and Remuneration Committee to revise his remuneration pursuant to the provisions of Section 196, 197, 203, Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and all other applicable provisions of the Act and subject to approval of the shareholders of the Company by way of Special Resolution as under:

**Salary:** In the scale of ₹ 18,00,000/- to ₹ 30,00,000/- per month with retrospective effect from 01<sup>st</sup> April, 2019.

### **Perquisites and Other benefits:**

1. Company's contribution to provident fund and superannuation fund: As per the rules of the Company.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
3. Encashment of earned leave at the end of the tenure.
4. Children Education Allowance; In case of children studying in or outside India, an allowance limited to a maximum of ₹ 12000 per month per child or actual expenses incurred, whichever is less. Such allowance is admissible upto a maximum of two children.
5. Holiday passage for children studying outside India or family staying abroad; Return holiday passage once in a year by economy class or once in two years by first class to children and to the member of the family from the place of their study or stay abroad to India, if they are not residing in India, with the managerial person.
6. Leave travel concession: Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

The aggregate remuneration inclusive of salary, bonus, incentive, perquisites and other benefits payable to him shall always be subject to the overall ceilings laid down in Section 196 and 197 and other applicable provision of the Act.

### **Minimum Remuneration**

Where in any Financial Year, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration by way of salary, commission, incentives, bonus, perquisites and other allowance as a minimum remuneration subject to the limits specified under Section II & III of Part II of Schedule V to the Act (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may prescribed by the Central Government from time to time as minimum remuneration.

Details for variation of terms of remuneration of Director as specified in SS-2 is provided in **Annexure** to the notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Abhishek Agrawal himself, Mr. Bajrang Lal Agrawal and Mr. Siddharth Agrawal being relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

**Item No. 10:**

Mr. Dinesh Agrawal, was re-appointed as Whole Time Director of the Company w.e.f. 11<sup>th</sup> August, 2017 for a period of 5 (five) years.

The Board of Directors approved the proposal as recommended by the Nomination and Remuneration Committee to revise his remuneration pursuant to the provisions of Section 196, 197, 203, Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and all other applicable provisions of the Act and subject to approval of the Shareholders of the Company by way of Special Resolution as under:

**Salary:** In the scale of ₹ 18,00,000/- to ₹ 30,00,000/- per month with retrospective effect from 01<sup>st</sup> April, 2019.

**Perquisites and Other benefits:**

1. Company's contribution to provident fund and superannuation fund: As per the rules of the Company.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
3. Encashment of earned leave at the end of the tenure.
4. Children Education Allowance; In case of children studying in or outside India, an allowance limited to a maximum of ₹ 12000 per month per child or actual expenses incurred, whichever is less. Such allowance is admissible upto a maximum of two children.
5. Holiday passage for children studying outside India or family staying abroad; Return holiday passage once in a year by economy class or once in two years by first class to children and to the member of the family from the place of their study or stay abroad to India, if they are not residing in India, with the managerial person.
6. Leave travel concession: Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

The aggregate remuneration inclusive of salary, bonus, incentive, perquisites and other benefits payable to him shall always be subject to the overall ceilings laid down in Section 196 and 197 and other applicable provision of the Act.

**Minimum Remuneration**

Where in any Financial Year, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration by way of salary, commission, incentives, bonus, perquisites and other allowance as a minimum remuneration subject to the limits specified under Section II & III of Part II of Schedule V to the Act (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may prescribed by the Central Government from time to time as minimum remuneration.

Details for variation of terms of remuneration of Director as specified in SS-2 is provided in Annexure to the notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Dinesh Agrawal himself, is concerned or interested, financial or otherwise, in the resolution set out at Item No.10.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the members.

**Item No. 11:**

Mr. Vinod Pillai, was re-appointed as Whole Time Director of the Company w.e.f. 01<sup>st</sup> June, 2016 for a period of 5 (five) years.

The Board of Directors approved the proposal as recommended by the Nomination and Remuneration Committee to revise his remuneration pursuant to the provisions of Section 196, 197, 203, Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and all other applicable provisions of the Act and subject to approval of the Shareholders of the Company by way of Special Resolution as under:

**Salary:** In the scale of ₹ 1,90,000/- to ₹ 2,50,000/- per month with retrospective effect from 01<sup>st</sup> April, 2019.

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## Perquisites and Other benefits:

1. Company's contribution to provident fund and superannuation fund: As per the rules of the Company.
2. Encashment of earned leave at the end of the tenure.
3. Leave travel concession: Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

The aggregate remuneration inclusive of salary, bonus, incentive, perquisites and other benefits payable to Mr. Vinod Pillai, shall always be subject to the overall ceilings laid down in Section 196 and 197 and other applicable provision of the Act.

## Minimum Remuneration

Where in any Financial Year, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration by way of salary, commission, incentives, bonus, perquisites and other allowance as a minimum remuneration subject to the limits specified under Section II & III of Part II of Schedule V to the Act (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may prescribed by the Central Government from time to time as minimum remuneration.

Details for variation of terms of remuneration of Director as specified in SS-2 is provided in **Annexure** to the notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Vinod Pillai himself, is concerned or interested, financial or otherwise, in the resolution set out at Item No.11.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the members.

## Item No. 12:

By the valued contribution made by the Non Executive Directors and Independent Directors through their active participation in the meetings of the Board and its Committees, the Company has been progressing over the years. These Directors are required to devote considerable time to provide and lay down the policies and guidelines to carry on the business competitively.

The Non Executive Directors and Independent Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, corporate strategy, information systems and finance and in business, management and administration, which has led to sound decisions.

In accordance with the provisions of Section 197 (1) (ii) (A) of the Act and Listing Regulations, remuneration by way of commission upto 1% of the net profits may be paid to the Non Executive Directors and Independent Directors, subject to the approval of shareholders.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No.12 of the Notice for approval of commission payable to the Non Executive and Independent Directors.

Mr. Siddharth Agrawal and Mr. Dinesh Gandhi Non-Executive Directors and Mr. Biswajit Choudhuri, Mr. Bhriagu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai, Independent Directors of the Company, are concerned or interested financially in the resolution.

Except, Mr. Bajrang Lal Agrawal and Mr. Abhishek Agrawal, being relatives of Mr. Siddharth Agrawal, no other Directors or KMP of the Company or their relatives are, in any way, concerned with or interested in, financially or otherwise, in the resolution set out at Item No. 12.

The Board recommends the Special Resolution set out at Item No. 12 of the Notice for approval by the members.

**Item No.13:**

The Board, on the recommendation of the Audit Committee, has approved the reappointment and remuneration of M/s Sanat Joshi & Associates, Cost Auditors having Firm Registration No. 000506 to conduct the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2020 at a remuneration of ₹ 75,000/-.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be determined by the Shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 13 of the Notice for determination of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2020.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 13.

The Board recommends the Ordinary Resolution set out at Item No. 13 of the Notice for approval by the members.

**Item No. 14:**

As per the provisions of Section 20 of the Act a document may be served on any member by sending it to him by Post/ Registered Post/ Speed Post/ Courier or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting.

Further, listed companies are required to send financial statements:

- (a) by electronic mode to such members whose shareholding is in Demat form and whose E-mail IDs are registered with Depository for communication purposes;
- (b) where Shareholding is held otherwise than by Demat form, to such members who have positively consented in writing for receiving by electronic mode; and
- (c) by dispatch of physical copies through any recognized mode of delivery as specified under Section 20 of the Act, in all other cases.

Therefore, to enable the members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document including financial statement, in a particular mode, as mentioned in the resolution.

Since the Act requires the fees to be determined in the Annual General Meeting, the Directors accordingly recommends the Ordinary Resolution at Item No. 14 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the accompanying Notice.

By Order of the Board

Place: Raipur  
Date: 01.07.2019

**Y.C. Rao**  
Company Secretary



**Particulars of Directors seeking appointment / reappointment/ Retiring by Rotation at the ensuing Annual General Meeting (In Pursuance of Regulation 36(3) of Listing Regulations and SS-2:**

<b>A</b>	<b>NAME</b>	<b>MR. BISWAJIT CHOUDHURI</b>	<b>MR. BHRIGU NATH OJHA</b>	<b>MR. SHASHI KUMAR</b>
<b>B</b>	<b>Brief resume</b>			
	i) Age	77	75	72
	ii) Qualification	B.Tech (Hons), Fellow Member of ICWAI	Bachelor of Electrical Engineering	B.Sc. (Hons.) graduated in Mining Engineering
	iii) Experience in specific functional area	Engineering, Banking and Finance, Management	Power Sector	Mining and Power sector
	iv) Date of Appointment on the Board of the Company	25.09.2007	14.06.2008	25.09.2007
<b>C</b>	Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 3 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto	As per the resolution at Item No. 4 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto	As per the resolution at Item No. 5 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto
<b>D</b>	Remuneration last drawn (including sitting fees for FY 2018-19, if any) (per annum)	₹ 10.60 Lakhs	₹ 9.75 Lakhs	₹ 9.20 lakhs
<b>E</b>	Remuneration proposed to be paid	Sitting Fees & Commission shall be paid within the prescribed limits laid under the Act	Sitting Fees & Commission shall be paid within the prescribed limits laid under the Act	Sitting Fees & Commission shall be paid within the prescribed limits laid under the Act
<b>F</b>	Nature of expertise in specific functional areas	More than five decades of experience in Engineering, Banking, Finance and Management	Over four decades of experience in Power sector.	Over four decades of rich experience in mining sector.
<b>G</b>	Name(s) of other Listed entities in which the person holds the Directorship	Ludlow Jute & Specialities Limited	NIL	NIL
<b>H</b>	*Chairman/Member of the Committee of the Board of Directors of the Company	<ol style="list-style-type: none"> <li>Audit Committee*</li> <li>Risk Management Committee*</li> <li>Nomination and Remuneration Committee</li> <li>Stakeholders Relationship committee</li> </ol>	<ol style="list-style-type: none"> <li>Stakeholders Relationship Committee*</li> <li>Audit Committee</li> <li>Risk Management Committee</li> <li>Nomination and Remuneration Committee</li> </ol>	<ol style="list-style-type: none"> <li>Nomination and Remuneration Committee*</li> <li>Corporate Social Responsibility Committee*</li> <li>Risk Management Committee</li> </ol>

A	NAME	MR. BISWAJIT CHOUDHURI	MR. BHRIGU NATH OJHA	MR. SHASHI KUMAR
I	*Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	<b>Audit Committee</b> 1. Ludlow Jute & Specialities Ltd.* 2. Hindusthan Engineering & Industries Limited* 3. Hira Ferro Alloys Limited*  <b>Stakeholders Relationship Committee</b> 1. Hira Ferro Alloys Limited 2. Hindusthan Engineering & Industries Limited*  <b>CSR Committee</b> 1. Hira Ferro Alloys Limited* 2. Hindusthan Engineering & Industries Limited  <b>Nomination And Remuneration Committee</b> 1. Ludlow Jute and Specialities Limited* 2. Hira Ferro Alloys Limited* 3. Hindustan Engineering & Industries Limited*	<b>Audit Committee</b> 1. Hira Ferro Alloys Limited 2. Godawari Green Energy Limited 3. Ardent Steel Limited*  <b>Stakeholders Relationship Committee</b> 1. Hira Ferro Alloys Limited  <b>CSR Committee</b> 1. Ardent Steel Limited 2. Godawari Green Energy Limited*  <b>Nomination and Remuneration Committee</b> 1. Ardent Steel Limited* 2. Godawari Green Energy Limited* 3. Hira Ferro Alloys Limited*	NIL
J	No. of Shares of ₹ 10/- each held by the Directors	NIL	NIL	NIL
K	Relationship with Directors inter-se (As per Section 2(77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014	None	None	None
L	No. of Board Meetings held/ attended during the year	4/4	4/3	4/4

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A	NAME	MR. HARISHANKAR KHANDELWAL	MS. BHAVNA GOVINDBHAI DESAI	MR. SIDDHARTH AGRAWAL
<b>B</b>	<b>Brief resume</b>			
	i) Age	55	56	38
	ii) Qualification	Chartered Accountant	Bachelor in Commerce	B.Com and MBA
	iii) Experience in specific functional area	Accounts, finance and project planning	Shares and Security market activities	Project implementation, procurement of raw material, Plant maintenance, Production activities and marketing
	iv) Date of Appointment on the Board of the Company	11.08.2012	09.08.2014	27.02.2018
<b>C</b>	Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 6 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto	As per the resolution at Item No. 7 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto	Since he is a Non-Executive Director, no terms of appointment were fixed.
<b>D</b>	Remuneration last drawn (including sitting fees for FY 2018-19, if any) (per annum)	₹ 9.55 Lakhs	₹ 9.10 Lakhs	NIL
<b>E</b>	Remuneration proposed to be paid	Sitting Fees & Commission shall be paid within the prescribed limits laid under the Act	Sitting Fees & Commission shall be paid within the prescribed limits laid under the Act	NIL
<b>F</b>	Nature of expertise in specific functional areas	Over 25 years of experience in the field of Corporate Planning and Strategy, Financial Analysis, Accounts & Auditing, Taxation, Costing /Budgeting, Finance, Business Development and Administration	Over two decades of experience in shares and security market activities. She was associated as a partner with a firm M/s G. B. Desai which is engaged in the business of dealing with securities.	Under his able leadership, 50 MW Solar Thermal Power Project of Godawari Green Energy Limited (Subsidiary Company) was setup. In the past, he has looked after the project implementation, procurement of raw material, Plant maintenance, Production activities and marketing of finished goods of the Company.
<b>G</b>	Name(s) of other Listed entities in which the person holds the Directorship	NIL	NIL	NIL

A	NAME	MR. HARISHANKAR KHANDELWAL	MS. BHAVNA GOVINDBHAI DESAI	MR. SIDDHARTH AGRAWAL
H	*Chairman/Member of the Committee of the Board of Directors of the Company	1. Audit Committee	1. Audit Committee 2. Stakeholders Relationship Committee	NIL
I	*Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	NIL	<b>Audit Committee</b> 1. Chettinad Cement Corporation Private Limited 2. Godawari Green Energy Limited 3. Ardent Steel Limited	<b>Corporate Social Responsibility Committee</b> 1. Godawari Green Energy Limited <b>Nomination and Remuneration Committee</b> 1. Hira Infra Tek Limited
J	No. of Shares of ₹ 10/- each held by the Directors	1,500	2,50,000	94,000
K	Relationship with Directors inter-se (As per Section 2(77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014	None	None	Son of Mr. Bajrang Lal Agrawal, Managing Director and Brother of Mr. Abhishek Agrawal, Whole Time Director of the Company and not related to any other Director/ KMP
L	No. of Board Meetings held/ attended during the year	4/4	4/4	4/3

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## Particulars of Directors seeking variation in terms of remuneration In Pursuance of SS-2 :

A	NAME	MR. BAJRANG LAL AGRAWAL	MR. ABHISHEK AGRAWAL	MR. DINESH KUMAR AGRAWAL	MR. VINOD PILLAI
<b>B</b>	<b>Brief resume</b>				
	i) Age	65	35	48	51
	ii) Qualification	Electronic Engineer	Masters Degree in International Business from Leeds University, U.K.	Electronic Engineer	Commerce graduate
	iii) Experience in specific functional area	Strategic Planning, Project Planning, Production activities.	Operations and General Management Raw Material Procurement	Production and Marketing activities	Sales, Administration, Liaisoning and Logistics
	iv) Date of Appointment on the Board of the Company	17.08.2002	09.11.2016	21.09.1999	28.07.2009
<b>C</b>	Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 8 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto	As per the resolution at Item No. 9 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto	As per the resolution at Item No. 10 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto	As per the resolution at Item No. 11 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto
<b>D</b>	Remuneration last drawn (including sitting fees, if any) (per annum)	₹ 216.00 Lakhs	₹ 180.00 Lakhs	₹ 180.00 Lakhs	₹ 21.60 Lakhs
<b>E</b>	Remuneration / Sitting Fees proposed to be paid per month	In the slab of ₹ 20,00,000 to ₹ 40,00,000 along with other perquisites. Sitting Fee will not be paid.	In the slab of ₹ 18,00,000 to ₹ 30,00,000 along with other perquisites. Sitting Fee will not be paid.	In the slab of ₹ 18,00,000 to ₹ 30,00,000 along with other perquisites. Sitting Fee will not be paid.	In the slab of ₹ 1,90,000 to ₹ 2,50,000 along with other perquisites. Sitting Fee will not be paid.
<b>F</b>	Nature of expertise in specific functional areas	Over four decades of experience in Production activities	Over a decade of experience in Operations and General Management and in procuring of Raw Material	Over 25 years of experience and has been associated with the company's Ferro alloys and steel rolling units in the past	Over 25 years of experience and plays a vital role in commissioning of new projects of Hira Group of Industries
<b>G</b>	Name(s) of other Listed entities in which the person holds the Directorship	NIL	NIL	NIL	NIL

A	NAME	MR. BAJRANG LAL AGRAWAL	MR. ABHISHEK AGRAWAL	MR. DINESH KUMAR AGRAWAL	MR. VINOD PILLAI
H	*Chairman/Member of the Committee of the Board of Directors of the Company	1. Risk Management Committee	1. Corporate Social Responsibility Committee 2. Risk Management Committee	NIL	1. Corporate Social Responsibility Committee
I	*Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	NIL	NIL	NIL	<b>Audit Committee</b> 1. Godawari Energy Limited 2. Hira Infra-Tek Limited  <b>Nomination and Remuneration Committee</b> 1. Hira Infra-Tek Limited
J	No. of Shares of ₹ 10/- each held by the Directors	17,31,398	85,000	18,46,347	NIL
K	Relationship with Directors inter-se (As per Section 2(77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014	Father of Mr. Abhishek Agrawal, Whole Time Director of the Company and Mr. Siddharth Agrawal, Director and not related to any other Director/ KMP	Son of Mr. Bajrang Lal Agrawal, Managing Director and Brother of Mr. Siddharth Agrawal, Director of the Company and not related to any other Director/ KMP	None	None
L	No. of Board Meetings held/ attended during the year	4/4	4/4	4/3	4/4



**GODAWARI POWER AND ISPAT LIMITED**

Registered Office & Works: Plot No. 428/2, Phase I, Industrial Area, Siltara, Raipur – 493111, Chhattisgarh  
 Corporate office: Hira Arcade, Near New 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

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]

Name of the member(s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member(s) holding ..... shares of the above named company, hereby appoint:

- (1) Name ..... Address .....
- Email Id:..... Signature.....or failing him/her;
- (2) Name ..... Address .....
- Email Id:..... Signature.....or failing him/her;
- (3) Name ..... Address .....
- Email Id:..... Signature.....

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on Saturday, the 10th Day of August, 2019 at 11:30 AM at Corporate Office of the Company situated at 2nd Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh - 492004 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Sl. No.	Resolutions	Optional*	
		For	Against
1.	Consider and adopt: Audited Standalone and Consolidated Financial Statements, Reports of the Board of Directors and Auditors thereon		
2.	Re-appointment of Mr. Siddharth Agrawal (DIN: 02180571), who retires by rotation		
3.	Re-appointment of Mr. Biswajit Choudhuri (DIN: 00149018) as an Independent Non-Executive Director		
4.	Re-appointment of Mr. Bhrigu Nath Ojha (DIN: 02282594) as an Independent Non-Executive Director		
5.	Re-appointment of Mr. Shashi Kumar (DIN: 00116600) as an Independent Non-Executive Director		
6.	Re-appointment of Mr. Harishankar Khandelwal (DIN: 00330891) as an Independent Non-Executive Director		
7.	Re-appointment of Ms. Bhavna Govindbhai Desai (DIN: 06893242) as an Independent Women Non-Executive Director		
8.	Revision in remuneration of Mr. Bajrang Lal Agrawal (DIN: 00479747) Managing Director		



Sl. No.	Resolutions	Optional*	
		For	Against
9.	Revision in remuneration of Mr. Abhishek Agrawal (DIN: 02434507) Whole - Time Director		
10.	Revision in remuneration of Mr. Dinesh Kumar Agrawal (DIN: 00479936) Whole - Time Director		
11.	Revision in remuneration of Mr. Vinod Pillai (DIN: 00497620) Whole - Time Director		
12.	Approval of the commission payable to Non-Executive Directors and Independent Directors of the Company		
13.	Approval of Remuneration of the Cost auditors		
14.	Consider and determine the fees for delivery of any document through a particular mode of delivery to a member		

Signed this .....day of ..... 2019

Signature of shareholder .....

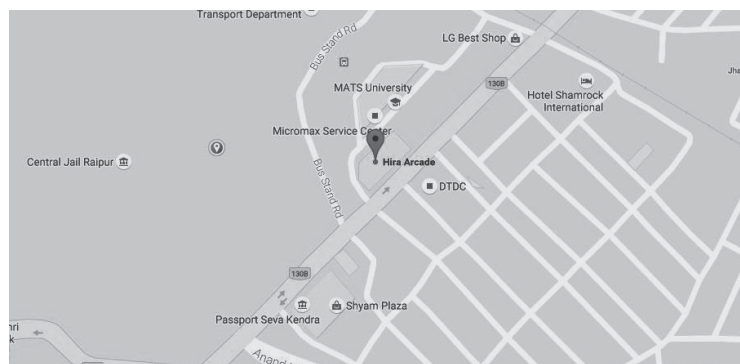
Signature of Proxy holder(s) .....

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. \*This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**Venue of the Meeting**

Second Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur,  
Chhattisgarh-492004





**GODAWARI POWER AND ISPAT LIMITED**

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

## Attendance Slip

**Registered Folio / DP ID & Client ID**

**Name and address of the Shareholder**

1. I, hereby record my presence at the 20th Annual General Meeting of the Company held on Saturday, the 10th August, 2019 at 11:30 AM at the Corporate Office of the Company at 2nd Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh – 492004.
2. Signature of Shareholder/Proxy Present:.....
3. Shareholder/ Proxy holder wishing to attend the meeting must bring the duly signed Attendance Slip to the meeting.
4. Shareholder/Proxy holder attending the meeting is requested to bring his/her copy of the Annual Report.

**PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING**

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### ELECTRONIC VOTING PARTICULARS

Event Number	USER ID	Default PAN/Sequence Number
190103		

**Note:** Please read the instructions given in the Notes to the Notice of 20th Annual General Meeting dated 01.07.2019. The E-voting period starts from 09:00 AM on Wednesday, the 07th day of August, 2019 and ends at 05:00PM on Friday, the 09th day of August, 2019. The e-voting module shall be disabled by LIPL for voting thereafter.