


**GODAWARI POWER & ISPAT**
**GODAWARI POWER AND ISPAT LIMITED**

Regd. Office & Works: Plot No. 428/2, Phase I, Industrial Area, Siltara, Raipur – 493111, Chhattisgarh

Corporate Office: Hira Arcade, Near 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 Twenty First Annual General Meeting (AGM) of the Members of Godawari Power and Ispat Limited will be held on Friday, the 25th day of September, 2020 at 11.30 A.M.(IST) through video conferencing (VC)/ other audio video means (OVAM) to transact the following businesses:

The proceedings of the Annual General Meeting ('AGM') shall be deemed to conducted at the Registered Office of the Company at 428/2, Phase 1, Industrial Area, Siltara, Raipur 493 111, which shall be deemed venue of the AGM.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2020 along with the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Dinesh Kumar Gandhi (DIN: 01081155), who retires by rotation and being eligible for reappointment, offers himself for reappointment.
3. To appoint a Director in place of Mr. Vinod Pillai (DIN: 00497620), who retires by rotation and being eligible for reappointment, offers himself for reappointment.

**SPECIAL BUSINESS:**

4. To approve the re-appointment of Shri Bajrang Lal Agrawal (DIN: 00479747), as Managing Director of the Company and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 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 in accordance with the Articles of Association of the Company and such other approvals, permissions and sanctions, consent of the Company be and is hereby accorded to the appointment of Shri Bajrang Lal Agrawal (DIN: 00479747) as a Managing Director of the Company for a period of five years with effect from August 12, 2020 on the terms and conditions including remuneration as stated in the explanatory statement annexed to 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 and as may be acceptable to Shri Bajrang Lal Agrawal, 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.”

5. To approve the appointment of Shri Prakhar Agrawal (DIN: 07547965), as Whole Time (Executive) Director of the Company and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149,152, 160,196 & 197 read with Schedule V and all other applicable provisions, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Shri Prakhar Agrawal (DIN: 07547965), who was appointed as an Additional Director by the Board of Directors at its meeting held on 11.08.2020 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of ensuing General Meeting as recommended by the Nomination and Remuneration Committee, be and is

hereby appointed as Director liable to retire by rotation and Whole Time (Executive) Director of the Company for a period of five years with effect from 11.08.2020 on the terms and conditions including remuneration as stated in the explanatory statement annexed to 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 and as may be acceptable to Shri Prakhar Agrawal, 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.”.

6. To approve the remuneration of the Cost Auditors for the Financial Year ending 31st March, 2021 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 31st March, 2021, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

By **Order of the Board**

Place: Raipur  
Date: 14.08.2020

**Y.C. Rao**  
Company Secretary

## Notes:

1. In view of massive outbreak of Covid-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular No. 20/2020 dated 5th May, 2020 read with MCA General Circular No. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA circulars, the AGM of the Company is being held through VC / OAVM. The Board of Directors of the Company considered that the special business under Item Nos. 4 to 6 be transacted at the ensuing AGM of the Company.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
4. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 1800-222-990.
5. The Register of Members and share transfer books of the Company shall remain closed from 18th September, 2020 to 25th September, 2020 (both days inclusive) for the purpose of the Annual General Meeting (AGM) for the year ended 31st March, 2020.
6. In accordance with the MCA General Circular No. 20/2020 dated 5th May, 2020 and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2020 pursuant to section 136 of the Act and Notice calling the Annual General Meeting pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA or the Depository Participant(s). The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with RTA by following due procedure. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, a copy of the Notice of this AGM along with Annual Report for the Financial Year

2019-2020 is available on the website of the Company at [www.godawaripowerispat.com](http://www.godawaripowerispat.com), website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the e-voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto. Further the 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.
8. The AGM is being held pursuant to the MCA circulars through VC/OVAM, physical attendance of Members has been dispensed with and the attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Corporate/Institutional members are required to send a scanned copy of its Board or Governing Body resolution/authorization etc., authorizing its representative to attend the AGM through VC/OVAM to [office.csp@gmail.com](mailto:office.csp@gmail.com), Scrutinizer to cast their votes through e-voting.
9. The members can join the AGM in the VC/OVAM mode 15 minutes before and after the schedule time of the commencement of the meeting by following the procedure mentioned in the notice.
10. The facility of participation at the AGM through VC/OVAM will be made available to at least 1000 members on first come first serve basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
11. Members holding shares in physical form are requested to advise any change in their registered address, E-mail address, Contact Numbers etc., 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, E-mail address, Contact Number and bank particulars to their respective Depository Participant and not to the Company.
12. 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.

13. 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
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
2019-20	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.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangements with National Securities Depository Limited (“NSDL”) as the authorised e-voting agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

2. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. 18th September, 2020, shall be entitled to avail the facility of remote e-voting as well as e-voting on the day of AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

3. The Notice of AGM and Annual Report for the financial year 2019-20 are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA or the Depository Participant(s) as on 14th August, 2020. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 18th September, 2020, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.

4. The e-voting period commences on 22nd September, 2020 (9:00 AM) (IST) and ends on 24th September, 2020 (05:00

PM) (IST). 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 18th September, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

5. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 18th September, 2020. NSDL can make available link of inspection documents in shareholders dashboard so that shareholders can inspect them during the AGM period.

6. CS Brajesh R. Agrawal, Practising Company Secretary (CP No. 5649 & Membership No. F5771) BR Agrawal & Associates has been appointed as the Scrutinizer to scrutinize the e- voting process in a fair and transparent manner.

7. The instructions for e- voting as under:

**Step 1:** Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.

**Step 2:** Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

**Step 3:** A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

**Step4:** Your User ID details are given below:

Sl. No.	Manner of holding shares i.e. demat (NSDL User ID is: or CDSL) or Physical	Your User ID is:
a.	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b.	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c.	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

**Step 5:** Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the.pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

**Step 6:** If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

**Step 7:** After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

**Step 8:** Now, you will have to click on "Login" button.

**Step 9:** After you click on the "Login" button, Home page of e-Voting will open.

### Details on Step 2 is given below:

**How to cast your vote electronically on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.

- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

- 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [office.csps@gmail.com](mailto:office.csps@gmail.com) with a copy marked to [yarra.rao@hiragroup.com](mailto:yarra.rao@hiragroup.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to or contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at telephone no. 022- 24994360/022 24994545 or at E-mail id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

- In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [yarra.rao@hiragroup.com](mailto:yarra.rao@hiragroup.com).

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account

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statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [yarra.rao@hiragroup.com](mailto:yarra.rao@hiragroup.com)

2. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point(1) or (2) as the case may be.

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## **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  - b) Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
  - c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  - d) The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.
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## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-voting system of NSDL.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) For ease of conduct, members who would like to ask questions may send their questions in advance at least (7) days before scheduled time of AGM i.e. on or before 18th September 2020, 11:30 AM. mentioning their name, demat account number / folio number, email id, mobile number at [yarra.rao@hiragroup.com](mailto:yarra.rao@hiragroup.com) and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
- f) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
8. The Scrutinizer shall within a stipulated period 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.
9. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizers Report shall be placed on the Company's website [www.godawaripowerispat.com](http://www.godawaripowerispat.com) and on the website of NSDL within 48 hours from the conclusion of AGM of the Company and communicated to the Stock Exchanges ( i.e. NSE & BSE).

**By Order of the Board**

Place: Raipur  
Date: 14.08.2020

**Y.C. Rao**  
Company Secretary

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

## Item No.4:

Shri Bajrang Lal Agrawal was re-appointed as Managing Director of the Company w.e.f. August 12, 2015 for a period of 5 (five) years i.e. up to August 11, 2020. His tenure of office as Managing Director of the Company expires after August 11, 2020. Hence it is proposed to re-appoint Shri Bajrang Lal Agrawal as Managing Director for a further period of five years subject to approval of the shareholders of the Company and 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 in accordance with the Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Shri Bajrang Lal Agrawal as Managing Director of the Company with effect from August 12, 2020 for a period of 5 (Five) years, i.e. upto August 11, 2025.

The Proposed remuneration shall be within the overall limit of Section 197 and Schedule V of the Companies Act, 2013.

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 11th August, 2020 have also decided to pay the remuneration payable to Shri Bajrang Lal Agrawal as Managing Director of the Company, 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:** Gross Salary in the scale of ₹20,00,000 to ₹60,00,000 Per Month with effect from August 12, 2020.

**Commission:** In addition to the salary, the Managing Director would be entitled to such commission based on the net profits of the Company in any financial year not exceeding 1% (one percent) of such profits as the Nomination and Remuneration Committee shall decide, having regard to the performance of the Company.

**Perquisites:** The Managing Director shall also be entitled to perquisites which would include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement and leave travel concession for self and family, club fees, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities in accordance with the Rules of the Company. The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

**Others:** Provision of car for use on Company's business, telephone and other communication facilities at residence would not be considered as perquisites.

**Overall Limit:** Provided that the remuneration payable to the appointee (including the salary, commission, perquisites, benefits and amenities) does not exceed the limits laid down in section 197 and computed in the manner laid down in section 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.

## 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.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

## I. General Information:

### (i) Nature of Industry:

The Company is engaged in the business of manufacture of iron ore pellets, sponge iron, steel billets, Wire Rods, HB Wires and generation of power and iron ore mining.

### (ii) Date or expected date of commencement of commercial production:

The Company was incorporated on 21st September, 1999 and started commercial operations in the year 17th April, 2001.

### (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

### (iv) Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2020:

Particulars	₹ in crores
Gross Turnover & Other Income	2774.01
Net profit as per Statement of Profit & Loss (After Tax)	121.40
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	197.64
Net Worth	1197.22



(v) Foreign investments or collaborators, if any: Not Applicable.

## II. Information about the appointee:

### A. Shri B.L. Agrawal, Managing Director

- (i) Background details: Refer profile Section as stated above
- (ii) Past remuneration during the financial year ended 31st March, 2020: ₹240.00 lakhs
- (iii) Recognition or awards: None
- (iv) Job Profile and his suitability:

He has been associated with the Company since inception in various capacities and has been responsible for overall supervision of all the activities of the Company which inter alia includes, strategic planning, control and management of all the key operations of the Company namely mining, production, marketing, sourcing of resources, manpower and logistics management etc. Having experience for nearly four decades in various fields, he is the most suitable person for the position of Managing Director.

- (v) Remuneration proposed: As per details given in Explanatory Statement
- (vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile of Mr. B.L. Agrawal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
- (vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed to be paid to him, the Managing Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel. He is a promoter of the Company.

### III. Other Information:

- (i) Reasons of loss or inadequate profits: Not applicable, as the Company has posted a net profit after tax of ₹121.40 crores during the year ended 31st March, 2020.
- (ii) Steps taken or proposed to be taken for improvement: Not applicable

(iii) Expected increase in productivity and profits in measurable terms: Not applicable

### IV. Disclosures:

The information and Disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration to Directors". Mr. B.L. Agrawal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of section 164 of the Act. Mr. B.L. Agrawal is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority. Brief resume of Mr. B.L. Agrawal, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein, and are also provided in the Corporate Governance Report forming part of the Annual Report and annexed to the notice.

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 is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

### Item No.5:

Shri Prakhar Agrawal(DIN: 07547965) was appointed as Additional Director of the Company by the Board of Directors of the Company w.e.f. 11th August, 2020. He has also been appointed as Whole Time (Executive) Director for a period of 5 (five) years i.e. up to 10th August, 2025 pursuant to the provisions of Section 196, 197, Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and in accordance with the Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee subject to approval of the shareholders of the Company.

The Proposed remuneration shall be within the overall limit of Section 197 and Schedule V of the Companies Act, 2013.

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 11th August, 2020 have also decided to pay the remuneration payable to Shri Prakhar Agrawal as Whole Time (Executive) Director of the Company pursuant to the provisions of Section 196, 197, 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:** Gross Salary in the scale of ₹10,00,000 to ₹20,00,000 Per Month with effect from 11th August, 2020.

**Commission:** In addition to the salary, he would be entitled to such commission based on the net profits of the Company in any financial year not exceeding 1% (one percent) of such profits as the Nomination and Remuneration Committee shall decide, having regard to the performance of the Company.

**Perquisites:** He shall also be entitled to perquisites which would include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement and leave travel concession for self and family, club fees, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities in accordance with the Rules of the Company. The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

**Others:** Provision of car for use on Company's business, telephone and other communication facilities at residence would not be considered as perquisites.

**Overall Limit:** Provided that the remuneration payable to the appointee (including the salary, commission, perquisites, benefits and amenities) does not exceed the limits laid down in section 197 and computed in the manner laid down in section 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.

#### 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.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

#### I. General Information:

- i. Nature of Industry:  
The Company is engaged in the business of manufacture of iron ore pellets, sponge iron, steel billets, Wire Rods, HB Wires and generation of power and iron ore mining.
- ii. Date or expected date of commencement of commercial production:  
The Company was incorporated on 21st September, 1999 and started commercial operations in the year 17th April, 2001.
- iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- iv. Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2020:

Particulars	₹ in crores
Gross Turnover & Other Income	2774.01
Net profit as per Statement of Profit & Loss (After Tax)	121.40
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	197.64
Net Worth	1197.22

- v. Foreign investments or collaborators, if any: Not Applicable.

#### II. Information about the appointee:

- i. Background details: Refer profile Section as stated above
- ii. Past remuneration during the financial year ended 31st March, 2020: Not Applicable  
Recognition or awards: None
- iii. Job Profile and his suitability: His job profile is to look after over all supervision and management of all the operations of RR Ispat Unit of the Company which inter alia includes sourcing of raw materials, production, marketing, man power planning etc.
- iv. Remuneration proposed: As per details given above.
- v. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile of Mr. Prakhar Agrawal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration

packages paid to similar senior level counterpart(s) in other companies.

- vi. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed to be paid to him, the Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel. He belongs to promoter group as person acting in concert (PAC).

### III. Other Information:

- (i) Reasons of loss or inadequate profits: Not applicable, as the Company has posted a net profit after tax of ₹121.40 crores during the year ended 31st March, 2020.
- (ii) Steps taken or proposed to be taken for improvement: Not applicable
- (iii) Expected increase in productivity and profits in measurable terms: Not applicable

### IV. Disclosures:

The information and Disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration to Directors". Mr. Prakhar Agrawal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of section 164 of the Act. Mr. Prakhar Agrawal is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority. Brief resume of Mr. Prakhar Agrawal, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard

on General Meetings issued by the Institute of Company Secretaries of India are stated herein, and are also provided in the Corporate Governance Report forming part of the Annual Report and annexed to the notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Prakhar Agrawal himself is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

### Item No.6:

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 31st March, 2021 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. 6 of the Notice for determination of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2021.

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. 6.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

By **Order of the Board**

Place: Raipur  
Date: 14.08.2020

**Y.C. Rao**  
Company Secretary

## ANNEXURE

### 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):

Name	Mr. Bajrang Lal Agrawal	Mr. Dinesh Kumar Gandhi	Mr. Prakhar Agrawal	Mr. Vinod Pillai
Brief resume				
i) Age	66	57	25	52
ii) Qualification	B.E. (Electrical)	CA and CS	Graduation from London School of Economics and Diploma holder in Business Management from Century University, Coventry. Graduate Diploma holder in Management and Business Economics from University of Exeter.	Commerce graduate
iii) Experience in specific functional area	Strategic Planning, Project Planning, Production activities.	Accounts, finance, project planning and financing	Plant Operations and Purchases.	Sales, Administration, Liaisoning and Logistics
iv) Date of Appointment on the Board of the Company	17.08.2002	25.02.2005	11.08.2020	28.07.2009
Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 4 of the Notice convening Annual General Meeting dated 14.08.2020 read with explanatory statement thereto	Since he is a Non-Executive Director, no terms of appointment were fixed.	As per the resolution at Item No. 5 of the Notice convening Annual General Meeting dated 14.08.2020 read with explanatory statement thereto	Remuneration in the slab of ₹1,90,000 to ₹2,50,000 per annum along with other perquisites. Sitting Fee will not be paid.
Remuneration last drawn (including sitting fees, if any)	₹240.00 Lakhs	Commission of ₹25 Lakhs	NIL	₹22.80 Lakhs
Remuneration / Sitting Fees proposed to be paid	As per details given in Explanatory Statement	Commission of ₹25 Lakhs	As per details given in Explanatory Statement	₹22.80 Lakhs (approx)
Nature of expertise in specific functional areas	Over four decades of experience in Production activities	He has over 3 decades of experience in the areas of accounts, finance, project planning and financing. A dynamic financial analyst, his competence strategically directs the Company	From behavioural Insight to Strategic Decision Modelling, Social Innovation and Entrepreneurship.	Over 25 years of experience and plays a vital role in commissioning of new projects of Hira Group of Industries
Name(s) of other Listed entities in which the person holds the Directorship	NIL	NIL	NIL	NIL
*Chairman/Member of the Committee of the Board of Directors of the Company	Risk Management Committee	NIL	NIL	1. Corporate Social Responsibility Committee

Name	Mr. Bajrang Lal Agrawal	Mr. Dinesh Kumar Gandhi	Mr. Prakhar Agrawal	Mr. Vinod Pillai
*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
No. of Shares of ₹10 /- each held by the Directors	17,31,398	18,000	5,32,500	NIL
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 and Mr. Siddharth Agrawal, Director and not related to any other Director/ KMP	Not related to any Director / Key Managerial Personnel	He belongs to Promoter Group as Person Acting in Concert with Promoters (PAC) of the Company, however Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
No. of Board Meetings held/ attended during the year	4 /5 (FY 2019 -20) 2 /3 (FY 2020 -21)	5 /5 (FY 2019 -20) 3 /3 (FY 2020 -21)	NA (FY 2019 -20) NA (FY 2020 -21)	4 /5 (FY 2019 -20) 3 /3 (FY 2020 -21)

### Information at a glance

Sr. No.	Particulars	Details
1	Day, Date and Time of AGM	Friday, 25th September, 2020 at 11:30 A.M. (IST)
2	Mode	Video conference and other audio-visual means
3	Participation through Video-Conferencing	Members can login from 11:15 A.M. (IST) on the date of AGM at <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>
4	Helpline Number for VC participation	National Securities Depository Limited ( NSDL) Contact No.: Toll Free No. 1800-222-990 Telephone no. 022- 24994360/022 24994545 Godawari Power and Ispat Limited Contact No. to Mr. Dinesh Gupta 0771-4082200
5	Submission of Questions / Queries Before AGM	Questions/queries shall be submitted 7 days before the time fixed for AGM i.e. by 11:30 A.M. (IST) i.e. on or before 18th September, 2020, by email to Mr. Y.C. Rao, Company Secretary at <a href="mailto:yarra.rao@hiragroup.com">yarra.rao@hiragroup.com</a> mentioning name, demat account no./folio number, email ID, mobile number, etc.
6	Speaker Registration Before AGM	Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at <a href="mailto:yarra.rao@hiragroup.com">yarra.rao@hiragroup.com</a> from Monday, 18th September, 2020 (9.00 a.m. IST) to 23rd September, 2020 (5.00 p.m.) Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM
7	Cut-off date for e-voting	Friday, 18th September, 2020
8	Remote E-voting start time and date	Tuesday, 22nd September, 2020 (9:00 a.m. IST)
9	Remote E-voting end time and date	Thursday, 24th September, 2020 (5:00 p.m. IST)
10	Remote E-voting website of NSDL	<a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>

Sr. No.	Particulars	Details
11	Name, address and contact details of e-voting service Provider	<p>Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013</p> <p>Telephone no. 022- 24994360/022 24994545</p> <p>Toll free no.: 1800-222-990</p> <p>E-mail Id evoting@nsdl.co.in,</p>
12	Name, address and contact details of Registrar and Transfer Agent	<p>Link Intime India Pvt. Ltd.</p> <p>C-101, 247 Park, LBS Marg, Vikhroli (West) Mumbai - 400083 (MH)</p> <p>Email: rnt.helpdesk@linkintime.co.in</p> <p>Contact No.: 022-49186270</p> <p>Fax No.: 022-49186060</p> <p>Toll Free No.: 1800 1020 878</p>
13	E-mail Registration & Contact Updation Process	<p>Demat shareholders: Contact respective Depository Participant.</p> <p>Physical Shareholders: Contact Company's Registrar and Transfer Agents, Link Intime India Private Limited by sending an email request at rnt.helpdesk@linkintime.co.in along with signed scanned copy of the request letter providing the e-mail address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate (both side).</p>