



GODAWARI POWER & ISPAT

GODAWARI POWER & 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 Tuesday, the 26th day of March, 2019 at 11:30 AM at the Corporate Office of the Company situated at 2nd Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492004, Chhattisgarh to transact the following business:

SPECIAL BUSINESS:

Item 1: To approve the continuation of directorship of Shri Biswajit Choudhuri (DIN: 00149018) as Independent Director of the Company and for the purpose, to pass with or without modification the following resolution, which will be proposed as a Special Resolution:

“RESOLVED that pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Shri Biswajit Choudhuri (DIN: 00149018) Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on 30th September, 2019 notwithstanding that he has attained the age of 75 years on 30th April, 2017.”

Item 2: To approve the continuation of directorship of Shri Bhrigu Nath Ojha (DIN: 02282594) as Independent Director of the Company and for the purpose, to pass with or without modification the following resolution, which will be proposed as a Special Resolution:

“RESOLVED that pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Shri Bhrigu Nath Ojha (DIN: 02282594) Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on 30th September, 2019 notwithstanding that he has attained the age of 75 years on 1st January 2019.”

By Order of the Board
For Godawari Power & Ispat Limited

Date: 2nd February, 2019

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 & 2

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, notified on 9th May, 2018, approval of the shareholders by way of a special resolution is required for continuation of directorship of the non-executive directors of the Company who have attained the age of 75 years. Our non-executive Directors, Mr. Biswajit Choudhuri and Mr. Bhrigu Nath Ojha are of more than age of 75 years of age as on 1st April, 2019.

Mr. Biswajit Choudhuri was appointed as an Independent director in shareholders meeting held on 27th September, 2014 for five consecutive years for a term i.e. to hold office till the Annual General Meeting to be held in the calendar year 2019.

He holds degree of B. Tech (Hons). He is a Fellow Member of ICWAI and Indian Institute of Banking and Finance. He has experience of more than 50 years on Engineering, Banking and Finance Management. He has acted as Director and Member of various Boards and Councils. He was the Ex- CMD of United Bank of India. Mr. Biswajit Choudhuri is a Chairman cum Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on September 25, 2007.

Mr. Bhrigu Nath Ojha was appointed as an Independent director in shareholders meeting held on 27th September, 2014 for five consecutive years for a term i.e. to hold office till the Annual General Meeting to be held in the calendar year 2019. He holds degree of B. E. (Electrical). He has experience of more than 45 years in Power sector. He has been associated with NTPC, Nuclear Power Corporation of India limited, Regional Electricity Boards, Northern Coal Field Ltd. and Diamond Valley Corporation. Mr. Bhrigu Nath Ojha is a Non- Executive Independent Director of the Company. He joined the Board of Directors of the Company in June 14, 2008.

The brief resume of the aforesaid directors is part of the notice of the meeting. Both the incumbents are in good physical condition and of sound and alert mind and the Board is confident about them being able to function and discharge their duties in an able and competent manner. Considering their seniority, expertise and vast experience in their respective fields, which has benefited the Company immensely, the Board recommends their continuation as directors till their current terms end.

Except Mr. Biswajit Choudhuri and Mr. Bhrigu Nath Ojha and their relatives none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the said resolutions as set out in the Notice as Item No. 1 & 2.

The Board commends these resolutions as set out in the Notice as Item No. 1 & 2 for your approval as Special Resolutions.

The details of Directors seeking continuation of directorship in Extra Ordinary General Meeting to be held 26th March, 2019 are as under.

Name of Director	Mr. Biswajit Choudhuri	Mr. Bhrigu Nath Ojha
Date of Birth	30 th April, 1942	1 st January, 1944
Age	76 Years	75 Years
Expertise in specific functional areas	Engineering, Banking and Finance, Management	Power Sector
Qualifications	B. Tech (Hons), Fellow Member of ICWAI	B. E. (Electrical)
No of Board meetings Held / Attended in FY 18-19 upto 02.02.2019	4/4	4/3
List of outside Directorships held Excluding Alternate Directorship	<ol style="list-style-type: none"> 1. Maithan Alloys Ltd. 2. Ludlow Jute & Specialities Ltd 3. Hira Ferro Alloys Limited 4. Hindusthan Engineering & Industries Limited 	<ol style="list-style-type: none"> 1. Indraprastha Power Generation Company Limited 2. Pragati Power Corporation Limited 3. Godawari Green Energy Limited 4. Ardent Steel Limited 5. Hira Ferro Alloys Limited
Chairman/ Member of the Committee of the Board of Directors of the company	<ol style="list-style-type: none"> 1. Audit Committee 2. Risk Management Committee* 3. Nomination And Remuneration Committee 4. Stakeholders relationship committee 	<ol style="list-style-type: none"> 1. Stakeholders Relationship Committee* 2. Audit Committee 3. Risk Management Committee 4. Nomination And Remuneration Committee

Name of Director	Mr. Biswajit Choudhuri	Mr. Bhrigu Nath Ojha
Chairman/ Member of the Committee of the Board of Directors of other companies in which he is a Director.	Audit Committee 1. Ludlow Jute & Specialities Ltd. 2. Hindusthan Engineering & Industries Limited 3. Hira Ferro Alloys Limited Stakeholders Relationship Committee 1. Maithan Alloys Ltd* 2. Hira Ferro Alloys Limited CSR Committee 1. Hira Ferro Alloys Limited* Nomination And Remuneration Committee 1. Hira Ferro Alloys Limited	Audit Committee 1. Hira Ferro Alloys Limited 2. Godawari Green Energy Limited* 3. Ardent Steel Limited Stakeholders Relationship Committee 1. Hira Ferro Alloys Limited* CSR Committee 1. Ardent Steel Limited* 2. Godawari Green Energy Limited* Nomination And Remuneration Committee 1. Ardent Steel Limited* 2. Godawari Green Energy Limited* 3. Hira Ferro Alloys Limited*
No. of Shares Held in the Company as on 02.02.2019	Nil	Nil
Relationship with Other Directors and Key Managerial Personnel	None	None

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

Date: 2nd February, 2019

Place: Plot No. 428/2, Phase I, Industrial Area, Siltara,
Raipur – 493111, Chhattisgarh

Sd/-

Y.C. Rao
Company Secretary (FCS-3679)

NOTES:

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.

VOTING:

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely Tuesday, 19th March, 2019 only shall be entitled to vote at the Extra Ordinary General Meeting either by availing the facility of remote e-voting or by Ballot Paper voting at the General Meeting.

A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then the vote casted through e-voting shall prevail and the vote casted through other means shall be treated as invalid.

The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

Mrs. Tanveer Kour Tuteja, Practicing Company Secretary, C/o Jain Tuteja & Associates (Membership No. F-7704 C.P. No. 8512) has been appointed as the Scrutinizer of the Company to scrutinize the voting and remote e-Voting process in a fair and transparent manner.

VOTING THROUGH ELECTRONIC MEANS:

1. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, Secretarial Standard 2 on General Meeting and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided e-voting facility to the members using the Link Intime India Pvt. Ltd. (LIPL) platform. All business to be transacted at the Extra Ordinary General Meeting can be transacted through the electronic voting system. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting).
2. The voting period begins on Saturday, 23rd March, 2019 (10.00 a.m.) and ends on Monday 25th March, 2019 (5.00 p.m.). 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 Tuesday, 19th March, 2019, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Persons who have acquired shares and became members of the Company after (cut-off date for dispatch 1st February, 2019) the dispatch of the Notice of the EGM but before the cut-off date of 19th March, 2019 may obtain their user ID and password for e-voting by sending a request at insta.vote@linkintime.co.in or write to our RTA at rnt.helpdesk@linkintime.co.in.
3. Instructions for shareholders to vote electronically:
Log-in to e-Voting website of Link Intime India Private Limited (LIPL)
 - i. Visit the e-voting system of LIPL.
 - ii. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>
 - iii. Click on "Login" tab, available under 'Shareholders' section.
 - iv. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a) Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b) Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c) Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below: If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below: Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
DOB	Enter the DOB (Date of Birth) / DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB / DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (4-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB / DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.
12. 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 tanveerdutta0@gmail.com with a copy marked to insta.vote@linkintime.co.in

GENERAL GUIDELINES FOR SHAREHOLDERS:

- i) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
- ii) They are also required to upload a scanned certified true copy of the board resolution/ authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- iii) During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- iv) Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/ demat account.
- v) In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Insta-vote e-voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an e-mail to e-notices@linkintime.co.in or Call us :- Tel : 022 – 49186000.

VOTING AT EGM:

The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Poll Paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

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 (10.00 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: 2nd February, 2019

Place: Plot No. 428/2, Phase I, Industrial Area, Siltara,
Raipur – 493111, Chhattisgarh

Sd/-

Y.C. Rao
Company Secretary (FCS-3679)

VENUE OF THE EXTRA-ORDINARY GENRAL MEETING

Second Floor, Hira Arcade, Near New Bus Stand, Pandri,
Raipur, Chhattisgarh-492004





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Regd. Office & Works: Plot No. 428/2, Phase I, Industrial Area, Siltara, Raipur-493111, Chhattisgarh
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Web Site: www.godawaripowerispac.com; **Email Id:** yarra.rao@hiragroup.com
CIN: L27106CT1999PLC013756; **Contact No.:** 0771-4082000; **Fax:** 0771-4057601

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:

Email 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 | Signature..... | or failing him/her; |
| | Email Id: | | | |
| (2) | Name | Address | Signature..... | or failing him/her; |
| | Email Id: | | | |
| (3) | Name | Address | Signature..... | |
| | Email Id: | | | |

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 the 26th day of March, 2019 at 11:30 a.m. at Corporate Office of the Company situated at 2nd Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492004, 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.	Approval for continuation of directorship of Mr. Biswajit Choudhuri		
2.	Approval for continuation of directorship of Mr. Bhrigu Nath Ojha		

Signed this day of 2019

Signature of Shareholder.....or Signature of Proxy.....

Affix
 ₹ 1/-
 Revenue
 Stamp

Note:

- 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.
- A Proxy need not be a member of the Company.
- 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.
- 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.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 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.

**This Information is not an integral part of the
Notice of Extra Ordinary General Meeting dated 02nd February, 2019**

**REQUEST TO THE SHAREHOLDERS OF THE COMPANY,
WHO ARE HOLDING SHARES IN PHYSICAL MODE FOR CONVERSION OF THEIR PHYSICAL SHARES
CERTIFICATE INTO DEMAT MODE AND UPDATE THE PAN AND BANK DETAILS ETC.**

The Securities & Exchange Board of India (SEBI) has notified vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/P/73 dated 20th April, 2018 and No. SEBI/HO/MIRSD/DOS3/CIR/P /2018/115 dated 16th July, 2018 that except in case of transmission or transposition of securities, requests for effecting the transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Essentially, the shares in physical mode cannot be transferred after 5th December 2018. SEBI has extended the said dead line upto 31st March 2019 vide its Press Release No.49/2018 dated 3rd December 2018.

Hence, the Shareholders holding shares in Physical Form are advised to take note of the aforesaid requirements. Shareholder(s) who are not having DEMAT Account may open a DEMAT account with a Depository Participant (DP), registered with National Securities Depository Limited (NSDL) or with Central Depository Services Limited (CDSL). For the purpose of dematerialization, you are requested to contact your Depository Participant (DP) with whom you have opened your Demat Account.

The FAQ on Transfer and Dematerialization of Shares is updated on company's website at www.godawaripowerispat.com

Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, in which SEBI has directed all the listed Companies to mandatorily record the PAN and Bank Account details of all their shareholders holding shares in physical mode

In this connection, the company has sent letters to the shareholders, who are holding shares in physical mode.

In order to give effect to the above, the shareholders who hold physical shares certificate are requested to:

- 1. dematerialize your physical shares certificate as the Company shall not be able to entertain any request for transfer of securities in physical form after 31st March, 2019 and,**
- 2. Update your PAN & Bank Accounts details with M/s Link Intime India Private Limited, C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai – 400083, Contact No. 022 - 4918 6270 Toll-free number : 1800 1020 878 and email at rnt.helpdesk@linkintime.co.in.**



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

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

CIN: L27106CT1999PLC013756

Contact No.: 0771-4082000 ; **Fax:** 0771-4057601

ATTENDANCE SLIP

Sr. No.:

Regd. Folio No. / DP ID No. & Client ID No.	
Name and Address of the Shareholder(s)	
Joint Holder(s)	
Name of the Proxy / Authorised Representative	
No. of Equity Shares held	

I / We hereby record my / our presence at the Extra-ordinary General Meeting (“EGM”) of the Company held on Tuesday, 26th March, 2019 at 11:30 AM at the Corporate Office of the Company situated at 2nd Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492004, Chhattisgarh

**SIGNATURE OF THE MEMBER /
JOINT MEMBER(S) / PROXY /
AUTHORISED SIGNATORY**

Note: Shareholder / Proxy holder wish to attend the EGM must bring the Attendance Slip to the meeting and handover at the entrance of the meeting hall duly signed.

..... Cut Here

NOTE: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	PAN/Sequence No.
190011		

Note: Please read the instructions given in the notes of the Notice dated 02nd February, 2019 of EGM . The e-voting period starts from 10:00 AM on Saturday, 23rd March, 2019 and ends at 05:00 PM on Monday, 25th March, 2019. The voting module shall be disabled by LIPL for voting thereafter.