



GODAWARI POWER & ISPAT

REF: GPIL/NSE&BSE/2018/3413

Date: 01.02.2018

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,
1st Floor, Rotunda Building,
Dalal Street, MUMBAI – 400 001
BSE Security Code: 532734

Dear Sir/Madam,

Sub: Submission of Notice of Extra Ordinary General Meeting to be held on 27.02.2018.
Ref: NSE Symbol: GPIL & BSE Scrip Code- 532734

In compliances with regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find attached herewith the Notice of Extra Ordinary General Meeting of Godawari Power and Ispat Limited will be held on **27th February, 2018 at 11:30 AM** at the Corporate Office of the Company at Second Floor, Hira Arcade, Near New Bus Stand, Pandri Raipur, Chhattisgarh -492001.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide the remote e-voting facility to its shareholders to exercise their vote at the EGM by electronic means and the business may be transacted through remote e-voting services provided by National Securities Depository Limited (NSDL).

The remote e-voting period shall commence on **24th February, 2018 (9:00 AM)** and ends on **26th February, 2018 (5:00 PM)**. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut- off date of **20th February, 2018** may cast their vote electronically.

Kindly disseminate the information on the official website of the Exchange for the information of all members of the Exchange and Investors.

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, www.hiragroup.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

**TO ALL THE MEMBERS
GODAWARI POWER AND ISPAT LIMITED**

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of Godawari Power And Ispat Limited will be held on Tuesday, the 27th day of February, 2018 at 11:30 AM at the Corporate Office of the Company situated at 2nd Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492001, Chhattisgarh to transact the following business:

SPECIAL BUSINESS:

1. Further Issue of Securities

To consider and if thought fit, to pass with or without modifications(s), the following Resolution as Special Resolution:

“RESOLVED THAT

- a. pursuant to the provisions of Sections 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (“**SEBI Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreements entered into by the Company with the stock exchanges where equity shares of the Company of face value Rs. 10 each are listed, enabling provisions of the Memorandum and Articles of Association of the Company, the Depository Receipts Scheme, 2014, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, and any statutory modifications, re-enactments or amendments from time to time to the above mentioned regulations, rules and schemes and clarifications issued thereon from time to time and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent authorities/bodies, whether in India or abroad and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (“**SEBI**”), Government of India (“**GoI**”), Reserve Bank of India (“**RBI**”), Foreign Investment Promotion Board (“**FIPB**”), Department of Industrial Policy & Promotion (“**DIPP**”) and all other appropriate and / or competent authorities or bodies whether in India or abroad to the extent applicable and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred as “**Board**” which term shall include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to offer, create, issue and allot including with provisions for reservation on firm and/or competitive basis, of such part of the issue and for such categories of persons as may be permitted, with or without green shoe option, in one or more tranches, to investors whether Indian or Foreign, including Foreign Institutions, Qualified Institutional Buyers (“**QIB**”), Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, trusts, stabilizing agents or otherwise or any combination thereof, whether or not such investors are shareholders, promoters, directors or associates of the Company, through issue of equity shares of the Company (“**Equity Shares**”) and / or Global Depository Receipts (“**GDRs**”) and / or American Depository Receipts (“**ADRs**”) and / or Foreign Currency Convertible Bonds (“**FCCB**”) and/or fully convertible debentures and/or partly convertible debentures and/ or optionally convertible debentures and/ or non convertible debentures with warrants and/ or debentures and/ or other securities convertible into equity shares at the option of the Company and/ or holder(s) of such securities, with or without voting/special rights, or with or without detachable warrants with a right exercisable by the warrant holders to subscribe to the Equity Shares or otherwise (all of which are hereinafter collectively referred to as “**Securities**”) or combination of Securities, at such time or times in one or more tranches, whether rupee denominated or denominated in foreign currency, by way of one or more public and/or private offerings and/or on preferential allotment basis including a qualified institutions placement or any combination thereof, at such price or prices, at market price or at a discount or premium to market price in terms of applicable regulations, to any eligible investors, including residents and/or non-residents and/or qualified institutional buyers and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agents or otherwise, whether or not such investors are members of the Company as may be deemed appropriate by the Board and as permitted under applicable laws and regulations, for an amount upto Rs. 5000 million in Indian Rupees or an equivalent amount in any foreign currency, as the Board may determine, where necessary in consultation with the Lead Managers, Merchant Bankers, Underwriters, Guarantors, Financial and other agencies, as required, and on such terms and

conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed, so as to enable to list on any stock exchanges in India and / or on any of the overseas stock exchanges, wherever required and as may be permissible.”

- b. the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the international market and may be governed by the applicable laws.”
- c. in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Depository Receipts Scheme, 2014, the Foreign Exchange Management (Transfer or Issue of Securities by a person resident outside India) Regulations, 2000 and such other notifications, clarifications, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactments thereof).”
- d. in the event the Securities are proposed to be issued as FCCBs, subject to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipts Mechanism) Scheme, 1993, including any statutory modifications, re-enactments or amendments thereto from time to time and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of determining the floor price for conversion of the FCCBs into equity shares shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open such issue after the date of this Resolution or such other date as may be prescribed under applicable law.”
- e. in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI Regulations, the pricing shall be determined in compliance with principles and provisions set out in the regulation 85 of Chapter VIII of the SEBI Regulations and the Board may offer a discount of not more than 5% (five per cent) on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations.”
- f. in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI Regulations, the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue or such other date as may be prescribed under applicable law.”
- g. the Board be and is hereby authorised to enter into any arrangement with any agencies or bodies for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and / or international practice and regulations and under the norms and practices prevalent in the domestic / international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.”
- h. for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalization and approval of the offer document(s), private placement offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, premium amount on issue / conversion / exercise / redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.”
- i. the Securities to be created, issued, allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.”
- j. the Equity Shares so issued shall in all respects rank *pari passu* with the existing Equity Shares of the Company and shall be listed with the stock exchanges where the Company's existing equity shares are listed.”
- k. the Board be and is hereby authorised to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts / agreements, memorandum, documents, etc. as may be required.”
- l. for the purpose of giving effect to the above, the Board be and is hereby authorised in consultation with the merchant banker(s), advisors and / or other intermediaries as may be appointed in relation to the issue of Securities, to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or

expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to any of the aforesaid or otherwise in relation to the issue of Securities.”

- m. the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of director(s) or any director(s)/officer of the Company in such manner as they deem fit in their absolute discretion with the power to take such steps and do all such acts, deeds, matters and things as they deem fit and proper for the purposes of the issue.”

2. Appointment of Shri Siddharth Agrawal as Director

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 149,152, 160 read with Schedule IV 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 Siddharth Agrawal (DIN: 02180571), who was appointed as an Additional Director by the Board of Directors at its meeting held on January 20, 2018 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 this General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

**By Order of the Board
For Godawari Power & Ispat Limited**

**Date: 20th January, 2018
Place: Plot No. 428/2, Phase I, Industrial Area,
Siltara, Raipur – 493111, Chhattisgarh**

**Sd/-
Y.C. Rao
Company Secretary (FCS-3679)**

NOTES:

1. EXPLANATORY STATEMENT

The explanatory statement required pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

2. PROXY

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

3. VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/ Depository Participants):

- (i) Open email and open PDF file viz; "GPIL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <http://www.evoting.nsdl.com/>
- (iii) Click on Shareholder- Login.
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click login.
- (v) Password change menu appears. Change the password/PIN with the new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of GPIL - 108154.
- (viii) Members can cast their votes online from **24th February, 2018 (9:00 am)** till **26th February, 2018 (5:00 pm)**.
Note: E-Voting shall not be allowed beyond said time.
- (ix) Now you are ready for e-voting as Cast Vote page opens.
- (x) Cast your vote by selecting appropriate option and click on "submit" also "Confirm" when prompted.
- (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through email to office.csps@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM (for members whose e-mail IDs are not registered with the Company/ Depository Participants or requesting physical copy):

- I Initial password is provided as below/ at the bottom of the Attendance Slip for the
EGM: EVEN (E Voting Event Number) 108154 USER ID PASSWORD/PIN
- II Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) of Para A above, to cast vote.
- III. 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 Downloads section of www.evoting@nsdl.co.in
- IV. Persons who have acquired shares and became members of the Company after (cut-off date for dispatch **19th January, 2018**) the dispatch of the Notice of the EGM but before the cut-off date of **20th February, 2018** may obtain their user ID and password for e-voting by sending a request at evoting@nsdl.co.in or write to our RTA at rnt.helpdesk@linkintime.co.in.
- V. If you are already registered with NSDL for evoting then you can use your existing user ID and password/PIN for casting your vote.
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. The e-voting period commences on **24th February, 2018 (9:00 am)** and ends on **26th February, 2018 (5:00 pm)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **20th February, 2018**, 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.
- VIII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as the cut-off date (record date) of **20th February, 2018**.
- XI. CS Brajesh R. Agrawal, Practising Company Secretary C/o B R Agrawal & Associates (CP No. 5649 & Membership No. F5771) has been appointed as the Scrutinizer to scrutinize the e- voting process and to conduct poll at EGM in a fair and transparent manner.
- X. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- XI. The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizers Report shall be placed on the Company's website www.godawaripowerispat.com and on the website of NSDL within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the Stock Exchanges.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the EGM of the Company.

**By Order of the Board
For Godawari Power & Ispat Limited**

Date: 20th January, 2018
Place: Plot No. 428/2, Phase I, Industrial Area,
Siltara, Raipur – 493111, Chhattisgarh

**Sd/-
Y.C. Rao
Company Secretary (FCS-3679)**

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

ITEM NO: 1

The Company is seeking to raise funds for reduction in the long term debt in order to strengthen its Balance Sheet, improving debt profile and financial ratios and also for pursuing various opportunities for its growth in its core business of steel. This would require sufficient resources including funds to be available from internal accruals. The generation of internal funds may not always be adequate to meet all the requirements of the Company. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for meeting the desired fund requirements including for capital expenditure, working capital, refinancing the existing borrowings and also such other corporate purposes as may be permitted under the applicable laws and as may be specified in the appropriate approvals.

This would also help the Company to take quick and effective action to capitalize on the opportunities, as and when available.

Pursuant to section 62(1)(c) of the Companies Act, 2013 and rules made thereunder, as amended, in case the Company proposes to issue equity shares/convertible warrants to any persons other than existing shareholders, whether or not such persons are shareholders, approval of shareholders through Special Resolution is required.

The Board of Directors, accordingly, at their meeting held on 20th January, 2018 has recommended to the shareholders to give their consent through special resolution to the Board of Directors or any Committee of the Board to raise funds through issuance of Equity Shares and / or Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") and / or Foreign Currency Convertible Bonds ("FCCBs") and/or Convertible Bonds / Debentures or any equity linked instrument/s ("Securities") as may be appropriate to persons who may or may not be the existing shareholders through private placement and / or qualified institutional placement ("QIP") and / or any other permitted modes at a price to be determined as per the SEBI (Issue of Capital & Disclosure Requirement) Regulations, as amended (the "SEBI Regulations") or as per other applicable rules and regulations, upto an amount of upto Rs. 5,000 million in Indian Rupees and / or an equivalent amount in any foreign currency under section 62 read with section 179 of the Companies Act, 2013, as amended or other applicable laws. While no specific instrument or instruments of Securities has been identified at this stage, the Board may opt for an appropriate instrument in the best interest of the Company. Such issue shall be subject to the provisions of the Companies Act, 2013, as amended and rules made there under from time to time, Articles of Association of the Company, SEBI Regulations and other applicable laws.

Pursuant to Sections 42 and 62 of the Companies Act, 2013, as amended read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Act"), as amended a company offering or making an invitation to subscribe aforesaid Securities is required to obtain prior approval of the shareholders by way of the special resolution. If approved by shareholders, a preferential issue, including a QIP, shall be completed within one year from the date of passing of special resolution and in case of issue by way other than QIP, provisions as applicable to the proposed issue shall be applicable. Equity Shares, proposed to be issued, shall in all respects rank pari passu with the existing equity shares of the Company.

In view of the above, it is proposed to seek approval from the shareholders of the Company through Extra Ordinary General Meeting to offer, create, issue and allot above Securities, in one or more tranches, to investors, inter alia, through QIP, by way of private placement or otherwise and to authorise the Board of Directors (including any Committee thereof authorised for the purpose) to do all such acts, deeds and things on the matter. The Board may offer a discount of not more than 5% on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations. The resolutions contained in item no. 1 of the accompanying Notice, accordingly, seek shareholders' approval through special resolution for raising funds as above through issue of Securities in one or more tranches and authorizing the Board of Directors (including any Committee thereof authorised for the purpose) of the Company to complete all the formalities in connection with the issue of Securities.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the SEBI (ICDR) Regulations, 2009, the Companies Act, 2013, or any other guidelines/regulations/ consents as may be applicable or required.

In case of issue of convertible bonds and/or equity shares through depository receipts the price will be determined on the basis of the current market price and other relevant guidelines.

The "Relevant Date" for the above purpose, shall be:

- i. in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue;
- ii. in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the Resolution to the extent of their shareholding in the Company.

The Board commends this resolution as set out in the Notice for your approval as Special Resolution.

ITEM NO. 2:

Shri Siddharth Agrawal aged 37 years is an M.B.A. having more than 10 years of experience in various capacities and presently he is Managing Director of Godawari Green Energy Limited (GGEL), a subsidiary of the Company, managing & overseeing the operation, which inter alia includes production, general administration and other associated matters etc.

Shri Siddharth Agrawal belongs to promoter group of the Company and is holding 94,000 Equity Shares in the Company.

The Board of Directors upon recommendation of Nomination and Remuneration Committee, and pursuant to Section 149 & 152, at its meeting held on 20th January 2018, appointed Shri Siddharth Agrawal as an Additional Director (Non Executive) of the Company with effect from 20th January 2018. He will continue to be Managing Director of GGEL.

Under Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company, Shri Siddharth Agrawal holds office only up-to the date of the General Meeting of the Company and he shall be eligible for appointment by the Company as a Director at that meeting subject to the provisions of the Act.

A notice under section 160 of the Companies Act, 2013 has been received from a member proposing the appointment of Shri Siddharth Agrawal as a candidate for the office of Director of the Company. He is not holding any directorship in other listed Company and also not holding Chairmanship /Membership in any committee of the Company.

Except Shri Bajrang Lal Agrawal, Managing Director and Shri Abhishek Agrawal, Executive Director being relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 02.

The Board recommends the resolution set forth in Item No. 02 of the notice for your approval as an ordinary resolution.

**By Order of the Board
For Godawari Power & Ispat Limited**

**Date: 20th January, 2018
Place: Plot No. 428/2, Phase I, Industrial Area,
Siltara, Raipur – 493111, Chhattisgarh**

**Sd/-
Y.C. Rao
Company Secretary (FCS-3679)**

PROXY FORM

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

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

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

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

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Tuesday, February 27, 2018 at 11:30 a.m. at Corporate Office of the Company situated at 2nd Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492001, Chhattisgarh and at any adjournment thereof in respect of such resolutions as are indicated below:

*I wish my above proxy to vote in the manner as indicated in the box below:-

SI No.	Resolutions	Optional*	
		For	Against
1	Further Issue of Securities		
2	Appointment of Shri Siddharth Agrawal as Director		

Signed this _____ day of _____ 2018

Affix Re.1/-
Revenue
Stamp

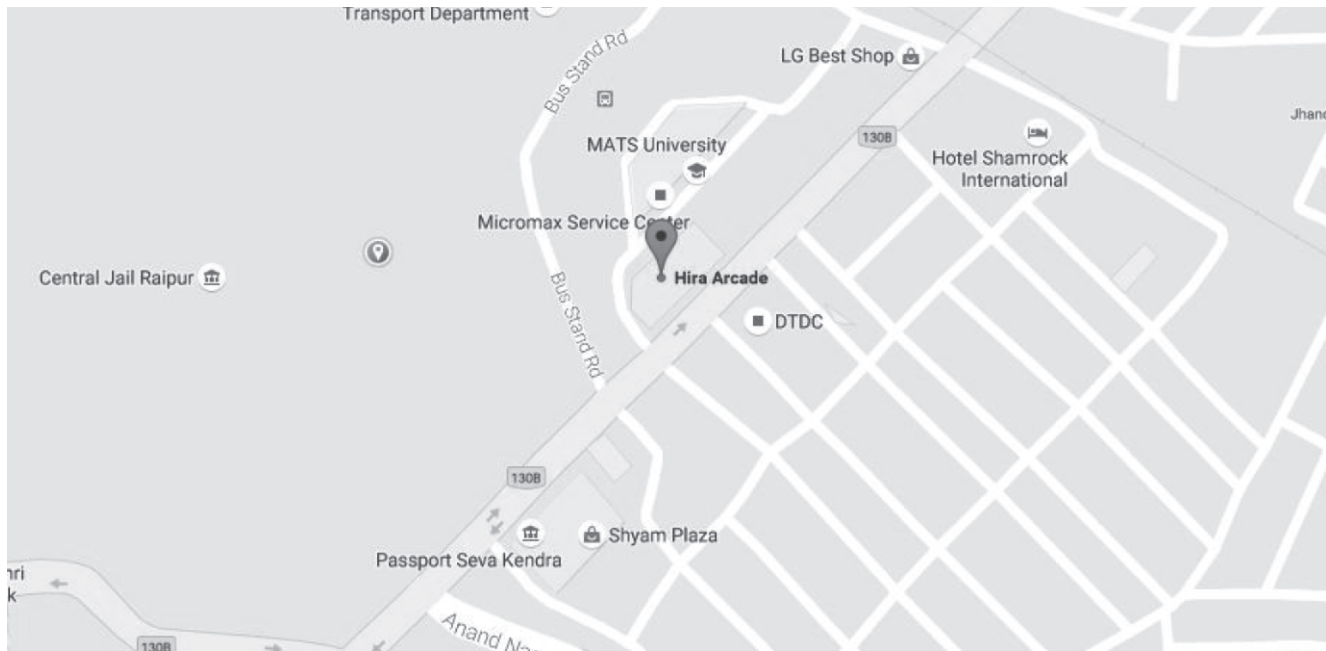
Signature of shareholder..... Or Signature of Proxy.....

Note:

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

Venue of the Meeting

Godawari Power & Ispat Limited
Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh - 492 001





GODAWARI POWER AND ISPAT LIMITED

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

Corporate Office: Hira Arcade, Near Bus Stand, Pandri, Raipur - 492004, Chhattisgarh

Web Site: www.godawaripowerispat.com, Email Id: yarra.rao@hiragroup.com

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

Attendance Slip

Sr. No.

Registered Folio / DP ID & Client ID	Folio
Name and address of the Shareholder	Nam1 Add1 Add2 Add3 City Pin
Name of Join Holders, if any	Nam2 Nam3
Number of Shares held	

1. I, hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Tuesday, the 27th day of February, 2018 at 11:30 A.M. at the Corporate Office of the Company at 2nd Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur – 492001
2. Signature of Shareholder/Proxy Present.....
3. Shareholder/ Proxy holder wishing to attend the meeting must bring the duly signed attendance slip to the meeting.

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

ELECTRONIC VOTING PARTICULARS

E-Voting Event Number [EVEN]	User ID	Password
108154		

Note: Please read the instructions given in the Notes to the Notice of Extra Ordinary General Meeting dated 20th January, 2018. The E-Voting period starts on Saturday, the 24th day of February, 2018 at 09:00 A.M. and ends on Monday, the 26th day of February, 2018 at 5:00 PM. The e-voting module shall be disabled by NSDL for voting thereafter.