



# HIRA

**GODAWARI POWER & ISPAT**



REF: GPIL/NSE & BSE/2017/3284

Date: 11.10.2017

To,

1. The Listing Department,  
The National Stock Exchange Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), MUMBAI – 400051  
NSE Symbol: GPIL
2. The Corporate Relation Department,  
The Stock Exchange, Mumbai,  
1<sup>st</sup> Floor, Rotunda Building,  
Dalal Street, MUMBAI – 400 001  
BSE Security Code: 532734

Dear Sir,

**Sub: Submission of Minutes of 18<sup>th</sup> Annual General Meeting.**

Please find attached herewith the certified true copy of signed Minutes of 18<sup>th</sup> Annual General Meeting of Shareholders of the Godawari Power and Ispat Limited held on 25<sup>th</sup> September, 2017 at Second Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh - 492001.

Kindly take the above information/documents on record.

Thanking you,

Yours faithfully,

For **GODAWARI POWER AND ISPAT LIMITED**

**Y.C. RAO**  
**COMPANY SECRETARY**

Encl: As Above



## Godawari Power & Ispat Limited

An ISO 9001:2008, ISO 14001:2004 & OHSAS 18001:2007 certified company  
CIN L27106CT1999PLC013756

**Registered Office and Works:** Plot No. 428/2, Phase I, Industrial Area, Siltara, Raipur - 493111, Chhattisgarh, India

**P:** +91 771 4082333, **F:** +91 771 4082234

**Corporate address:** Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492001, Chhattisgarh, India

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

[www.godawaripowerispat.com](http://www.godawaripowerispat.com), [www.hiragroup.com](http://www.hiragroup.com)

## MINUTES

Type of Meeting	18 <sup>th</sup> Annual General Meeting
Name of the Company	Godawari Power & Ispat Limited
Day & Date of Meeting	Monday the 25 <sup>th</sup> September, 2017
Venue of Meeting	2 <sup>nd</sup> Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur, C.G.
Time of Commencement	12.30 PM
Time of Conclusion	01.30 PM

### PRESENT:

1.	Shri Biswajit Choudhuri	Chairman of the Board and Audit Committee
2.	Shri B.N. Ojha	Non-executive Independent Director & Chairman of Stakeholders Relationship Committee
3.	Shri Vinod Pillai	Executive Director
4.	Shri Abhishek Agrawal	Executive Director
5.	Shri Dinesh Agrawal	Executive Director
6.	Shri Sanat Joshi	Representative of Sanat Joshi & Associate Cost Auditors

And 33 other members were present personally, 4 members were present through their authorized representatives and 5 members were present by proxy.

### IN ATTENDANCE:

1. Shri Y.C. Rao Company Secretary & Member

**CHAIRMAN:** Shri Biswajit Choudhuri, Chairman of the company took chair and conducted the proceedings of the meeting.

**QUORUM:** The Chairman commenced the meeting by welcoming the Members to the 18<sup>th</sup> Annual General Meeting (AGM). The Chairman announced that the requisite quorum being present, the meeting was called to order.

**PROXIES:** The Chairman then announced that until 48 hours before the time of the commencement of the Annual General Meeting, 5 valid proxies covering 4930678 equity shares of Rs10/- each and 4 representations under Section 113 of the Companies Act, 2013 from bodies Corporate covering 3685169 equity shares of Rs10/- each, had been received and the same were laid on the table.

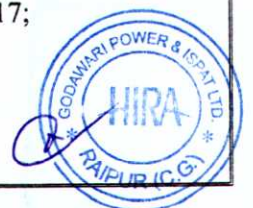
**NOTICE:** With the consent of all the members present in the meeting the Notice convening the Annual General Meeting as circulated to the members of the company was taken as read.

**REGISTERS KEPT FOR INSPECTION:** Chairman declared that the following documents and Registers were kept at the meeting for inspection by the members:

- a. Register of Directors and Key Managerial Persons and their shareholdings;
- b. Register of Contracts in which Directors are interested;
- c. Register of proxies along with the proxies received.
- d. Auditors' Report on the Financial Statements of the company for the year 2016-17;

**CERTIFIED TRUE COPY**

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- e. Secretarial Auditors' Report on the compliances of the applicable statutory provisions for the year ended 31.03.2017;

**VOTING PROCESS:** The Chairman explained the members about the voting process. He then informed the Members that pursuant to Section 108 of the Companies Act, 2013, the Company has provided remote e-voting facility as an alternate for the Shareholders of the Company to enable them to cast their votes electronically between 22<sup>nd</sup> September, 2017 (09:00 AM) to 24<sup>th</sup> September, 2017 (05:00 PM) on the resolutions mentioned in the notice convening the AGM and CS Brajesh R Agrawal, Practicing Company Secretary was appointed as the Scrutinizer for the E-voting Process.

The Chairman further informed that those Members who had not cast their vote through e-voting process were provided Ballot Papers to cast vote on Poll. CS Brajesh R Agrawal, Practicing Company Secretary was appointed as the Scrutinizer for the Poll process also.

The Chairman then informed the Shareholders about the flow of events at the AGM and stated that after his speech, he would first move all the resolutions as set out in the notice of AGM and then, in accordance with section 109 of the Companies Act, 2013 would order for Poll to be conducted on every item of the Agenda separately. After movement of each resolution queries will be invited and the same will be addressed by the management to the satisfaction of the members. The Chairman further stated that on conclusion of the question & answer session, the Shareholders may cast their votes through poll and thereafter a report on the combined results of e-voting and Poll by Ballot would be prepared by the Scrutinizer and the same shall be displayed on the website of the Company and the Stock Exchanges. The Shareholders gave their consent to the said flow of the AGM proceedings.

The Chairman then introduced all other Directors present in the meeting to the shareholders and explained the reasons for absence of the Directors who were not present at the meeting and thereafter, he read his speech.

The Chairman then gave an overview of the Financial Performance of the company for the Financial Year ended 31.03.2017 and its future outlook and thereafter, took up the official business of the meeting chronologically:-

**ITEM NO. 1 ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

The Chairman took up the first agenda and stated that the printed copies of the Financial Statements of the company have been circulated to all the shareholders along with the Notice.

With the consent of all the members present the Director's Report along with Annexures thereto and the Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2017 were taken as read.

The Chairman informed that in terms of section 145 of the Companies Act, 2013, only the qualifications, observations or comments, mentioned in the Auditor's Report, which had any adverse effect on the functioning of the Company, were required to be read at the general meeting. He further informed that the Secretarial Audit Report also did not contain any qualifications, observations, comments or any other remarks. Since there were no such qualifications, observations or comments, the Auditors' Report and Secretarial Audit Report were taken as read.

The Chairman then invited queries if any from the members present. However no queries were raised.

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The Chairman then advised members to propose and second the resolution.

Mr. Rishi Dave, Proposed and Mr. Manish Bohra seconded the following Resolution to be passed as Ordinary Resolution for item no. 1 of the Notice pertaining to adoption of Financial Statements for the financial year ended 31<sup>st</sup> March, 2017 and reports of the Auditors and Directors.

The Chairman then put the following Resolution into motion:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements as on 31st March, 2017 and the Profit and Loss Account for the year ended on 31st March, 2017 together with Directors' and Auditor's Reports thereon be and are hereby adopted."

**ITEM NO. 2 RE- APPOINTMENT OF SHRI VINOD PILLAI WHO RETIRES BY ROTATION**

The Chairman then took up the second agenda and stated that Shri Vinod Pillai having Director Identification Number 00497620 retires by rotation and being eligible for re-appointment it is proposed to re-appoint him as Director of the company.

The Chairman then invited queries if any from the members present. However no queries were raised.

The Chairman then advised members to propose and second the resolution.

Mr. Tonmoy Bose, Proposed and Mr. Abhishek Agrawal seconded the following Resolution to be passed as Ordinary Resolution for item no. 2 of the Notice pertaining to reappoint Shri Vinod Pillai having Director Identification Number 00497620 on the Board of the company.

The Chairman then put the following Resolution into motion:

"RESOLVED THAT Shri Vinod Pillai having Director Identification Number 00497620, who retires by rotation being eligible for re-appointment, be and is hereby reappointed as Director of the Company".

**ITEM NO. 3 APPOINTMENT OF AUDITORS AND FIXATION OF THEIR REMUNERATION**

The Chairman then took up the third agenda and stated that M/s JDS & Co., Chartered Accountants, having registration No. 018400C be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors M/s O.P. Singhanian & Co., Chartered Accountants, for a period of five years to hold office from the conclusion of this Annual General Meeting till conclusion of the Annual General Meeting to be held in the year 2022.

The Chairman then invited queries if any from the members present. However no queries were raised.

The Chairman then advised members to propose and second the resolution.

Mr. Ashish Dakalia, Proposed and Mr. Reetesh Kumar seconded the following Resolution to be passed as Ordinary Resolution for item no. 3 of the Notice pertaining to appointment of M/s JDS &



Co., Chartered Accountants, Raipur with Firm Registration Number 018400C as Statutory Auditors of the Company.

The Chairman then put the following Resolution into motion:

**“RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s JDS & Co., Chartered Accountants, having registration No. 018400C be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors M/s O.P. Singhania & Co., Chartered Accountants, for a period of five years to hold office from the conclusion of this Annual General Meeting till conclusion of the Annual General Meeting to be held in the year 2022 (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting if required as per the provisions of the Companies Act, 2013 or any modification made there under in this regard) on a remuneration to be decided mutually, by the Board of Directors of the Company and M/s JDS & Co., Chartered Accountants from time to time.”

**ITEM NO. 4 REVISION IN REMUNERATION PAYABLE TO SHRI BAJRANG LAL AGRAWAL AS MANAGING DIRECTOR.**

The Chairman took up the fourth agenda and stated for the revision of the remuneration payable to Shri Bajrang Lal Agrawal as Managing Director 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 Companies Act, 2013. The remuneration proposed to be paid to him as per the details mentioned in the explanatory statement to the Notice of Annual General Meeting shall be within the overall limit of Section 197 of the Companies Act, 2013 read with Schedule V to the said Act.

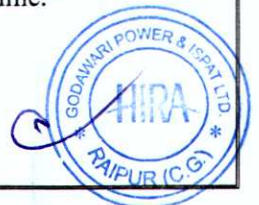
The Chairman then invited queries if any from the members present. However no queries were raised.

The Chairman then advised members to propose and second the resolution.

Mr. Rajesh Kumar, Proposed and Mr. Mohit Chande seconded the following Resolutions to be passed as Special Resolutions for item no. 4 of the Notice pertaining to revision in remuneration of Shri Bajrang Lal Agrawal as Managing Director.

The Chairman then put the following Resolution into motion:

**“RESOLVED THAT** pursuant to the provisions of Sections 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, Managing Director of the Company (DIN : 00479747) 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 deemed fit and as may be acceptable to Mr. 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.”



**ITEM NO.5 RE-APPOINTMENT OF SHRI DINESH AGRAWAL AS WHOLE TIME DIRECTOR AND FIXATION OF REMUNERATION PAYABLE TO HIM:**

The Chairman took up the fifth agenda and stated that Shri Dinesh Agrawal was re-appointed as Whole Time Director of the company with effect from August 11, 2017 for a period of 5 (five) years. The remuneration proposed to be paid to him as per the details mentioned in the explanatory statement to the Notice of Annual General Meeting shall be within the overall limit of Section 197 of the Companies Act, 2013 read with Schedule V to the said Act.

The Chairman then invited queries if any from the members present. However no queries were raised.

The Chairman then advised members to propose and second the resolution.

Mr. Tonmoy Bose, Proposed and Mr. Dharmendra Daga seconded the following Resolutions to be passed as Ordinary Resolutions for item no. 5 of the Notice pertaining to reappointment of Whole-Time Director.

The Chairman then put the following Resolution into motion:

“RESOLVED THAT pursuant to the provisions of Sections 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 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 Dinesh Agrawal (DIN: 00479936) as a Whole-Time Director of the Company for a period of five years with effect from August 11, 2017 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 Dinesh 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.”

**ITEM NO. 6 REVISION IN REMUNERATION PAYABLE TO SHRI ABHISHEK AGRAWAL AS WHOLE-TIME DIRECTOR:**

The Chairman took up the sixth agenda and stated for the revision of the remuneration of Shri Abhishek Agrawal as Whole-Time Director 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 Companies Act, 2013. The remuneration proposed to be paid to him as per the details mentioned in the explanatory statement to the Notice of Annual General Meeting shall be within the overall limit of Section 197 of the Companies Act, 2013 read with Schedule V to the said Act.

The Chairman then invited queries if any from the members present. However no queries were raised.

The Chairman then advised members to propose and second the resolution.



Mr. Reetesh Kumar, Proposed and Mr. Devanand Chauragade seconded the following Resolutions to be passed as Special Resolutions for item no. 4 of the Notice pertaining to revision in remuneration of Shri Abhishek Agrawal as Whole-Time Director.

The Chairman then put the following Resolution into motion:

**“RESOLVED THAT** pursuant to the provisions of Sections 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, Whole-Time Director of the Company (DIN : 02434507) 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 and as may be acceptable to Mr. Abhishek 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.”

**ITEM NO. 7 APPROVAL OF REMUNERATION OF COST AUDITORS:**

The Chairman took up the seventh agenda and stated that the Board, on the recommendation of the Audit Committee, has approved the appointment 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 March 31, 2018 at a remuneration of Rs.65,000. He further stated that 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 ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 07 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

The Chairman then invited queries if any from the members present. However no queries were raised.

The Chairman then advised members to propose and second the resolution.

Mr. Abhishek Agrawal, Proposed and Mr. Rishi Dave seconded the following Resolutions to be passed as Ordinary Resolutions for item no. 7 of the Notice pertaining to reappointment of M/s Sanat Joshi & Associates as Cost Auditors for the year 2017-18.

The Chairman then put the following Resolution into motion:

**“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 March 31, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”



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

**ITEM NO. 8 APPROVAL FOR CONVERSION OF OUTSTANDING RESTRUCTURED LOANS, IN CASE OF FAILURE ON THE PART OF THE COMPANY TO REPAY THE RESTRUCTURED LOAN AND ACHIEVE THE FINANCIAL PERFORMANCE AS STIPULATED IN TERMS OF THE MASTER RESTRUCTURING AGREEMENT (MRA) ENTERED INTO ON MARCH 30, 2017 BETWEEN THE COMPANY AND THE LENDERS:**

The Chairman took up the eighth agenda and stated that the majority of lenders of the Company have approved the Restructuring Package for restructuring of existing debt facilities i.e. Rupee Term Loans, External Commercial Borrowing, Non-Convertible Debentures (NCD), Working Capital Limits etc. (hereinafter referred to as “Restructured Loans”) under Corrective Action Plan as per the prevailing RBI guidelines and the Company has executed the Master Restructuring Agreement (MRA) and other necessary security documents, in favor of the majority of the Lenders on 30<sup>th</sup> March, 2017 for implementation of Restructuring Package and the same has been implemented by the Lenders on 30<sup>th</sup> March, 2017.

The Chairman then invited queries if any from the members present. However no queries were raised.

The Chairman then advised members to propose and second the resolution.

Mr. Devanand Chauragade, Proposed and Mr. Baban Tamrakar seconded the following Resolutions to be passed as an Special Resolutions for item no. 8 of the Notice pertaining to approval for conversion of outstanding restructured loans, in case of failure on the part of the company to repay the restructured loan and achieve the financial performance as stipulated in terms of the Master Restructuring Agreement (MRA) entered in to on march 30, 2017 between the company and the lenders.

The Chairman then put the following Resolution into motion:

**“RESOLVED THAT** as per the provisions of Section 62 (3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under, if any, the consent of the Company be and is hereby accorded to convert the outstanding Rupee Term Loans, Working Capital Term Loan, Non-Convertible Debentures, Funded Interest Terms Loans (hereinafter referred to as “Restructured Loans”, together with the unpaid interest or part thereof, whether secured or unsecured granted to the Company by the Rupee Term Lenders, Working Capital Term Lenders, Funded Interest Term Lenders, Non-Convertible Debenture Holders and Working Capital Lenders (Collectively called as Lenders), into equity shares of the Company, on such terms and conditions as may be agreed upon between the Board of Directors and Lenders, as the case may be, in case of failure on the part of the Company to repay the Restructured Loans and achieve the financial performance, as per terms & conditions stipulated in the Master Restructuring Agreement (MRA) entered in to between the Company and the Lenders on March 30, 2017 and each of the individual lender, who executed the MRA subsequently, who shall be vested with unconditional and unequivocal right to convert the entire Restructured Loans into equity share capital as may be agreed upon between the Lenders & Board of Directors of the Company, and the same shall be subject to the terms and conditions as contained in the Master Restructuring Agreement dated 30.03.2017 and also subject to compliance of the applicable rules & regulations, as may be in force.”

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**“RESOLVED FURTHER THAT** on receipt of the notice of conversion, the Board (Board includes committee duly constituted/to be constituted by the Board to exercise its power etc.) be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid up Equity Shares in the Company to such Lenders.”

**“RESOLVED FURTHER THAT** the Equity shares to be allotted and issued to the Lenders pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then existing equity shares of the company.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or any Committee of Directors or any other executives or officers of the Company to give effect to the aforesaid resolution.”


**Copy of the Explanatory Statement is annexed herewith as Annexure 1 which shall form an integral part of these minutes**

**Voting by Poll:**

The chairman suo moto announced poll to be taken from all the members present in the meeting who had not exercised their votes through e-voting and that the poll would be taken upto 01:15 P.M and advised CS Brajesh R Agrawal, the Scrutinizer appointed for the purpose to complete the poll process and submit his report as early as possible.

**VOTE OF THANKS**

There being no other business to transact, the meeting terminated after completion of casting of all the votes, with a vote of thanks to the Chair.

  
25/09/2017  
**BISWAJIT CHOUDHURI**  
**CHAIRMAN**



## ANNEXURE 1

### EXPLANATORY STATEMENT TO THE NOTICE OF THE 18<sup>TH</sup> ANNUAL GENERAL MEETING IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 03:

Pursuant to the provisions of Sec. 139 of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 statutory auditors shall be appointed at the annual general meeting to hold office from the conclusion of one meeting until the conclusion of the sixth meeting, provided that every company existing on or before 01.04.2014 shall comply with this Sec.139 within 3 years.

M/s O.P. Singhania and Co., Chartered Accountants were re-appointed as Statutory Auditor in the Annual General Meeting held on 20<sup>th</sup> September, 2016. The Statutory Auditors tenure, as per provisions of the section 139 of the Act, shall be expiring on conclusion of Annual General Meeting i.e, AGM for the year 2016-17 Therefore, the existing Statutory Auditor of the Company cannot be reappointed.

The Audit Committee has considered the qualifications and experience of the proposed auditors M/s JDS & Co. and has recommended their appointment as Statutory Auditors of the Company for a period of five years, subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting. The Board of Directors has also considered the matter and recommends the passing of the Ordinary Resolution appointing M/s JDS & Co., Chartered Accountants, as statutory auditors in place of the retiring Auditor M/s O.P. Singhania & Co. Written consent of the proposed auditors together with a certificate certifying that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 have been received.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members.

#### Item No. 04 to 06: INCREASE IN REMUNERATION:

The Board of Directors approved the proposal as recommended by the Nomination and Remuneration Committee to increase remuneration payable to all the executive directors, key managerial personnel in view of the necessity for focused involvement and increased responsibility in the affairs of the company due to adverse prevailing market and economic conditions in the industry as a whole which is need of the hour for revival of the company. The proposed remuneration is within the overall limit of Section 197 and Schedule V of the Companies Act, 2013.



**Item No. 04:**

Mr. Bajrang Lal Agrawal, was appointed as Managing Director of the company w.e.f. 12.08.2015 for a period of 5 (five) years.

The Board of Directors approved the proposal 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 Companies Act, 2013 and subject to approval of the shareholders of the company by way of special resolution as under:

**Salary:** Rs.15,00,000 per month in the scale of Rs. 15,00,000/- to 18,00,000/-per Month with retrospective effect from April 01, 2017.

**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. Insurance: as per the rules of the Company
5. Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad as per Rules of the Company.
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 Mr. Bajrang Lal Agrawal, shall always be subject to the overall ceilings laid down in Sections 196 and 197 and other applicable provision of the Companies Act, 2013.

**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 Companies Act, 2013 (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.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Shri B.L. Agrawal himself and Shri Abhishek Agrawal being relative, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.



The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

**Item no. 05:**

Shri Dinesh Agrawal was appointed as Whole Time Director of the company w.e.f. August 11, 2012 for a period of 5 (five) years i.e. up to August 10, 2017. His tenure of office as Whole Time Director of the Company expires after August 10, 2017. Hence it is proposed to re-appoint Shri Dinesh Agrawal as Whole Time 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.

Mr. Dinesh Agrawal is an Electrical Engineer and second generation entrepreneur and has been spearheading the Company's ferro alloys and steel rolling and expansion projects of the Company's units in the past and his association with the Company is for over 20 years. He is currently managing Company finished steel business and also involved in identifying newer opportunities for the Company's business.

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors have also decided to fix the remuneration payable to Shri Dinesh Agrawal, as Whole Time Director of the Company as follows with effect from August 11, 2017.

**Salary:** Rs.12,00,000 per month in the scale of Rs. 12,00,000/- to 15,00,000/-per Month with effect from August 11, 2017 up-to the date of cessation of Mr. Dinesh Agrawal as WTD of the Company, i.e. up-to August 10, 2022.

**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. Insurance: as per the rules of the Company
5. Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad as per Rules of the Company.
6. Children's education allowance: In case of children studying in or outside India, an allowance limited to a maximum of Rs. 12,000 per month per child or actual expenses incurred, whichever is less. Such allowance is admissible up to a maximum of two children.
7. 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 members 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.
8. 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. Dinesh Agrawal, shall always be subject to the overall ceilings laid down in Sections 196 and 197 and other applicable provision of the Companies Act, 2013.

#### **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 Companies Act, 2013 (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.

Except Shri Dinesh Agrawal 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. 5.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

#### **Item no. 06:**

Mr. Abhishek Agrawal, was appointed as Whole-time- Director of the company w.e.f. 28.05.2016 for a period of 5 (five) years.

The Board of Directors has approved the proposal 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 Companies Act, 2013 and subject to approval of the shareholders of the company by way of special resolution as under:

**Salary:** Rs.12,00,000 per month in the scale of Rs. 12,00,000/- to 15,00,000/-per Month with retrospective effect from April 01, 2017.

#### **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. Insurance: as per the rules of the Company
5. Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad as per Rules of the Company.
6. Children's education allowance: In case of children studying in or outside India, an allowance limited to a maximum of Rs. 12,000 per month per child or actual expenses incurred, whichever is less. Such allowance is admissible up to a maximum of two children.
7. 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 members 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.
8. 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. Abhishek Agrawal, shall always be subject to the overall ceilings laid down in Sections 196 and 197 and other applicable provision of the Companies Act, 2013.

#### **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 Companies Act, 2013 (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.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Shri Abhishek Agrawal himself and Shri B.L. Agrawal being relative, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members.

#### **Item no. 07:**

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 March 31, 2018 at a remuneration of Rs. 65,000/-. M/s. Sanat Joshi & Associates has been cost auditors of the Company since FY 2011-12.

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 ratified by the shareholders of the Company.



Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

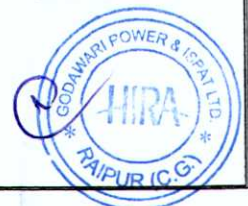
None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

**Item no. 08:**

The majority of lenders of the Company have approved the Restructuring Package for restructuring of existing debt facilities i.e. Rupee Term Loans, External Commercial Borrowing, Non-Convertible Debentures (NCD), Working Capital Limits etc. (hereinafter referred to as "Restructured Loans") under Corrective Action Plan as per the prevailing RBI guidelines and the Company has executed the Master Restructuring Agreement (MRA) and other necessary security documents, in favor of the majority of the Lenders on 30<sup>th</sup> March, 2017 for implementation of Restructuring Package and the same has been implemented by the Lenders on 30<sup>th</sup> March, 2017. The remaining Lenders have subsequently executed the security documents through the Deed of Accession. The salient features of the Restructuring Package are given below:

- 1) New restructured rupee term loans aggregating to **Rs. 597.48 Crores ("Restructured Rupee Loans I")** sanctioned by Axis ("Axis"), Canara Bank ("CB"), State Bank of India ("SBI"), Bank of Baroda ("BOB"), IDBI Bank Limited ("IDBI") and The Lakshmi Vilas Bank Limited ("LVB");
- 2) New restructured, merged, converted Existing ECB Facility into new rupee loans aggregating to **Rs. 330.97 Crores ("Restructured Rupee Loans II")** sanctioned by Axis, CB and Indian Overseas Bank ("IOB");
- 3) Conversion of the irregular portion of the working capital facilities into working capital term loans aggregating to **Rs. 321.92 Crores ("Working Capital Term Loans" or "WCTL")** sanctioned by CB, Axis, SBI, BOB, IOB ;
- 4) conversion of the interest overdue on the Existing Facilities as on the Cut-Off Date into funded interest term loan with respect to the interest overdue on the Existing Facilities aggregating to **Rs. 102.16 Crores ("Funded Interest Term Loan" and/or "FITL")** sanctioned by SBI, Axis, CB, BOB, IOB, IDBI, LVB and Tata Capital Financial Services Limited ("TCFSL");
- 5) Restructured NCDS aggregating to NCDs to **Rs. 55.84 Crores ("NCDs")** sanctioned by the NCD Holders viz., Axis, CB and TCFSL;
- 6) Reduction in the working capital facilities aggregating to **Rs. 264.26 Crores ("Revised Working Capital Facilities")** a group of banks viz., CB, Axis, SBI, BOB, IOB and IDBI, led by CB;
- 7) The promoters of the Company were required to bring-in their contribution of Rs 31.00 Crores in the form equity share capital which they have already contributed by way of allotment of 24,80,000 equity shares of Rs. 10/- each at a premium of Rs. 115/- per share on preferential issue and allotment of shares has been completed.

*[Handwritten Signature]*



- 8) Creation of security in favour of Axis Trustee Services Limited ("ATSL") as Security Trustee for the benefit of all the Lenders.
- 9) Pledge of 50,00,000 equity shares of the Company held by the Promoter viz., Mr. B. L. Agarwal, Mr. Narayan Prasad Agrawal, Mr. Hanuman Prasad Agrawal and Mr. Dinesh Agrawal, pledge of 24,80,000 equity shares allotted by the Company under preferential issue and Pledge of 1,18,00,000 equity shares of Godawari Energy Limited held by the company.

In terms of MRA and pursuant to the RBI guidelines, the Lenders shall have a right to convert the outstanding "Restructured Loans", if any, at any time, into equity shares, as per prevailing guidelines of Security Exchange Board of India ("SEBI"), covenants of the MRA and/or security documents executed by the Company whichever is applicable, in case of failure on the part of the Company to repay the restructured debt as per terms of the Restructuring Package and achieve the financial performance as stipulated in MRA, the Lenders and each of the individual Lender shall be vested with unconditional and unequivocal right to convert the entire Restructured Loans, by whatever name called, together with the unpaid interest or part thereof into equity shares of the Company. Such conversion of total aggregate dues from Company or part thereof into equity shares shall be carried out at the discretion of the majority of the Joint Lenders' Forum members upon determination that the Borrower's Restructured Loans and Revised Working Capital Facilities have the potential to become viable.

In accordance with the provisions of Section 62 (3) of the Companies Act, 2013, it is proposed to obtain approval of the Members for conversion of the Restructured Loans availed by the Company from the Lenders, the Company agrees and understands that for the purpose of conversion of 'total aggregate dues from Borrower' or part thereof into equity, the total conversion price of the shares shall be determined by following the extant guidelines of SEBI/RBI, prevailing as on the date of such conversion of Restructured Loans into equity share capital.

It is further mentioned that in terms of Restructuring Package approved by the Lenders, the Company has started making repayment of the installments of Loans together with interest thereon effective from 31<sup>st</sup> March, 2017 and Company is regular in meeting its obligation under the MRA.

Your Directors recommends resolution set out at Item No. 8 of the Notice as Special Resolution.

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. 8.

The Board recommends the resolution set forth in Item No. 8 for the approval of the Members.

*Bhalla*  
25/09/2017  
**BISWAJIT CHOUDHURI**  
**CHAIRMAN**





**REPORT OF THE SCRUTINIZER:**

CS Brajesh R Agrawal has scrutinized the votes casted through ballot/Poll Paper at the AGM and thereafter unblocked the votes casted through remote e-voting in presence of two witnesses. The consolidated Scrutinizer's Report was submitted by CS Brajesh R Agrawal to the Company Secretary on 25.09.2017 and as per the said report all the resolutions have been passed. A copy of the said report attached herewith as Annexure II, shall form an integral part of these minutes.

  
25/09/2017  
BISWAJIT CHOUDHURI  
CHAIRMAN

