

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

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 Monday the 06th day of March, 2017 at 10:30 a.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:

SPECIAL BUSINESS:

Item No. 1: PREFERENTIAL ALLOTMENT OF EQUITY SHARES

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act") read with the rules made thereunder, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") and any other guidelines and clarifications issued by any other competent authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed (the "Stock Exchanges") and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, on a preferential basis, 24,80,000 equity shares of face value of Rs. 10/- each (the "Equity Shares"), at a price of Rs. 125/- (Rupees One Hundred Twenty Five Only) each including a premium of Rs.115/- per share or the minimum price determined as on the date of Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations, whichever is higher to the promoters/persons acting in concert with promoters at such time or times, in one or more tranches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion."

"RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares is February 03, 2017, which is 30 days prior to the date of this Extra-Ordinary General Meeting i.e. March 06, 2017, and the floor price is a price not less than higher of the following:

- 1. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or
- 2. The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

"RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the allottees in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval."

"RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals."

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall rank *pari passu* with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or the Committee of the Company, as may be formed for this purpose, be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements,

agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue if any) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned under each item of the accompanying notice dated February 7, 2017.

ITEM NO. 1: PREFERENTIAL ISSUE OF EQUITY SHARES:

BRIEF NOTE ON THE COMPANY'S OPERATIONS AND JUSTIFICATION FOR THE PROPOSED PREFERENTIAL ISSUE

The Company has approached its lenders for financial restructuring of the debt facilities of the Company in terms of prevailing guidelines of Reserve Bank of India (RBI). The lenders have agreed in-principle to approve the debt restructuring proposal of the Company, subject to necessary approval of Independent Evaluation Committee, Empowered Group of Joint Lenders Forum and their respective sanctioning authorities. As per the proposed debt restructuring proposal of the Company, which inter-alia includes restructuring of debt facilities and extension of repayment period, the promoters are required to bring in equity contribution in the Company to the extent of Rs 31.00 Crores before the implementation of restructuring proposal. The proceeds of the preferential allotment shall be utilized for meeting long term working capital requirement of the Company.

OTHER INFORMATION PRESCRIBED UNDER REGULATION 73 OF THE ICDR REGULATIONS IS AS FOLLOWS:

A) Object of the preferential issue of Equity Shares and details of utilization of proceeds:

The objective of the proposed preferential allotment of Equity Shares is to utilize proceeds to meet the long term working capital requirement of the Company.

B) Intention of the promoter/directors/key management personnel to subscribe to the proposed preferential issue:

The proposed allotment of equity shares is to the promoters and persons acting in concert with promoters of the Company. None of the Directors/Key managerial persons of the Company intends to subscribe to any of the equity shares.

C) The shareholding pattern of the Company before and after the preferential issue of Equity Shares

The Shareholding pattern before & after the proposed preferential issue of Equity Shares is as follows:

Sr.	Particulars	*Pre-issue Equity		*After allotment of Equity	
		Shareholding		Shares	
l		Number of	Percentage of	Number of	Percentage of
		Shares held	Holding	Shares held	Holding
Α	Promoter's Holding				
1	Indian Promoters	18125684	55.34	19005684	53.94
2	Persons acting in concert	2005169	6.12	3605169	10.23
3	Other persons acting in concert	1125000	3.43	1125000	3.19
	Sub-Total (A)	21255853	64.89	23735853	67.36
В	Non-Promoters Holding				
1	Insurance Companies	0	0.00	0	0.00
2	Mutual Funds	0	0.00	0	0.00
3	Banks, Financial Institutions, (Central Govt. State Govt.				
	Institutions / Non-Government Institutions)	204769	0.63	204769	0.58

4	Foreign Institutional Investors (FIIs)	1532	0.00	1532	0.00
5	Venture Capital Fund	0	0.00	0	0.00
	Sub-Total (B)	206301	0.63	206301	0.59
С	Others				
1	Other Bodies Corporate	1705167	5.21	1705167	4.84
2	Indian Public	8296107	25.33	8296107	23.54
3	Non Resident Indians	227456	0.69	227456	0.65
4	Clearing Members	436612	1.33	436612	1.24
5	Trust	100	0.00	100	0.00
6	HUF	628651	1.92	628651	1.78
	Sub-Total (C)	11294093	34.48	11294093	32.05
	Grand Total (A+B+C)	32756247	100.00	35236247	100.00

^{*}The above data based on shareholding as on 27.01.2017

D) Proposed time within which preferential issue of Equity Shares shall be completed

As required under the ICDR Regulations, the preferential issue of Equity Shares shall be completed, within a period of 15 days from the date of passing of the special resolution contained under this item of business provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the central government, the allotment shall be completed within a period of 15 days from the date of such approval.

E) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and /or who ultimately control proposed allottees and the percentage of the post preferential issue capital that may be held by them on fully diluted basis is given in the following table:

Name of the Proposed Allottees	Natural persons who are the ultimate beneficial owners	% of Pre preferential issue capital	No. of Shares proposed to be allotted	Post Preferential shareholding	Change in shareholding %
M/s Hira Ferro Alloys Limited			1200000	1200000 3.41%	3.41%
M/s. Alok Ferro Alloys Limited	Mr. Gopal Prasad Agrawal Mrs Nisha Agrawal being the promoters and their relatives shall be the ultimate beneficial owners.	NIL	400000	400000 1.14%	1.14%
M/s. Radheshyam. Agrawal HUF	Mr. Dinesh Kumar Agrawal being the Karta of HUF and its Coparceners shall be the ultimate beneficial owners.	NIL	320000	320000 0.91%	0.91%
M/s. Bajrang Lal Agrawal, HUF	Mr. B.L. Agrawal being the Karta of HUF and its Coparceners shall be the ultimate beneficial owners.	1183347 3.61%	320000	1503347 4.27%	0.66%
M/s. Narayan Prasad Agrawal HUF	Mr. N.P. Agrawal being the Karta of HUF and its Coparceners shall be the ultimate beneficial owners.	475000 1.45%	240000	715000 2.03%	0.58%

Any of the shares issued as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion, to any other proposed allottee / Investor mentioned herein above, on the same terms and conditions.

F) Change in control

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control of the Company.

G) Lock-in-period

Pre-preferential allotment holding of Equity Shares, non disposal of Equity Shares and lock-in period of the Equity Shares

- (i) The Equity Shares allotted on a preferential basis to the Investors shall be subject to 'lock-in' for a period of three years from the date of trading approval as per Regulation 78(2) of the ICDR Regulations.
- (ii) The entire pre-preferential allotment shareholding of the Investor, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulations.

H) Auditor's certificate

A copy of the certificate from OP Singhania & Co., Chartered Accountants, the statutory auditors of the Company, certifying that the above preferential issue of Equity Shares is made in accordance with the applicable provisions of the ICDR Regulations, is open for inspection at the registered office of the Company during the working hours between 9.30 a.m. to 5.00 p.m., except on holidays, up to the date of the Extra Ordinary General Meeting. Copies of the above mentioned statutory auditor's certificate shall also be laid before the Extra Ordinary General Meeting.

I) Issuer, Promoter And Directors Willful Defaulter

Neither the name of the issuer nor any of its promoters' and its Directors' names are appearing in the willful defaulters list maintained by RBI.

The Board in its meeting held on February 7, 2017 has already approved the issue and allotment of Equity Shares on preferential basis to the Investors in the manner stated hereinabove.

Regulation 72(1) (a) of the ICDR Regulations provides that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolutions to be passed as Special Resolutions.

The Company undertakes that if required, the price shall be re-computed in terms of provisions of ICDR Regulation, if the amount payable upon re-computation is not paid within stipulated time as mentioned in ICDR Regulations, the specified securities shall continue to be lock in till such amount is paid by Investor.

Except Shri B.L. Agrawal, Managing Director, Shri Dinesh Agrawal and Abhishek Agrawal, Directors of the Company, Shri N.P. Agrawal and Shri G.P. Agrawal, Key Promoters of proposed allottee companies, Shri B.L. Agrawal, Shri N.P. Agrawal and Shri Dinesh Agrawal being Karta of the proposed allottes and all of their relatives, none of the other Directors, Managers, Key Managerial Persons (KMPs) of the Company or any relatives of such Directors or KMPs, shall be considered to be concerned or interested in the proposed resolutions in item no.1.

By Order of the Board For Godawari Power & Ispat Limited

Sd/-

Date: 7th February, 2017 Place: Plot No. 428/2, Phase I, Industrial Area, Siltara, Raipur – 493111, Chhattisgarh Y.C. Rao Company Secretary (FCS-3679)

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. 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 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 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.
 - (viii) Members can cast their votes online from 03rdMarch, 2017 (9:00 am) till 05th March, 2017 (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)	USERID	PASSWORD/PIN

- (ii) Please follow all steps from SI. No. (ii) to SI. 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**
- III. Persons who have acquired shares and became members of the Company after (cut-off date for dispatch 27.01.2017) the dispatch of the Notice of the EGM but before the cut-off date of 27.02.2017, 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.
- 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 e-mail 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 03rd March, 2017 (9:00 am) and ends on 05th March, 2017 (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 27th February, 2017, 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. he 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 27th February, 2017.
- 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 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

Sd/-

Date: 7th February, 2017 Place: Plot No. 428/2, Phase I, Industrial Area, Siltara, Raipur – 493111, Chhattisgarh Y.C. Rao Company Secretary (FCS-3679)



GODAWARI POWER AND ISPAT LIMITED

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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]

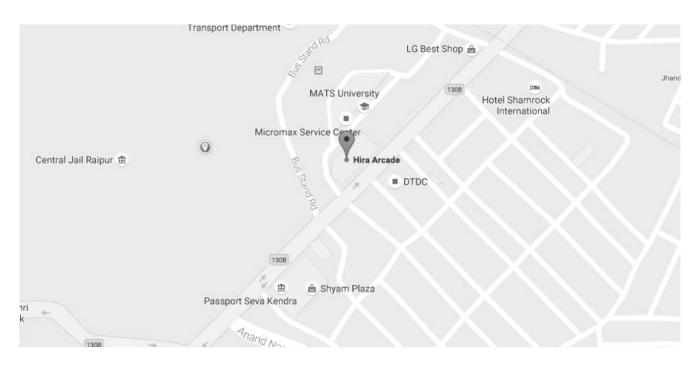
	e of the member (s): stered address:		
E-ma	il ld:		
Folio	No/ Client Id: DP ID:		
I/We, be	eing the member(s) holding shares of the	above named company, herek	by appoint:
(1) Na	ameAddress		
(3) Na	ameAddress		
Comparthereof	rdinary General Meeting of the company, to be held on the Monday situated at 2nd Floor, Hira Arcade, Near New Bus Stand, Pain respect of such resolutions as are indicated below: my above proxy to vote in the manner as indicated in the box be	ndri, Raipur - 492001, Chhattisg	garh and at any adjournment
SI No.	Resolutions	Fan	Optional*
1	Issue of Equity Shares on Preferential Basis to promoters and in concert with promoters	persons acting	Against
	this day of 2017 re of shareholder	f Proxv.	Affix Re.1/- Revenue Stamp

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. Aperson 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. Amember 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-492001





GODAWARI POWER & ISPAT

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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 Website: www.godawaripowerispat.com, Email Id: yarra.rao@hiragroup.com CIN: L27106CT1999PLC013756 Contact No.: 0771-4082000 Fax: 0771-4057601

Attendance	Slip	Sr.N	(

	At	tendance Sup	Sr.Mu.
Re	egistered Folio / DP ID & Client ID		
Na	me and address of the Shareholder		
Na	me of Joint Holders, if any		
Nu	mber of Shares held		
1.		Extra-Ordinary General Meeting of the at 10:30 AM. at the Corporate office of the Pandri, Raipur – 492001	
2.	Signature of Shareholder/Proxy Present:		
3.	Shareholder/ Proxy holder wishing to attenmeeting.	d the meeting must bring the duly signed att	endance Slip to the

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

ELECTRONIC VOTING PARTICULARS

E-Voting Event Number [EVEN]	User Id	Password
105956		

Note: Please read the instructions given in the Notes to the Notice of Extra Ordinary General Meeting dated February 7, 2017. The E-Voting period starts on Friday, the 03rd day of March, 2017 at 09:00 A.M. and ends on Sunday, the 05th day of March, 2017 at 5:00 PM. The e-voting module shall be disabled by NSDL for voting thereafter.