



## **GODAWARI POWER AND ISPAT LIMITED**

Registered Office: Plot No. 428/2, Phase I, Industrial Area, Siltara, Raipur - 493111, Chhattisgarh,  
Corporate office: Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492001, Chhattisgarh,  
www.godawaripowerispat.com  
CIN: L27106CT1999PLC013756

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

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

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

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of GODAWARI POWER AND ISPAT LIMITED will be held on Tuesday the 20th day of September, 2016 at 12:30 p.m. 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:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements comprising of Balance Sheet as on 31st March, 2016 and Profit and Loss Account of the company for the year ended 31st March 2016 along with the reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Shri Dinesh Kumar Agrawal having Director Identification Number 00479936, who retires by rotation and being eligible for reappointment, offers himself for reappointment.
3. To consider and, if thought fit, to pass the following resolution, with or without modification as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s O.P.Singhania & Co., Chartered Accountants, Raipur with Firm Registration Number 002172C be and are hereby re-appointed as statutory auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration to be decided mutually, by the Board of Directors of the Company and M/s O.P.Singhania & Co., Chartered Accountants.”

#### **SPECIAL BUSINESS:**

4. To approve the re-appointment of Shri Vinod Pillai, as Whole Time Director of the company and 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 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 approval of the company be and is hereby accorded to the appointment of Shri Vinod Pillai (DIN: 00497620) as a Whole-Time Executive Director of the Company for a period of five years with effect from June 01, 2016 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 Vinod Pillai, 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.”

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

5. To approve the re-appointment of Shri Abhishek Agrawal as Whole Time Director of the company and 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 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 approval of the company be and is hereby accorded to the appointment of Shri Abhishek Agrawal (DIN: 02434507) as a Whole-Time Executive Director of the Company for a period of five years with effect from November 09, 2016 on the

## GODAWARI POWER & ISPAT LIMITED

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 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."

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

6. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017 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 March 31, 2017, 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."

By Order of the Board

Place: Raipur  
Date: 28th May, 2016

**Y.C. Rao**  
Company Secretary

**NOTES:**

**1. PROXY**

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

**2. BOOK CLOSURE**

The Register of Members and share transfer books of the Company shall remain closed from 13th September, 2016 to 20th September, 2016 (both days inclusive) for the purpose of the Annual General Meeting for the year ended 31st March, 2016.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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

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

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

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

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

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

**9.** The Copies of resolutions of the Board is available for inspections by members at the registered office of the company during working hours on any working day till the date of the Annual General Meeting.

**10.** The following are the details of dividends paid by the Company and respective due dates for transfer of unclaimed dividend to such IEP Fund of the Central Government:

Year of Dividend	Date of Declaration	Due date for transfer to IEP Fund
2008-09	22.09.2009	21.10.2016
2009-10	25.09.2010	24.10.2017
2010-11	30.09.2011	29.10.2018
2011-12	29.09.2012	28.10.2019
2012-13	28.09.2013	27.10.2020
2013-14 (Interim)	15.03.2014	14.04.2021
2013-14	27.09.2014	26.10.2021
2014-15	19.09.2015	18.10.2022

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 Investor Education and Protection Fund of the Central Government under the provisions of section 125 of the Companies Act 2013.

**11.** In furtherance of its "Go-Green" initiative, the Ministry of Corporate Affairs, Government of India, has recently mandated service of documents / notices by companies to their shareholders through electronic mode. With a view to participate in the initiative, we request that you may provide your e-mail address, if you wish to receive the documents / notices etc. of our Company through electronic mode. You may send your e-mail address to our Registrar & Transfer Agents, Link Intime India

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Private Limited, at their following e-mail address, mentioning your Folio No.(s), if you are holding shares in physical form, and DP ID and Client ID, if you are holding shares in Dematerialized form:- gpilgogreen@linkintime.co.in

## 12. VOTING THROUGH ELECTRONIC MEANS:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their vote at the 17th Annual General Meeting (AGM) 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 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/](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.
  - (viii) Members can cast their votes online from 17th September, 2016 (9:00 am) till 19th September, 2016 (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](mailto:office.csps@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- B. In case a Member receives physical copy of the Notice of AGM (for members whose email 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 AGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

- II. 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.com](http://www.evoting.nsdl.com).
- III. Persons who have acquired shares and became Members of the Company after (cut-off date for dispatch 05.08.2016) the dispatch of the Notice of the AGM but before the cut-off date of 13.09.2016, may obtain their user ID and password for e-voting by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or write to our registrar and transfer agent at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

- IV. If you are already registered with NSDL for evoting then you can use your existing user ID and password/PIN for casting your vote.
  - V. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
  - VI. The e-voting period commences on 17th September, 2016 (9:00 am) and ends on 19th September, 2016 (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 13th September, 2016, 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.
  - VII. 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 13th September, 2016.
  - VIII. CS Brajesh R. Agrawal, Practising Company Secretary (CP No. 5649 & Membership No. F5771) has been appointed as the Scrutinizer to scrutinize the e- voting process in a fair and transparent manner.
  - IX. 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.
  - X. 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 two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
13. 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 Annual general Meeting of the Company.

By Order of the Board

Place: Raipur  
Date: 28th May, 2016

**Y.C. Rao**  
Company Secretary

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

### ITEM NO. 04:

Shri Vinod Pillai was appointed as Whole Time Director of the company w.e.f. June 1, 2011 for a period of 5 (five) years i.e. up to May 31, 2016. His tenure of office as Whole Time Director of the Company expires after May 31, 2016. Hence it is proposed to re-appoint Shri Vinod Pillai 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.

Shri Vinod Pillai has been associated with the company for the last 7 years in various capacities and presently he has a vast experience in the area of purchase, sales, liasioning, administration and logistics management.

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 have also decided to fix the remuneration payable to Shri Vinod Pillai as Whole Time Director of the Company as follows with effect from June 01, 2016.

**Salary:** Salary in the scale of Rs 70,000 - Rs.1,20,000 Per Month with effect from June 01, 2016 upto the date of cessation of Shri Vinod Pillai as Whole Time Director of the Company, i.e. upto May 31, 2021.

**Bonus:** Bonus up to maximum of 20% salary, payable annually or at other interval as may be decided by the Board as per the Rules of the Company.

**Company performance linked incentive:** Company performance linked payable quarterly or at other interval as may be decided by the Board as per the Rules of the Company.

#### Perquisites:

1. Housing: Furnished / unfurnished residential accommodation or house rent allowance up to 50% of salary in lieu thereof. The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules, 1962.
2. Reimbursement of actual medical expenses incurred in India and / or abroad and including hospitalization, nursing home and surgical charges for himself and family subject to a maximum of Rs. 15,000 per annum
3. 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.
4. Insurance: as per the rules of the Company.

#### Other benefits:

1. Earned / Privilege leave: As per the rules of the Company.
2. Company's contribution to provident fund and superannuation fund: As per the rules of the Company.
3. Gratuity: As per the rules of the Company.
4. Encashment of leave: As per the rules of the Company
5. Company car and telephone: Use of the Company's car and telephone at residence for official purpose, as per the rules of the Company.

The aggregate remuneration inclusive of salary, bonus, incentive, perquisites and other benefits payable 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 be prescribed by the Central Government from time to time as minimum remuneration.

Except Shri Vinod Pillai, 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. 04.

### ITEM NO. 05

Shri Abhishek Agrawal was appointed as Whole Time Director of the company w.e.f. November 9, 2011 for a period of 5 (five) years i.e. up to November 8, 2016. His tenure of office as Whole Time Director of the Company expires after November 8, 2016. Hence

it is proposed to re-appoint Shri Abhishek 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. Abhishek Agrawal is an Electronics Engineer from Bharti Vidyapeeth, Pune. He got Masters Degree in International Business from Leeds University, U.K. He is associated with the Company and looking after the project implementation, procurement of raw material, Plant maintenance, Production activities and marketing of finished goods 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 have also decided to fix the remuneration payable to Shri Abhishek Agrawal, as Whole Time Director of the Company as follows with effect from November 9, 2016.

**Salary:** Scale of Rs. 1,50,000-4,50,000 Per Month with effect from November 9, 2016 upto the date of cessation of Shri Abhishek Agrawal as Whole Time Director of the Company, i.e. upto November 8, 2021.

**Commission:** Payment of commission of sum not exceeding 1% of the net profit of the company calculated in the manner specified in section 197 of the Companies Act, 2013

**Bonus:** Bonus up to maximum of 20% salary, payable quarterly or at other interval as may be decided by the Board as per the Rules of the Company.

**Company performance linked incentive:** Company performance linked payable quarterly or at other interval as may be decided by the Board as per the Rules of the Company.

**Perquisites:**

- 1 Housing: Furnished / unfurnished residential accommodation or house rent allowance up to 50% of salary in lieu thereof. The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules, 1962.
- 2 Reimbursement of actual medical expenses incurred in India and / or abroad and including hospitalization, nursing home and surgical charges for himself and family.
- 3 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.
- 4 Subscription or Reimbursement or membership fee for clubs or abroad including admission and life membership fee.
- 5 The Company shall provide suitable conveyance facilities as may be required by Abhishek Agrawal.
- 6 Insurance: as per the rules of the Company.

**Other benefits:**

- 1 Earned / Privilege leave: As per the rules of the Company.
- 2 Company's contribution to provident fund and superannuation fund: As per the rules of the Company.
- 3 Gratuity: As per the rules of the Company.
- 4 Encashment of leave: As per the rules of the Company
- 5 Company car and telephone: Use of the Company's car and telephone at residence for official purpose, as per the rules of the Company.

The aggregate remuneration inclusive of salary, bonus, incentive, perquisites and other benefits payable 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 Abhishek Agrawal and Shri Bajrang Lal 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. 05.

**ITEM NO. 06**

The Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s Sanat Joshi

## GODAWARI POWER & ISPAT LIMITED

& 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, 2017 at a remuneration of Rs. 60,000/-.

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 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. 06 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. 06.

By Order of the Board

Place: Raipur  
Date: 28th May, 2016

**Y.C. Rao**  
Company Secretary

### Particulars of Directors seeking appointment / reappointment at the forthcoming Annual General Meeting (In Pursuance of regulation 36(3) of SEBI (LODR), Regulation, 2015)

A	Name	Shri Vinod Pillai	Shri Abhishek Agrawal	Shri Dinesh Agrawal
B	Brief resume			
	i) Age	46 years	32 years	44 years
	ii) Qualification	B. Com	B.E. (Electronics) & MBA	B.E. (Electrical)
	iii) Experience in specific functional area	More than 20 years	More than 5 years	More than 15 years
	iv) Date of Appointment on the Board of the company	28.07.2009	09.11.2011	21.09.1999
C	Nature of expertise in specific functional areas	He has vast experience in purchase, sales, liasioning, administration and logistics management.	He is the Whole time Director of the Company and has been looking after all the production and project operations of the company.	He is a whole time Director on the Board of the Company and has been associated with the company's Ferro alloys and steel rolling units.
D	Name(s) of other Listed entities in which the person holds the directorship	N.A	N.A	N.A
E	Chairman/Member of the Committee of the Board of Directors of the Company	Member of the CSR Committee	Member of the CSR Committee	NIL
F	No. of Shares of Rs 10/- each held by the Directors	NIL	817466	1846347
G	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	No relationship with other Directors	Related to Shri B.L. Agrawal	No Relationship with Directors



**GODAWARI POWER AND ISPAT LIMITED**

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www.godawaripowerispat.com  
CIN: L27106CT1999PLC013756

**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 Seventeenth Annual General Meeting of the company, to be held on the Tuesday, September 20, 2016 at 12.30 p.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:

Sl No.	Resolutions	Optional*	
		For	Against
1.	Consider and adopt: Audited Financial Statements, Reports of the Board of Directors and Auditors		
2.	Re-appointment of Shri Dinesh Kumar Agrawal who retires by rotation		
3.	Re-appointment of Auditor and fixing their remuneration		
4.	Re-appointment of Shri Vinod Pillai as Whole-time Director and fixation of remuneration payable to him		
5.	Re-appointment of Shri Abhishek Agrawal as Whole-time Director and fixation of remuneration payable to him		
6.	Approval of Remuneration of the Cost auditors		

Signed this .....day of ..... 2016

Signature of shareholder .....

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

Affix ₹ 1/- Revenue Stamp
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**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.



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www.godawaripowerispat.com  
CIN: L27106CT1999PLC013756

## Attendance Slip

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

**Name and address of the Shareholder**

**Name of the Joint Holder, if any**

1. I, hereby record my presence at the Seventeenth Annual General Meeting of the Company held on Tuesday, the 20th day of September, 2016 at 12:30 P.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.
4. Shareholder/Proxy Holder attend the meeting is requested to bring his/her copy of the Annual Report.

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

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### ELECTRONIC VOTING PARTICULARS

E-Voting Event Number [EVEN]	USER ID	PASSWORD

Note: Please read the instructions given in the Notes to the Notice of Seventeenth Annual General Meeting dated May 28, 2016. The E-Voting period starts on Saturday the 17th day of September, 2016 at 9:00 AM and ends on Monday, the 19th day of September, 2016 at 5:00 PM. The e-voting module shall be disabled by NSDL for voting thereafter.



GODAWARI POWER & ISPAT

**GODAWARI POWER AND ISPAT LIMITED**

**VENUE OF THE MEETING**

Godawari Power and Ispat Limited  
Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh - 492001

