



To,
Mr. Biswajit Choudhuri,
14/3/3 Nandala Jew Road,
Kalighat S.O. Kolkata (W.B.) 700 026

Date: 12.08.2019

Dear Sir,

Re: Your Re-Appointment as the Independent Director of Godawari Power and Ispat Limited

We are pleased to inform you that the Shareholders of the Company in the Annual General Meeting (AGM) held on 10th August 2019, have approved your re-appointment as an Independent Director of the Company to hold office for next five consecutive year's upto the conclusion of AGM to be held in the Calendar Year 2024.

A. Preliminary

Your re-appointment is subject to the following:

1. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149 (7) of the Companies Act, 2013("Act") and under Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") stating that you meet the criteria of Independence.
2. So long as you are an Independent Director of the Company, the number of companies in which you hold office as a Director or a chairman or committee member will not exceed the limit stipulated under the Act and the SEBI (LODR) Regulations.
3. So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
4. You will ensure compliance with other provisions of the Act and the SEBI (LODR) Regulations as applicable to you as an Independent Director.

Godawari Power & Ispat Limited

An ISO 9001:2015, ISO 14001:2015 & 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

P: +91 771 4082000, **F:** +91 771 4057601

www.godawaripowerispat.com, www.hiragroup.com

B. Term

This term of your appointment as Independent Director of the Company will be your second term of appointment, for a period of 5 consecutive years commencing from the conclusion of this AGM upto the date of conclusion of the AGM of the Company to be held in the Calendar Year 2024 and you will not be liable to retire by rotation.

Further, pursuant to the provisions of Sec 149(11) the Act, a person holding office as Independent Director for two consecutive terms of five years shall be eligible for re-appointment only after the expiry of three years of ceasing to become an Independent Director. Hence, you shall be eligible for re-appointment only after the conclusion of AGM of the Company to be held in the Calendar Year 2027.

C. You are expected to:

- i. Take decisions objectively and solely in the interests of the Company;
- ii. Facilitate Company's adherence to high standards of ethics and corporate behavior;
- iii. Guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
- iv. Guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;
- v. Attend meetings of the Board, Board committees in which you are members or may be appointed as member and Shareholder's meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

D. Committees

You are/shall be on the following Committees of the Board of the Company:

- i. Audit Committee;
- ii. Risk Management Committee;
- iii. Nomination and Remuneration Committee; and
- iv. Stakeholder Relationship Committee

E. Role and Duties

Your role and duties will be those normally required of a Non-Executive Independent Director under the Act, and the SEBI (LODR) Regulations. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

- i. You will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Act, or any amendment made thereto from time to time.

- ii. You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an Independent Director of the Company.
- iii. You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
- iv. You shall act in accordance with the Company's Articles of Association and shall discharge your duties with due and reasonable care, skill and diligence.

F. Code of Business Ethics:

You will abide by the Code of Conduct applicable to Directors as may be adopted by the Company from time to time.

G. List of actions that a director should not do while functioning in the company:

- i. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- ii. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- iii. You shall not assign your office as Director and any assignments so made shall be void.
- iv. You should not indulge in any insider trading activities.

H. Performance Evaluation

Your performance will be evaluated by the Nomination and Remuneration Committee of the board from time to time.

I. Remuneration

1. Your annual remuneration will be as under:
 - i. sitting fees for attending each meeting of the Board and its Committees as may be determined by the Board from time to time, and
 - ii. commission that may be determined by the Board payable at the end of each financial year will be based on the performance of the Company and your performance evaluated by the Board of Directors.
2. You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board meetings, Board Committee meetings, general meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.
3. Pursuant to applicable law, you will not be entitled to any stock options.

GODAWARI POWER AND ISPAT LIMITED

CIN: L27106CT1999PLC013756

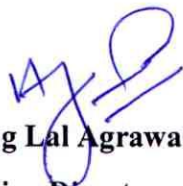
J. Miscellaneous

You will have access to confidential information, whether or not the information is marked or designated as “confidential” or “proprietary”, relating to the Company and its business including legal, financial, technical, commercial, marketing and business related records, data, documents, reports, etc., client information, intellectual property rights (including trade secrets) (“**Confidential Information**”).

You shall use reasonable efforts to keep the same confidential and not to disclose to any third party. If any confidential information is required to be disclosed by you in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

Thanking you,
Yours faithfully,

By Order of the Board
For, Godawari Power and Ispat Limited



Bajrang Lal Agrawal
Managing Director



To,
Mr. Bhrigu Nath Ojha,
S/o Gouri Shanker Ojha, House No.C-102,
Air Liners CGHS Gayatri Apartment,
Plot No.27, Sector 10, Dwarka, Delhi 110075

Date: 12.08.2019

Dear Sir,

Re: Your Re-Appointment as the Independent Director of Godawari Power and Ispat Limited

We are pleased to inform you that the Shareholders of the Company in the Annual General Meeting (AGM) held on 10th August 2019, have approved your re-appointment as an Independent Director of the Company to hold office for next five consecutive years upto the conclusion of AGM to be held in the Calendar Year 2024.

A. Preliminary

Your re-appointment is subject to the following:

1. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149 (7) of the Companies Act, 2013("Act") and under Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") stating that you meet the criteria of Independence.
2. So long as you are an Independent Director of the Company, the number of companies in which you hold office as a Director or a chairman or committee member will not exceed the limit stipulated under the Act and the SEBI (LODR) Regulations.
3. So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
4. You will ensure compliance with other provisions of the Act and the SEBI (LODR) Regulations as applicable to you as an Independent Director.

Godawari Power & Ispat Limited

An ISO 9001:2015, ISO 14001:2015 & 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

P: +91 771 4082000, **F:** +91 771 4057601

www.godawaripowerispat.com, www.hiragroup.com

B. Term

This term of your appointment as Independent Director of the Company will be your second term of appointment, for a period of 5 consecutive years commencing from the conclusion of this AGM upto the date of conclusion of the AGM of the Company to be held in the Calendar Year 2024 and you will not be liable to retire by rotation.

Further, pursuant to the provisions of Sec 149(11) the Act, a person holding office as Independent Director for two consecutive terms of five years shall be eligible for re-appointment only after the expiry of three years of ceasing to become an Independent Director. Hence, you shall be eligible for re-appointment only after the conclusion of AGM of the Company to be held in the Calendar Year 2027.

C. You are expected to:

- i. Take decisions objectively and solely in the interests of the Company;
- ii. Facilitate Company's adherence to high standards of ethics and corporate behavior;
- iii. Guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
- iv. Guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;
- v. Attend meetings of the Board, Board committees in which you are members or may be appointed as member and Shareholder's meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

D. Committees

You are/shall be on the following Committees of the Board of the Company:

- i. Audit Committee;
- ii. Risk Management Committee;
- iii. Nomination and Remuneration Committee; and
- iv. Stakeholder Relationship Committee

E. Role and Duties

Your role and duties will be those normally required of a Non-Executive Independent Director under the Act, and the SEBI (LODR) Regulations. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

- i. You will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Act, or any amendment made thereto from time to time.

- ii. You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an Independent Director of the Company.
- iii. You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
- iv. You shall act in accordance with the Company's Articles of Association and shall discharge your duties with due and reasonable care, skill and diligence.

F. Code of Business Ethics:

You will abide by the Code of Conduct applicable to Directors as may be adopted by the Company from time to time.

G. List of actions that a director should not do while functioning in the company:

- i. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- ii. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- iii. You shall not assign your office as Director and any assignments so made shall be void.
- iv. You should not indulge in any insider trading activities.

H. Performance Evaluation

Your performance will be evaluated by the Nomination and Remuneration Committee of the board from time to time.

I. Remuneration

1. Your annual remuneration will be as under:
 - i. sitting fees for attending each meeting of the Board and its Committees as may be determined by the Board from time to time, and
 - ii. commission that may be determined by the Board payable at the end of each financial year will be based on the performance of the Company and your performance evaluated by the Board of Directors.
2. You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board meetings, Board Committee meetings, general meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.
3. Pursuant to applicable law, you will not be entitled to any stock options.

GODAWARI POWER AND ISPAT LIMITED

CIN: L27106CT1999PLC013756

J. Miscellaneous

You will have access to confidential information, whether or not the information is marked or designated as "confidential" or "proprietary", relating to the Company and its business including legal, financial, technical, commercial, marketing and business related records, data, documents, reports, etc., client information, intellectual property rights (including trade secrets) ("**Confidential Information**").

You shall use reasonable efforts to keep the same confidential and not to disclose to any third party. If any confidential information is required to be disclosed by you in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

Thanking you,
Yours faithfully,

By Order of the Board
For, Godawari Power and Ispat Limited


Bajrang Lal Agrawal
Managing Director



To,
Mr. Shashi Kumar,
5RC, Rukmani Parasmani,
92/1 Moulana Abul Kalam,
Azad Sarani, Kolkata (W.B.) 700 054

Date: 12.08.2019

Dear Sir,

Re: Your Re-Appointment as the Independent Director of Godawari Power and Ispat Limited

We are pleased to inform you that the Shareholders of the Company in the Annual General Meeting (AGM) held on 10th August 2019, have approved your re-appointment as an Independent Director of the Company to hold office for next five consecutive years upto the conclusion of AGM to be held in the Calendar Year 2024.

A. Preliminary

Your re-appointment is subject to the following:

1. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149 (7) of the Companies Act, 2013("Act") and under Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") stating that you meet the criteria of Independence.
2. So long as you are an Independent Director of the Company, the number of companies in which you hold office as a Director or a chairman or committee member will not exceed the limit stipulated under the Act and the SEBI (LODR) Regulations.
3. So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
4. You will ensure compliance with other provisions of the Act and the SEBI (LODR) Regulations as applicable to you as an Independent Director.

Godawari Power & Ispat Limited

An ISO 9001:2015, ISO 14001:2015 & 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

P: +91 771 4082000, **F:** +91 771 4057601

www.godawaripowerispat.com, www.hiragroup.com

B. Term

This term of your appointment as Independent Director of the Company will be your second term of appointment, for a period of 5 consecutive years commencing from the conclusion of this AGM upto the date of conclusion of the AGM of the Company to be held in the Calendar Year 2024 and you will not be liable to retire by rotation.

Further, pursuant to the provisions of Sec 149(11) the Act, a person holding office as Independent Director for two consecutive terms of five years shall be eligible for re-appointment only after the expiry of three years of ceasing to become an Independent Director. Hence, you shall be eligible for re-appointment only after the conclusion of AGM of the Company to be held in the Calendar Year 2027.

C. You are expected to:

- i. Take decisions objectively and solely in the interests of the Company;
- ii. Facilitate Company's adherence to high standards of ethics and corporate behavior;
- iii. Guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
- iv. Guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;
- v. Attend meetings of the Board, Board committees in which you are members or may be appointed as member and Shareholder's meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

D. Committees

You are/shall be on the following Committees of the Board of the Company:

- i. Corporate Social Responsibility Committee;
- ii. Nomination and Remuneration Committee; and
- iii. Stakeholder Relationship Committee

E. Role and Duties

Your role and duties will be those normally required of a Non-Executive Independent Director under the Act, and the SEBI (LODR) Regulations. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

- i. You will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Act, or any amendment made thereto from time to time.

- ii. You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an Independent Director of the Company.
- iii. You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
- iv. You shall act in accordance with the Company's Articles of Association and shall discharge your duties with due and reasonable care, skill and diligence.

F. Code of Business Ethics:

You will abide by the Code of Conduct applicable to Directors as may be adopted by the Company from time to time.

G. List of actions that a director should not do while functioning in the company:

- i. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- ii. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- iii. You shall not assign your office as Director and any assignments so made shall be void.
- iv. You should not indulge in any insider trading activities.

H. Performance Evaluation

Your performance will be evaluated by the Nomination and Remuneration Committee of the board from time to time.

I. Remuneration

1. Your annual remuneration will be as under:
 - i. sitting fees for attending each meeting of the Board and its Committees as may be determined by the Board from time to time, and
 - ii. commission that may be determined by the Board payable at the end of each financial year will be based on the performance of the Company and your performance evaluated by the Board of Directors.
2. You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board meetings, Board Committee meetings, general meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.
3. Pursuant to applicable law, you will not be entitled to any stock options.

GODAWARI POWER AND ISPAT LIMITED

CIN: L27106CT1999PLC013756

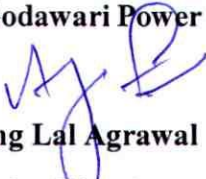
J. Miscellaneous

You will have access to confidential information, whether or not the information is marked or designated as “confidential” or “proprietary”, relating to the Company and its business including legal, financial, technical, commercial, marketing and business related records, data, documents, reports, etc., client information, intellectual property rights (including trade secrets) (“**Confidential Information**”).

You shall use reasonable efforts to keep the same confidential and not to disclose to any third party. If any confidential information is required to be disclosed by you in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

Thanking you,
Yours faithfully,

By Order of the Board
For, Godawari Power and Ispat Limited


Bajrang Lal Agrawal
Managing Director



To,
Mr. Harishankar Khandelwal,
1, Emerald Silver Spring, Phase 2,
By Pass Raod, Mundla Nayata,
Indore (M.P.) 452020

Date: 12.08.2019

Dear Sir,

Re: Your Re-Appointment as the Independent Director of Godawari Power and Ispat Limited

We are pleased to inform you that the Shareholders of the Company in the Annual General Meeting (AGM) held on 10th August 2019, have approved your re-appointment as an Independent Director of the Company to hold office for next five consecutive years upto the conclusion of AGM to be held in the Calendar Year 2024.

A. Preliminary

Your re-appointment is subject to the following:

1. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149 (7) of the Companies Act, 2013 (“Act”) and under Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”) stating that you meet the criteria of Independence.
2. So long as you are an Independent Director of the Company, the number of companies in which you hold office as a Director or a chairman or committee member will not exceed the limit stipulated under the Act and the SEBI (LODR) Regulations.
3. So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
4. You will ensure compliance with other provisions of the Act and the SEBI (LODR) Regulations as applicable to you as an Independent Director.

Godawari Power & Ispat Limited

An ISO 9001:2015, ISO 14001:2015 & 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

P: +91 771 4082000, **F:** +91 771 4057601

www.godawaripowerispat.com, www.hiragroup.com

B. Term

This term of your appointment as Independent Director of the Company will be your second term of appointment, for a period of 5 consecutive years commencing from the conclusion of this AGM upto the date of conclusion of the AGM of the Company to be held in the Calendar Year 2024 and you will not be liable to retire by rotation.

Further, pursuant to the provisions of Sec 149(11) the Act, a person holding office as Independent Director for two consecutive terms of five years shall be eligible for re-appointment only after the expiry of three years of ceasing to become an Independent Director. Hence, you shall be eligible for re-appointment only after the conclusion of AGM of the Company to be held in the Calendar Year 2027.

C. You are expected to:

- i. Take decisions objectively and solely in the interests of the Company;
- ii. Facilitate Company's adherence to high standards of ethics and corporate behavior;
- iii. Guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
- iv. Guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;
- v. Attend meetings of the Board, Board committees in which you are members or may be appointed as member and Shareholder's meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

D. Committees

You are/shall be on the Audit Committee of the Board of the Company:

E. Role and Duties

Your role and duties will be those normally required of a Non-Executive Independent Director under the Act, and the SEBI (LODR) Regulations. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

- i. You will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Act, or any amendment made thereto from time to time.
- ii. You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an Independent Director of the Company.
- iii. You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.

- iv. You shall act in accordance with the Company's Articles of Association and shall discharge your duties with due and reasonable care, skill and diligence.

F. Code of Business Ethics:

You will abide by the Code of Conduct applicable to Directors as may be adopted by the Company from time to time.

G. List of actions that a director should not do while functioning in the company:

- i. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- ii. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- iii. You shall not assign your office as Director and any assignments so made shall be void.
- iv. You should not indulge in any insider trading activities.

H. Performance Evaluation

Your performance will be evaluated by the Nomination and Remuneration Committee of the board from time to time.

I. Remuneration

1. Your annual remuneration will be as under:
 - i. sitting fees for attending each meeting of the Board and its Committees as may be determined by the Board from time to time, and
 - ii. commission that may be determined by the Board payable at the end of each financial year will be based on the performance of the Company and your performance evaluated by the Board of Directors.
2. You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board meetings, Board Committee meetings, general meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.
3. Pursuant to applicable law, you will not be entitled to any stock options.

J. Miscellaneous

You will have access to confidential information, whether or not the information is marked or designated as "confidential" or "proprietary", relating to the Company and its business including legal, financial, technical, commercial, marketing and business related records, data, documents, reports, etc., client information, intellectual property rights (including trade secrets) ("**Confidential Information**").

GODAWARI POWER AND ISPAT LIMITED

CIN: L27106CT1999PLC013756

You shall use reasonable efforts to keep the same confidential and not to disclose to any third party. If any confidential information is required to be disclosed by you in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

Thanking you,
Yours faithfully,

By Order of the Board
For, Godawari Power and Ispat Limited



Bajrang Lal Agrawal
Managing Director



To,
Miss Bhavna Govindbhai Desai,
1101, 11th Floor, Fortune Royals,
Plot No. 96, 97, Road No. 7, P B Sule Marg,
Sewree Wadala North, Wadala,
Mumbai (M.H.) 400 031

Date: 12.08.2019

Dear Madam,

Re: Your Re-Appointment as the Independent Director of Godawari Power and Ispat Limited

We are pleased to inform you that the Shareholders of the Company in the Annual General Meeting (AGM) held on 10th August 2019, have approved your re-appointment as an Independent Director of the Company to hold office for next five consecutive year's upto the conclusion of AGM to be held in the Calendar Year 2024.

A. Preliminary

Your re-appointment is subject to the following:

1. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149 (7) of the Companies Act, 2013("Act") and under Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") stating that you meet the criteria of Independence.
2. So long as you are an Independent Director of the Company, the number of companies in which you hold office as a Director or a chairman or committee member will not exceed the limit stipulated under the Act and the SEBI (LODR) Regulations.
3. So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
4. You will ensure compliance with other provisions of the Act and the SEBI (LODR) Regulations as applicable to you as an Independent Director.

Godawari Power & Ispat Limited

An ISO 9001:2015, ISO 14001:2015 & 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

P: +91 771 4082000, **F:** +91 771 4057601

www.godawaripowerispat.com, www.hiragroup.com

B. Term

This term of your appointment as Independent Director of the Company will be your second term of appointment, for a period of 5 consecutive years commencing from the conclusion of this AGM upto the date of conclusion of the AGM of the Company to be held in the Calendar Year 2024 and you will not be liable to retire by rotation.

Further, pursuant to the provisions of Sec 149(11) the Act, a person holding office as Independent Director for two consecutive terms of five years shall be eligible for re-appointment only after the expiry of three years of ceasing to become an Independent Director. Hence, you shall be eligible for re-appointment only after the conclusion of AGM of the Company to be held in the Calendar Year 2027.

C. You are expected to:

- i. Take decisions objectively and solely in the interests of the Company;
- ii. Facilitate Company's adherence to high standards of ethics and corporate behavior;
- iii. Guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
- iv. Guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;
- v. Attend meetings of the Board, Board committees in which you are members or may be appointed as member and Shareholder's meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

D. Committees

You are/shall be on the following Committees of the Board of the Company:

- i. Audit Committee; and
- ii. Stakeholder Relationship Committee

E. Role and Duties

Your role and duties will be those normally required of a Non-Executive Independent Director under the Act, and the SEBI (LODR) Regulations. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

- i. You will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Act, or any amendment made thereto from time to time.
- ii. You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an Independent Director of the Company.

- iii. You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
- iv. You shall act in accordance with the Company's Articles of Association and shall discharge your duties with due and reasonable care, skill and diligence.

F. Code of Business Ethics:

You will abide by the Code of Conduct applicable to Directors as may be adopted by the Company from time to time.

G. List of actions that a director should not do while functioning in the company:

- i. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- ii. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- iii. You shall not assign your office as Director and any assignments so made shall be void.
- iv. You should not indulge in any insider trading activities.

H. Performance Evaluation

Your performance will be evaluated by the Nomination and Remuneration Committee of the board from time to time.

I. Remuneration

- 1. Your annual remuneration will be as under:
 - i. sitting fees for attending each meeting of the Board and its Committees as may be determined by the Board from time to time, and
 - ii. commission that may be determined by the Board payable at the end of each financial year will be based on the performance of the Company and your performance evaluated by the Board of Directors.
- 2. You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board meetings, Board Committee meetings, general meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.
- 3. Pursuant to applicable law, you will not be entitled to any stock options.

GODAWARI POWER AND ISPAT LIMITED

CIN: L27106CT1999PLC013756

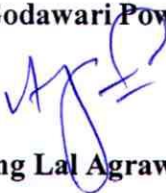
J. Miscellaneous

You will have access to confidential information, whether or not the information is marked or designated as “confidential” or “proprietary”, relating to the Company and its business including legal, financial, technical, commercial, marketing and business related records, data, documents, reports, etc., client information, intellectual property rights (including trade secrets) (“**Confidential Information**”).

You shall use reasonable efforts to keep the same confidential and not to disclose to any third party. If any confidential information is required to be disclosed by you in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

Thanking you,
Yours faithfully,

By Order of the Board
For, Godawari Power and Ispat Limited



Bajrang Lal Agrawal
Managing Director