

**MEMORANDUM  
&  
ARTICLES  
OF  
ASSOCIATION  
OF  
GODAWARI POWER  
AND  
ISPAT LIMITED**



सत्यमेव जयते

प्रारूप आई. आर.

FORM I.R.

# निगमन का प्रमाण पत्र

## Certificate of Incorporation

ता. \_\_\_\_\_ का सं. \_\_\_\_\_  
No. 10-13756 of 19. 99

हैं एतद् द्वारा प्रमाणित करता हूँ कि इस्पात गोदावरी लिमिटेड

कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन निगमित की गई है और कम्पनी  
परिलीगित है।

I hereby certify that ISPAT GODAWARI LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and  
that the Company is limited by shares.

मेरे हस्ताक्षर से आज तारीख बीस भाद्रपद शक उन्नीस शौ इक्कीस  
को दिया गया।

Given under my hand at GWALIOR this TWENTY FIRST  
day of SEPTEMBER One thousand Nine hundred and NINETY NINE



*B.K. Baiswal*

(B.K. BAISSAL)  
कम्पनियों का रजिस्ट्रार  
Registrar of Companies  
Madhya Pradesh, Gwalior

**CERTIFIED TRUE COPY**  
For Godawari Power and Ispat Limited

*[Signature]*  
Company Secretary





सत्यमेव जयते

# कारबार प्रारम्भ करने के लिए प्रमाण-पत्र

Certificate for Commencement of Business

कम्पनी अधिनियम 1956 की धारा 149 (3) के अनुसरण में  
Pursuant of Section 149 (3) of the Companies Act. 1956

ता. 10-13756 का सं. 99  
No. of

मैं एतद् द्वारा प्रमाणित करता हूँ कि इस्पत गोदावरी लिमिटेड

जो कम्पनी अधिनियम 1956 के अधीन तारीख 21.9.99 को निगमित की गई थी और जिसने आज विहित प्रारूप में सम्यक् रूप से सत्यापित घोषणा फाइल कर दी है कि उक्त अधिनियम की धारा 149 (2) (क) से लेकर (ग) तक की शर्तों का अनुपालन किया गया है, कारबार प्रारम्भ करने की हकदार है।

I hereby certify that the Ispat Godawari Limited

which was incorporated under the Companies Act, 1956 on the 15th day of November 1999 and which has this day filed a duly verified declaration in this prescribed form that the conditions of section 149 (1) (a) to (d)/149 (2) (a) to (c) of the said Act, have been complied with is entitled to commence business.

मेरे हस्ताक्षर से यह तारीख 15.11.99 को गवालिअर में दिया गया।  
Give under my hand at Gwalior  
this Fifteenth day of November  
and Ninety Nine One thousand nine hundred



(B.K. BAMBAL)  
कम्पनियों का रजिस्ट्रार  
Registrar of Companies

**CERTIFIED TRUE COPY**  
For Godawari Power and Ispat Limited

Company Secretary





सत्यमेव जयते

# FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

Company Regu. No. 10-13756

In the Office of the Registrar of Companies, Madhya Pradesh,  
In the matter of **ISPAT GODAWARI LIMITED.**

I here by approve and signify in writing under Section 21 of The Companies Act, 1956 (Act. I of 1956) read with the Government of India, Department of Company Affairs, Notification No G. S. R. 507 E. dated the 24th June, 1985 the change of name of the company from **ISPAT GODAWARI LIMITED.**

to **GODAWARI POWER AND ISPAT LIMITED.**

and.

I hereby certify that **Ispat Godawari Limited.**

which was originally incorporated on **21.9.99.** under The Companies Act; 1956. and under the name **Ispat Godawari Limited.**

having duly passed the necessary resolution in terms of Section 21/22 (1) (a)/22 (1) (b) of The Companies Act, 1956 the name of the said company is this day changed to **GODAWARI POWER AND ISPAT LIMITED.**

and this certificate is issued pursuant to Section 23 (1) of the said Act.

Given under my hand at GWALIOR this **TWENTIETH**  
**JUNE** day of **TWO THOUSAND FIVE.**



(DR. RAJ SINGH)  
Registrar of Companies  
M.P. & Chhattisgarh, Gwalior.  
कम्पनी रजिस्ट्रार

**CERTIFIED TRUE COPY**

For Godawari Power and Ispat Limited

*[Signature]*

Company Secretary

GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS  
OFFICE OF THE REGISTRAR OF COMPANIES, M.P. & CHHATTISGARH  
Sanjay Complex, 'A' Block, 3<sup>rd</sup> Floor, Jayendraganj,  
Gwalior -474009

MEMORANDUM ACKNOWLEDGING RECEIPT OF DOCUMENTS

CIN NO- U26942CT1983PLC002273

The Registrar of Companies acknowledges the Receipt of the under mentioned document relating to M/s - Hira Industries Limited

Description of Document:- Form No.21 dated 30.03.2011 vide SRN B08973638 along with copy of order passed by the Hon'ble High Court of Chhattisgarh at Bilaspur Bench under section 394(1) of the Companies Act, 1956 for Scheme of amalgamation of M/s-Hira Industries Limited (1<sup>st</sup> Transferor Company) M/s R R Ispat Limited (2<sup>nd</sup> Transferor Company) with M/s Godawari Power & Ispat Limited and Their respective shareholders has been filed with this office on 30.03.2011 and registered in this office on 05.04.2011.



(S.K. AGARWAL)  
Registrar of Companies  
Madhya Pradesh & Chhattisgarh, Gwalior  
(S.K. AGARWAL)  
Registrar of Companies  
M.P. & Chhattisgarh, Gwalior  
Government of India

**CERTIFIED TRUE COPY**

**For Godawari Power and Ispat Limited**

Company Secretary

THE COMPANIES ACT, 1956  
A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
OF  
**GODAWARI POWER AND ISPAT LIMLTED**

- I. The name of the Company is **GODAWARI POWER AND ISPAT LIMLTED**
- II. The Registered Office of the company will be situated in the State of Madhya Pradesh.
- III. The objects for which Company is established are as under:

**A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

- 1. To carry on in India or elsewhere the business of manufacturing, producing, altering, converting, processing, treating, improving, manipulating, extruding, milling, sliding, cutting, casting, forging, rolling and rerolling of all shapes, sizes, varieties, specifications, dimensions, descriptions and strength of iron and steel products including bars, rods, structures, profiles pipes, sheets, casting, wires, rolling metals, girders, channels, angle, rolls, ingots, flats, slabs, torsteels, bright bars, there products, shafting, beams, rounds, squares, hexagons, octagons, foils, joints, de formed bars there products, by-products and allied materials, goods, articles and thing made of all grades of iron steels, steel, special steel or any combination thereof with any other ferrous or non-ferrous materials and to act as agent, broker, distributors, stockiest, importer exporter, buyer, seller, job worker, convertor, consultant, supplier, vendor or otherwise.
- 2. To carry on in India and / or abroad the business to produce, generate, process, transform, formulate, buy, sell or in any way deal in, acquire, store, pack, transport, distribute, dispose off, utilise Electrical Energy, Thermal Energy, Bio Energy, Wind Energy Solar Energy, Hydro Power, Bio Gas, Coal Gas, Natural Gas, Hydrogen Gas, Steam Water Gas, Methane Gas, Petroleum Gas, RLH Gas and fuel Gases of all or any other kind and to convert and/or to otherwise deal with or dispose off the generated bye products, wastes, effluents, and emissions into saleable materials like coke, Ash, Bricks, Briquetts, Charcoal, Cinders, Tar, Carbolic Acids, Gypsum and other chemicals or distilled products.

**B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:-**

- 1. Subject to the provisions of the Act. and direction by RBI or receive money, securities, valuables of all kinds of loan or deposit or safe custody not amounting to the business of banking (as defined under the Banking Regulation Act, 1949) and to borrow or rise money in such manner as the Company shall think fit and in particular by issue of debentures or debenture- stock (perpetual or otherwise) and to secure the repayment of any of the Company's property (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or body corporate of any obligation undertaken by the Company or any other person or Company, as the case may be.

**CERTIFIED TRUE COPY**  
**For Godawari Power and Ispat Limited**



**Company Secretary**



2. To guarantee the payment of money secured by or in respect of bonds, debentures, debenture stock, contracts, mortgages, Charges, obligation and other securities of any Company or any authority, central state, municipal, local or otherwise, or of any person howsoever, whether, on incorporated village industries, home industries, cottage industries, small and medium scale industries and to act as incorporated or not incorporated.
3. To purchase or otherwise acquire and to exchange, surrender, lease, mortgage, charge, convert, hold, turn to account dispose of real and personal property and right of all kinds, and in particular lands, buildings, hereditaments, business concerns and undertakings, debenture stocks, mortgages, debenture, produce, concessions, options, contracts, patents, annuities, licenses stocks, shares, securities, bonds, policies, books debts and claims, privileges and choice in action of all kinds, including any interest in real or personal property and any claim against such property or against any person in respect of any of the business carried on by the company.
4. To draw, make accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bill of lading, warrants debenture and other negotiable or transferable instruments.
5. To tender, make, provide and give advances of such sums of money as may be necessary for purchase of goods, service, raw materials, consumables, stores, plants, machineries, or any other movable or immovable property required for the purposes of the company on any such terms and conditions with or without security as the company may deem fit from time to time provide the company shall not carry on the business of Banking as defined in Banking Regulation Act. 1949, subject to the provisions of Company Act, 1956 and Reserve Bank Of India directives.
6. To undertake financial and commercial obligation, transaction and operation of all kinds for the purpose of attainment of main objects.
7. To communicate with Chamber of Commerce and other mercantile and public bodies throughout the world and concert and promote for the protection of the trade industry and persons of engaged therein.
8. To subscribe to, become a member of, subsidiaries and co-operate with, any other association, whether incorporated or not, whose object are altogether or in part similar to those of the Company and to procure from and communicate to any such association such information as may be likely to forward the objects of the company.
9. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and/or manager any building, office, factories, mills, ships, machinery, engines water work, bridges, wharves, reservoirs, roads, tramways branches or sidings, electric power, heat and light, supply works, telephone works, hotels clubs restaurants, bath places of worship, places of amusement, pleasure grounds, gardens, reading rooms, stores, shops, dairies, and other works and conveniences which the Company may think directly or indirectly conducive to its object or which may advance the interests of the Company and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof and to join with any other person or company in doing any of these things.

10. To improve, manage, develop, grant-rights, or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
11. To vest any real or personal property right or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company with or without any declared trust in favour of the company.
12. To apply for, purchase, or otherwise acquire any patents, inventions, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or secret or other information as to any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant or licences in respect of or otherwise turn to account the property, right or information so acquired.
13. To set-up, operate, maintain and promote research & development laboratories, projects experimental plants, test houses and to carry out research and development assignments and to promote research projects thought other persons or institutions.
14. To acquire and undertake the whole or any part of the business, property or liabilities of any person firm or body corporate, carrying on or proposing to carry on any business which the company is authorised to carry on or having property suitable for the purposes of the Company or which can be carried on in conjunction there with or which is capable of being conducted so as directly to benefits the Company.
15. To enter into any arrangements with any Government or any authority supreme, municipal local or otherwise, that may seem beneficial to any of the Company's objects and to apply for, procure and obtain any Act of Parliament, privilege, cinncessions, license, or authorization of the Government or any other authority local or otherwise for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such Act, privilege, concession, licence or authorization and to carry out and implement the provisions of the foreign Exchange Regulation Act, 1973.
16. To pay for any right or property acquired by the Company and to remunerate any person company or public bodies whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
17. To amalgamate, enter into partnership or into any arrangement for sharing profits, union or interest, co-operation, joint venture or reciprocal concession or for limiting competing with any person, firm or body corporate whether in India or outside carrying on or engaged in or about to carry on engage in, any business or transaction which the Company is authorised to carry on engage in, or which can be carried on in conjunction there with or which is capable of being conducted so as directly or indirectly to benefit the Company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside, for such other purposes that may seem calculated beneficial and conducive to the object of the Company.
18. To establish, promote, or concur in establishing or promoting any Company or companies for the purpose of acquiring all or any of the right, liberties and properties of the Company of any other purpose which may seen directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire



all or any part of the shares, debentures of other securities of any such other company or companies.

19. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part or parts of the undertaking of the Company or any land, business, property, right or assets of any kinds of the Company or any share of interest therein respectively in such manner and for such consideration as the Company may think fit, particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
20. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
21. To accept gift and donations, to establish, settle, promote, form, undertake any public charitable or welfare trusts for the benefit of employees, exemployees, members, directors and/or their dependents, heirs and children and general public or for the developments and advancement of any activity in the field of education, healthcare, public welfare, science, etc. for their benefit and also to act as trustees.
22. To subscribe or guarantee money for national charitable, religious, educational benevolent or other institutions, societies, clubs, funds, associations, public, general or useful objects or for any exhibition but not intended to serve any political cause or purpose.
23. To acquire from any person, firm or body corporate whether in India or elsewhere, technical information, know-how processes, engineering, manufacturing and operating data plans, lay outs and blue prints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant of licence and other rights and benefits in the foregoing matters and things.
24. To pay premium or salaries or and to pay for any property, right or privileges acquired by the Company or for service rendered or to be rendered in connection with promotion, formation or the business of the Company or for service rendered or to be rendered by any person, firm or body corporate in placing or assisting to place or guaranteeing the placing any of the shares of the Company or any debentures, debenture stocks, or other securities, of the Company or otherwise either wholly or partly in cash or in shares, bonds debentures or other securities of the Company and to issue any such shares either as fully paid up with such amount credited as paid up thereon as may be agreed upon, and to charge any such bonds, debentures or other securities upon all or any part of the Company.
25. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental the promotion, formation, establishment and registration of the Company.
26. To take into consideration and to approve and confirm and/or carry out all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangement, agreement or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.

27. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributor or non-contributory pensions, superannuation fund and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments, bonuses, profit sharing bonuses, benefits or any other payment to any persons who are or were at any time in the employment or service of the Company or its successors in business or of any Company, or which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are were at any time directors of the Company or such other Company as aforesaid and the wives, widows, families, dependent or connections of any such person, and to provide for the welfare of all or any other aforesaid funds, clubs, trusts, profit sharing or other schemes and by building or contributing to the building of dwelling houses or quarters and by providing subscribing or contributing towards places of instructions, and recreation, hospitals and dispensaries medical and other attendance and to do any make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
28. To set up power plant for own use and to purchase, generate, accumulate, supply and distribute electric energy, gas steam, heat and motive power.
29. To undertake, carry out, promote and sponsor rural development including any program for the social and economic welfare of the upliftment of the public in any rural area and incur any expenditure on any program of rural development and to assist execution and promotion thereof directly or through an independent agency or in any other manner without prejudice to the generality of the foregoing "program of rural development" shall also include any program for promoting the social and economic welfare the public in any rural area to promote and assist rural development, and that the works, 'rural area' shall include such areas as may be regarded as rural area under section 35CC of the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded in order to implement any of the above mentioned objects or purposes, transfer without consideration, or at such fair or concessional value and subjects to the Companies Act, 1956 divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or trusts of funds.
30. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity to promote national welfare of social, economic or moral upliftment of the public or section of the public and in such manner and by such means (without prejudice to the generality) of the foregoing undertakes, carry out, promote and sponsor any activity for publication of any books, literature, newspapers etc. or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarship, loans or any other assistance to deserving students or other scholars or person to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund trust etc. having any one of the aforesaid objects in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value and subject to Companies At, 1956 divest the ownership of any property of the Company to or in favour of any public of any public or local body or authority or Central or State Government or any Public institutions or trusts of funds as the Board may approve.

31. In the event of winding up to distribute all or any the property of the Company amongst the members in specie or kind or and proceeds of sale or disposal of any property of the Company.
32. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise by or through trustees, attorneys, agents or otherwise and either alone or conjunction with others and to establish offices, agencies or branches for carrying any of the objects in India or elsewhere in the world and to undertake the management of any company or companies having objects altogether or in part similar to those of the Company.
33. To appoint secretaries, Managers, Agents, Promoters, Selling Representatives, Commission Agents and to engage Lawyers and Solicitors and to grant them or any of them necessary power of attorney.
34. To provide technical know-how in India and abroad which is likely to assist in the manufacture of goods or the processing of materials or in the installation or erection of plant or machinery for such manufacture or processing inclusive of providing technological design, installation and erection information and to render engineering, technical management and various types of skilled and other services to all types of business and industry or other organisation.
35. To carry on the business of magazine, periodical and general proprietors, press agents, news agents, publishers, book sellers, bookbinders, whole sale and retail stationers, fancy goods and leather goods dealers and account book manufacturers.
36. To issue debentures, bonds, obligations and securities of all kinds and to frame, constitute and secure the same as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise and other perpetual or terminable and either redeemable or otherwise and change and acquire the same by trust-deed or otherwise on the undertaking of the Company or any specific property or rights, present or future, of the Company (including, if thought fit, uncalled capital) or otherwise howsoever.
37. To facilitate and encourage the creation, issue or conversion of shares, stocks, debentures, debenture-stocks, bonds, obligations in securities and to act as trustees in connection there with and to take part in the conversion of business concerns and undertakings in to companies and the amalgamation, reconstruction and promotion of companies.
38. To adopt such means of making known the services, business interests of the Company as it may deem expedient and in particulars by advertising in the press, radio, television and cinema by circulars, by purchase, construction and exhibition of work of art or general interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
39. To invest money of the Company in such investments (other than shares or stock in the Company) as may be thought proper and to hold, sell or otherwise deal with investments as may be necessary for the purpose of the Company.
40. To carry on in India or in any part of the world all incidental acts and things necessary for the attainment of any of the objects under these presents.



## C. OTHER OBJECTS

1. To manufacture, produce, buy, sell, import, export, deal in machine tools, grinding machines, automatic lathes, drilling machines, planogrinders, machineries of every description, precision tools, cutting and small tools, electric motors, electrical equipments, cables, wires, switchgears, flame and drip proof machines, electric fans, regulators of all types electric kilowatt hour meters, magnets, industrial jewels, meters, voltmeters and other types Of measuring instruments, electrical, non-electrical magnetic, galvanic and other instruments die coatings, screws, nuts and bolts, transformers of all types, circuit brakers, hosts, elevators, gears, trolleys and coaches, winches, air compressors, power plants, welders, refrigerators, domestic washing machines, motors, fans insulations, television and wireless apparatus including radio receivers, and transmitters, micro components, radar equipments, v a l v e s , r e s i s t o r s , e l e c t r c instruments, conductors, materials, transistor and allied items, sewing machines, watches and clocks, tape recorders, household appliances and components and parts thereof.
2. To carry on all or any of the business of manufacturers, installers, maintainers, repairers of and dealers in electrical and electronic appliances and apparatus of every description, and of and in radio, television and telecommunication requisites and supplies, and electrical and electronic apparatus, appliances, equipment and other articles, instruments and things required for or capable of being used for or in connection with the generation, transformation, propagation ,radiation, distribution, supply accumulation and employment or application or Electricity for radiating wires for wireless, signaling lighting, heating, motive power, X-Ray, medicine and other purposes whatsoever, and to manufacture, construct, maintain, carry out, repair, alter, work buy sell, let on hire and otherwise deal in works, plant, machinery, apparatus, fittings, furnishings, tools materials, products, conveniences and things of all kinds, capables, of being used in connection with such purposes of any kinds including cables, wires, lines, stations, exchanges, accumulators, dynamos, motors, batteries, switching, regulating, controlling, signaling and radical apparatus, lamps, meters and engines.
3. To acquire by purchase or otherwise Tea Estate and Gardens and to plant, grow, import, export, buy sell process, manufacture, distribute, blend, package and in any way deal in Tea, coffee, cinchona, rubber, citronella, cocoa, bamboo and other produce of the soil and to carry on and engage in the business of planters, cultivators, winners, buyers and agents of every kinds of vegetable, minerals or other produce of the soil,to prepare, manufacture and render marketable any such produce and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state and either by wholesale or retail and to at as buying,selling,procurement,consignment,handing,warehousing,forwarding agents, contractors, consultants or otherwise in any of such commodities.
4. To purchase, taken on lease or in exchange, hire or otherwise acquire and hold lands producing or for production of tea, coffee, cinchona, rubber citronella, cocoa, bamboo and other product and concessions, rights, powers and privileges over any such lands so acquired and to establish, acquire, maintain, erect, repair and construct workshops and factories for the purpose of blending, processing and packaging tea, coffee. cinchona, rubber, required for packing any finished and unfinished products thereof and to buy and sell machinery, plants, vehicles, fittings, stores, implements and all other articles required

for blending, processing and packing tea, coffee, cinchona, rubber, citronella, cocoa, bamboo and other produce of the soil.

5. To carry on business as manufactures, products, dealers, purchasers, sellers, processors, importers, exporters, stockiest, agents, brokers, traders and retailers of all kinds qualities and descriptions of papers, coated papers, boards and articles including writing, printing, duplicating, maplitho, poster, tissue, newsprint, synthetic, clay coated, PVC coated, cast coated, ivory coated, poly coated, coated, chrome coated, coated impregnated papers and other laminated paper and boards, art papers, fluorescent papers, ultra metal papers, anticorrosive papers, glossy papers, waxed papers, blotting paper, stencil paper, carbon, MCR/Carbonless paper, papers for packing including craft and wrapping papers, flint paper, paper boards, including duplex and triplex boards, hardboards, strawboard, cardboard, card- board boxes, leather board, mill board, paste board, pulp board and all other papers including coated paper, boards and articles of any description made from paper, pulp (mechanical or wood) straw, persons from time to time by subscribing, or contributing to any institution, association, ( bagassee, grass, lintels, jute agricultural wastes or any other raw-material in any combination.
6. To carry on the business of manufacturing, buying, selling, importing, disturbign, processing exchanging, converting, altering, twisting or otherwise handing or dealing in cellulose, visco-, se rayon yarns and fibers, synthetics fires and yarn, staple fibers yarns and such other- fibers or fibrous materials, transparent paper and auxiliary chemical products.
7. To carry on business as exporters, importers, manufacturers, producers, processors, print-ers, bleachers, combers, laminators, spinners, weavers, dyers, finishers, dealers, merchants, agents in the various kinds and norms of yarn and fabrics of silk, cotton, wool, flax, jute, hemp, mohair, linen, rayon, nylon, terilene and natural, synthetics and other allied textiles of any description and kind and to carry on the business as drapers and dealers of furnishing fabrics, and also in connected materials like starch, sizing materials and dye stuff.
8. To carry on the business or business of manufacturers, importers and exporters of and dealers in sheet metal (ferrous and non-ferrous) and sheet metal articles of all kinds and in particular galvanised buckets, fire buckets, bath tubs, mugs, drums, tanks, tin containers and other articles for carrying or storing water, oil and other materials solid or liquid, suit-cases, trunks, boxes, tables, chairs, shelves, almirahs, safes and other kinds of steel & metal, furniture, chimneys, pipes, ridging ventilators, roofings, dust-bins, hand cart, municipal carts and all such other articles.
9. To purchase, manufacture, produce, refine, prepare, import, export, sell and to generally deal in sugar, sugar-beets, sugar-cane molasses, syrups, jaggery, melada and all products or by products thereof and food products, generally and in connection therewith to acquire, construct and operate sugar or other refineries, buildings, mills factories and other works.
10. To establish, own, erect, acquire, work and manage veneer mills, plywood factories and similar mills and factories and to peel, produce, manufacture and prepare for market, store, stock, buy, sell, export, import, distribute, deal and carry on business in veneers, veneer products, veneer for tea-chests, packing cases and commercial boards, decorative venders, venders for furniture and cabinet making and other purposes, tea chests, commercial plywood, plywood for cabinet making, coach building, ship building, boards, laminated boards, black boards, composite boards, compressed boards, pressed boards, hard boards, chip boards, bent wood, molded wood and any articles of like nature.

11. To carry on business as timber merchants, saw mill proprietors and timber growers, and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber and wood of all kinds, and to manufacture and deal in article of all kinds in the manufacture of which timber or wood is used and to carry on business general merchants, and to buy, clear, plant and work timber estates.
12. To carry on the business or business whether together or separately as proprietors, managers, renters and lessors, of studios, theaters, discotheques, cinemas, picture places, music halls, concert and dance halls and other place of amusement and entertainment of every kinds of film producing, studio, recording studios and radio and television studios and provide for the production and exhibition of pictures, transmission of pictures, movements, music and songs and for the reception transmission of news and business of production, management, performance and representation of entertainments of all kinds, musicals, dramas, shows, radio and television entertainments and other amusements and entertainments.
13. To carry on the business of refreshment caterers and contractors, merchants, wharfingers, ferryment, warehousing, carriers of goods and passengers and over any railway, road, tramway, ropeway, bridge, ferry, river or canal and manufacturers of and dealers in carriages, trucks, and other engines and other chattels and effects required for the making, maintenance, equipment.
14. To carry on the business of travel agent, to facilitate traveling and to arrange for all conveniences of travelers by securing tickets, sleeping cars, berths, hotel, boarding and lodging, guides and so on and to promote traveling and to carry on the business of booking agents for passengers traffics and for all goods, commodities and cargo by sea, land and air.
15. To establish, maintain and operate shipping, air transport and road transport services and ancillary services and for these purposes or as independent undertaking to purchase, take in exchange, charter, hire, build, construct, or otherwise acquire and to own, work, manage, and trade with steam-sailing motor and other ships, trawlers, drifts, tugs and vessels, and motor and other vehicles with all necessary and convenient equipments, engines, tackle, gear, furniture and stores or any shares or interest in ships, vessels, aircraft, motor and other vehicles, including shares stocks or securities of Companies, possessed or interested in any ships, aircraft or vehicle, and to maintain, repair fit or refit, improve, insure, alter, sell exchange or let out on the ships, vessels, aircraft, motor and other vehicles, or any of the engines, tackles, gear, furniture, equipment and stores of the Company.
16. To carry on the business of hotel, tourist hotels, restaurant, cafe, refreshment room and lodging house keepers, licensed victualers, wine beer and spirit merchants, importers and manufacturers of aerated minerals and artificial waters and other drinks, purveyors, caterers for the public generally, carriage, taxi, motor car and other lorry proprietors, dairy men, importers and brokers of goods, live and dead stock and foreign produce of all description, hair-dressers, perfumers, chemists, proprietors of clubs, baths, aeroplanes, partitions, pannellings, doors, windows and other construction purposes, decorative vender, dressing room s, laundries, reading, writing, and newspaper rooms, libraries, grounds and place of amusement, recreation, sport entertainment and instruction of all kinds, tobacco, cigar and cigarette merchants, agents for railway and shipping and airline companies and carriers theatrical and opera box office proprietors and general agents and others business which can conveniently be carried on in connection therewith.



17. To carry on the business as manufacturers, producers, exporters importers, traders, dealers, distributors, buyers, sellers, agents or merchants of glass, glass-ware, glass goods, mirrors, looking-glass, scientific glassware, glass bottle containers, toys decorative articles, sheet and plate, glass, bangles, false pearls and all kinds of articles prepared of glass, and/or carry on the business of glass leveler, patent solver, glass embosser, ecclesiastical lead workers, glass, tables, show card and show case manufacturers.
18. To produce, manufacture, refine, prepare, import, export, purchase, sells, treat and generally to deal in all kinds of ceramics, sanitary ware, earthenware, stone ware, china, terricotta, porcelain, products, bricks, fire clay, insulation bricks, silica bricks, tiles, pottery, pipes, insulators, re-factories of all description and/or by-products thereof and building materials general and in connection therewith, either as principal or agents, either solely or in partner- ship with other to take on lease or acquire, erect, construct, establish, operate and maintain, ceramics pottery industries, factories, quarries, mines, collieries workshops and other works.
19. To produce, manufacture, refine, prepare, import, export, purchase, sells generally to deal in all kinds of cement, cement products of any description (pipes, poles, asbestos sheets, blocks, tiles, garden-wares, etc) lime, limestone and/or by-products thereof, and in connection therewith to take on lease of acquire, erect, construct, establish, operate and maintain cement factory, quarries and collieries, Workshops and other works.
20. To carry on business of manufacturers of, dealers in, heirs (letting out on hire or hire purchase system, or taking on hire), repairs, cleaners, stores, warehousers, importers, exporters or agents of motor vehicles, motor cycles, cycles, cars, motor, scooters, bicycles, air conditioners, refrigerators, carriages, gramophones, radios, radiograms, electric fans, all kinds of other machineries, components, parts, accessories, apparatus and fittings, fireworks and other explosive products and water works minerals and mineral oils, chemicals and synthetic products or any other kind of merchandises, commodities and products.
21. To manufacture, produce, fabricate, erect, assemble, install, build, rebuilt, overhaul, service, import, export, buy sell and otherwise, deal or traffic in all kinds of plant and machinery and all kinds of pumps, engines, cranes, earthmoving machinery, industrial machinery, boilers, tanks, ships, bodies, turbines, generators, transformers, accumulators, dryers, all types of drying systems, kilns, calciner, heat exchangers, agitators, mixers, lamps, meters, dynamos, batteries, telephonic or telegraphic apparatus, switch boards, cables and wire, scientific, agricultural, industrial, mechanical and electrical equipments, accessories, tools, spares, appliances etc, and to carry on the business of mechanical, civil and electrical engineers, technical consultants, metallurgists, allied chemical works, boilers makers, mill wrights, and machinists and to undertake the erection and construction of wrights and machinists and to undertake the erection and construction of factories, mills, workshops and all other installations and to execute any contracts to carry out all or any works comprised in such contracts.

22. To build, construct ,maintain, enlarge, pull down, remove or replace, improve or develop and to work, manage and control any buildings, offices, mills, foundries, refineries, furnaces, godowns, warehouses, shops, machinery, engines, roadways, railways, tramways, or other means of transport, siding bridges, reservoirs, dams, watercourses, water systems, wharves, electric works or works operated by any other kind of power and also such other machinery, equipment, conveyances, works and conveniences and to subsidies, contribute to or take part in doing any of those things and/or to join with any other person or Company in India or elsewhere or with any Government or authority in doing any of these things.
23. To manufacture, purchases, sell, import, export, repair service and generally deal in all types of reprographic, photo duplicating and other office and business machines equipments and ancillary parts, links, papers, ribbons, plates, equipments etc.
24. To carry on the business as dealers, owners and investors in land, building, factories for which purpose to acquire and purchase, take on lease, tenancy or in exchange, hire or by other means obtain ownership and/or options over any freehold or other property for the said estate or interest there of any rights, privileges or easements over or in respect of any property, land or any building and to turn into account, develop the same and dispose of or maintain the same on deposit or borrow and raise money and to lend or deal with the money either with or without interest and to build township, markets or other buildings or conveniences there on and to equip the same or any part thereof with all or any amenities or conveniences, drainage, facility, electric, air conditioning, telegraphic, telephonic television installation and to deal with the same in any manner whatsoever, and to build, take on lease and/or on rent, purchase or acquire in any manner what so ever any departments, houses, flats, rooms, floors, huts, or other accommodation to let or dispose of the same on installment basis, hire purchase basis or by outright sale either by private treaty or by auction or in any other mode of disposition all or any integral part thereof.
25. To carry on all or any of the business of financiers of industrial, commercial and other enterprises and general financiers, film financiers, producers and distributors and exhibitors, money-lenders,sahukars,trustees,underwriters,guarantors,hire-purchase dealers, investors, promoters, securities, bonds, obligations, claims, licences and charges and land, buildings, houses, easements, negotiable instruments, DECREES, BOOK DEBTS, patents, factories, mines, industrial undertakings, business concerns, warehouses, property and rights of all kinds, agricultural units, shops, and godowns, business of insurance agents, trust company, safe deposit company and such other business and acts required in connection therewith, to receive or security provided the Company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949.
26. To search, wind, get, quarry, reduce, smelt, calcinate, refine, dress, amalgamate, manipulate and prepare for market ferrous and non-ferrous metal, ore, quarts, and mineral substance of all kinds including oil and to carry on any other prospecting mining and metallurgical operations and to work mines or quarries, and to search, from get work, process, calcine raise, smelt, manufacture, make merchantable, sell or otherwise deal in iron, coal, coaltar stone lime, limestone, chalk, clay, bauxite, soapstone, ores, metals, mineral oil, gold, silver, diamond, precious and other stones, deposits and products and all other kinds of by-products thereof and generally to carry on the business of mining in all its branches.

27. To manufacture, import, export, process and deal in natural and synthetic resin, molding powers, adhesives, paints, colors, varnish, enamels, and sprit in all its branches.
28. To manufacture, produce, refine, prepare, purchase, store, sell and generally to trade and deal in drugs, medicines, natural plants, mixtures, powder, tablets, capsules, injections, oils, compounds, toiletry goods, pigments and all kinds of pharmaceutical cosmetic and medicinal preparations required or used for beauty aid or personal hygiene or allopathic, ayurvedic, unanihomeopathe or nature cure methods or any system of treatment, bandages, cotton gauzes, crutches and all kinds of anatomical, orthopedic and surgical appliances, stores and requisites for hospitals, laboratories patients and invalids.
29. To manufacture, brew, distill, process, dehydrate, can package, buy, sell and deal in confectionery, dry and preserved fruits, juices, vegetables, pickles, beer, wines, molasses, soft drinks, processed food products, ice, ice-cream, ice candy, milk and milk products, wheats and all other eatables and by-products including fish, prawns and other products, of water and to carry on the business of manufacturers and dealers in and operators of vessels, siphon, gas filters, bottler, apparatus, appliances and description of all kinds for manufacturing, improving, treating, preserving, discharging and liquid whatsoever.
30. To carry on the business as manufacturers, exporters, importers, dealers, stores, agents, distributors of batteries, cells, torches, toys and personal aids.
31. To carry on business as general, commercial, color, crafts and processes, printers, painters, lithographers, photographers, engravers, die makers, publishers of newspaper, books, magazines, art and musical productions, plan and chart printers, press, and advertiser agents, contractors, ink, dye, color and chemical manufacturers, manufacturers of other metals, and other signs, manufacturers and dealers of containers and components and machinery manufacturers and dealers in printing machinery, type and data printers, books binders and stationers and dealers in all kinds of supplies and equipment for mercantile and other uses.
32. To organise, run, maintain, operate, promote the business of interior decorators, furniture and carpet designers and manufacturers, boutiques, operators of fashion centers, fashion shows, and to make acquire, deal in any way in handicraft, objects or art, antiques, ornaments, precious stones, jewelry whether artificial or otherwise, and articles wherein precious metals or precious stones may be used, in textile fabrics, and to manufacture and deal in products as are commonly dealt in boutiques, fashion shows and interior decorators.
33. To produce, extract, prepare, manufacture, purchase, utilize, refine or turn to account carbon, graphite, synthetic or natural coal, petroleum substances in all their various forms and derivatives and their products, by-products and ancillary products.
34. To carry on the business of manufacturers of pilfer-proof caps, packages, drums, barrels, tanks, containers, tubes, aireosal containers of every description from steel, tin, metals, paper etc.



35. To carry on the business of manufacture, makers, importers, exporters, buyers, sellers, suppliers, stockiest, agents, merchants, distributors and concessionaires of and dealers of writing pen, pencils, fountain pen, ball point pen, sign pen, color pencils, tubes and tablets, pins, erasers, printing and others, ink, clips, rules, paper, pulp, newsprint, board, envelopes, cards, dies, letter-heads, forms, files, stamps, books, bags, cases, cover, racks, cabinets, numerical printers, adhesive, tapes, gums duplicators, Xerox and photo copiers, carbon paper, ribbon, typewriters, computers, calculators, accounting and intercommunication machines and all kinds of office, domestic, industrial and educational stationery, equipments, appliances, furniture, instruments, gadgets, devices and stores.
36. To carry on the business of cold storage, warehouse keepers and storage of all commodities, goods or articles, refrigerating chambers, or otherwise and to do the business of ice makers, ice vendors manufacturers, hires of and dealers in refrigerators, refrigerating chambers and apparatus relating thereto.
37. To establish, own or acquire ferrous and non-ferrous metal, melting furnaces, mini-steel plants, alloy steel plants, rolling & rerolling mills, aluminum, plants and to carry on business as manufacturers, converters, processors, fabricators, brokers, drawers, suppliers, agents, stockiest, traders, importers and dealers of and in ferrous and non-ferrous metal, casting sponge iron, aluminum etc.
38. To carry on the business of extraction of oil by any means or process whatsoever from Soyabean, Rice bran, Oil Seeds, Oil cakes, nuts and grasses or other substances yielding oil or essence and to manufacture all types of crude oils, there from refine or double refine the stem and to manufacture, treat, prepare, pack, distribute, perfume or otherwise, deal in import and export all oils or raw materials for the manufacture of oils deoiled cake, vanaspati, ghee and other allied products and to enter into ready contracts, import, export, manufacture and otherwise deal in all kinds of oils, oil seeds, oil products, vegetable ghee and buy products.
39. To carry on the business of investment company and to invest and acquire, hold and deal in shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture, stocks, bonds obligations and securities, issued or guaranteed by any Government, State, Dominion, Sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise whether in India or elsewhere.
40. To carry on business as producers, manufacturers, processors, converters, refiners, makers, bottlers, stockiest, dealers, importers, exporters, traders, retailers, agents, sellers of oxygen, acetylene, ammonia, nitrogen, coal gas, natural gas, helium and other type and kinds of gases, mineral oil, motor and aviation spirit, diesel oil, kerosene, diverse, hydrocarbon oils and their blends including synthetic fuels and lubricating oils required for or used in industries, agriculture, clinics, hospitals, refrigeration, aviation, transport vehicles, space rockets and crafts communication, objects and media reactors,

power plants, domestic or public lighting, heating, cooling or cooking purposes, plants producing water, chemical or fuels, pesticides, or defense or warfare establishments, horticulture, forest or plant protection and growth and other allied purposes and to service, repair, manufacture, market or deal in machinery, plants spares, cylinder, welding machines, containers, gadgets, appliances, and accessories for working or using or producing any of such gases, oils and products.

41. To manufacture, cultivate, mix, grow, process, refine, hydrogenate, extract, treat, mill, grind, crush, husk, dehusk, store, can, fill, pack, purchase, sell import, export, act as agents and otherwise deal in wheat, wheat products, flour, atta, sooji, bran, bakery products, biscuits, baking materials, baby food, barley, gram, maize, com, starch, glucose, paddyrice, pulses, cereals, poultry feeds, animal feeds and its ingredients, oilseeds, oils, oilcakes, vanaspati, detergents, soaps, lubricants, glycerin, sugar, khandsari, molasses, raw jute and jute goods.
42. To carry on the business of growers of all sort of crops including paddy, sugarcane, potatoes fruits, vegetable, flowers, etc., and for the same to purchase or otherwise acquire land or tenancy rights in land groves and to do all things and acts necessary and incidental to the business of cultivation and growing of the above and other products.
43. To carry on business of felling converting, dragging, hauling, marketing, processing, stand-ardizing, grading, sorting, distributing, selling, and carrying out all aspects of explanation of forest products grown, raised or otherwise found naturally.
44. To establish and run data processing/computer centers and to offer consultancy and data processing and other services that are normally offered by data processing/computer centers to industrial business and other types of customers and to import training on Electronic Data Processing Computer Software and Hardware to customers and others.
45. To carry on the business of tobacconists and in all its branches and to sell, make up and manufacture tobacco, cigars, cigarettes, snuff, and other articles usually sold and tobacconists.
46. To manufacture, produce, prepare, process, vulcanize, repair, retread export, import, purchases, sell and generally to carry on business in tires and semi-tyers of different types of vehicles, industrial tiers, inner tubes, and other repairs materials.
47. To purchases, manufacture, treat import, sell export, let on hire, alter or otherwise deal with either as principal or agents either solely or in partnership with others, sewing cuffing, button holes, button holding and stitching, cutting, machineries of all kinds, span buttons, nut buttons, needles, safety pins, buckles and other tailoring and allied materials, tools and machineries.
48. To manufacture, weave, prepare, process, repair, buy and sell, resell, export, import and deal in all kinds of plastic, Bakelite, Acrylic and xylem goods including plastic liners and sacks of high density polyethylene, polyethylene, low density polyethylene and PVC right pipes, sheets, toys and wares and other types of plastic goods land products, synthetic

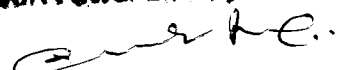
resins and compounds, ancillary and auxiliary materials and derivatives, intermediates and compositions; Plastic processing and ancillary, tools, molds, dies, instruments and other engineering goods which can be conveniently combined therewith; all kinds of chemicals, petroleum products, pharmaceutical products, and derivatives compositions, intermediates and auxiliaries.

49. To carry on business as exporters, manufacturers, importers, buyers, and sellers of and dealers in all chemicals including (without prejudice to the said generally) and in particular soda ash, caustic soda, sulfuric acid, super phosphate, ammonia chloride, di-calcium phosphate, alcohol, chlorine products, both organic and inorganic and such as polyvinyl chloride, carbon tetrachloride etc. alkali, acids, drugs, tannins, essences and pharmaceutical, photographic, sizing, medical, chemical, industrial and other preparations and articles of any nature and kinds whatsoever, mineral and other waters, cements, oils, paints, pigments and varnishes, compounds, drugs, dye, stuff, organic or mineral intermediates, paint and colors grinders, makers and dealers in proprietary articles of all kinds of electrical, chemical photographic, surgical and scientific apparatus, instruments, goods and materials.
50. To carry on all or any of the business as manufacturers, buyers, sellers, importers, exporters, distributors, agents, brokers, factors, stockiest, commission agents, and dealers of engineering goods, machine tool small tools, metals, alloys, iron, pipe fittings, nuts and bolts, bicycles and accessories, automobile parts steel and stainless steel and iron products ore and scraps, ferro alloys, Metallurgical residues, Cement and Cement products, hides, skins, leather goods, furs, bristles tobacco (raw manufactured), hemp, seeds, oils, and cakes, vanaspati, textile fiber and wastes, choir and jute and products thereof, wood and timber, bones crushed and uncrushed industrial diamonds, coal and charcoal, glue, gums and resins, ivory lacs, shellac manures, pulp or wood rags, rubber, tanning substances, wax, quartz, crystal chemical and chemical preparations, plastic and linoleum articles, glass and glassware handicrafts, a handloom, toys, diamonds, liquid gold, precious stones, ornaments, pearls, drugs and medicines, paints, instruments, apparatus and appliances, and mill work and parts thereof, paper and stationery, spots goods textile including decorative hand machine made, readymade garments, carpets, rugs, druggets, artificial silk fabrics, cotton woolen cloth and dressings, material, wigs, belts, belting, cinematography films, gramophone records, rubber goods starch umbrellas crown crock batteries surgical and musical instruments, marble and hard-ware items traditional Calendars, all kinds of books and manuscripts and electronic products of all kinds, sanitary ware and fitting, fish products, folder bran, fruits, nuts, memels grains, pulses flour, confectionery provisions alcohol beverage perfumed spirits, spices and tea coffee, sugar and molasses, vegetables and vegetable products, processed foods and packed food products and purchase and sale representatives to stockiest.
- IV. The Liabilities of members are limited.
- V. The Authorized Share Capital of the Company is Rs.74,00,00,000/-(Rupees Seventy Four Crores only) divided into 14,16,00,000 (Fourteen Crores Sixteen Lakhs only) Equity Shares of Rs.5/- (Rupees Five) each and 32,00,000 (Thirty Two Lakhs) Preference Shares of Rs.10/- (Rupees Ten) each.

**\* The Capital Clause V of Memorandum of Association is altered vide Ordinary Resolution passed in the Extra Ordinary General Meeting dated 14.10.2021.**

**CERTIFIED TRUE COPY**

**For Godawari Power and Ispat Limited**

  
**Company Secretary**

We, the several persons whose names addresses and descriptions are subscribed herein below are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively, agree to take the number of shares in the Company set opposite to our respective names :-

S. No.	Names, Addresses, Occupation and description of subscribers.	Number of Shares taken by each Subscriber	Signature	Signature, Name, Address, Occupation and description of Witnesses
1.	MR. SURESH AGRAWAL S/O LATE SHRI R.S. AGRAWAL MATRA CHHAYYA, BASTAR BADA, JAIL ROAD, RAIPUR (M.P.) BUSINESS	100 (ONE HUNDRED ONLY)	Sd/- Suresh Agrawal	<p>Witness to Subscribers No. 1 to 7 (Y.C. RAO)</p> <p>S/o Shri Y. Mandali Company Secretary 567-B, Urla, Raipur (C.G)</p>
2.	MRS. KANIKA AGRAWAL W/O MR. SURESH AGRAWAL MATRA CHHAYYA, BASTAR BADA, JAIL ROAD, RAIPUR (M.P.) HOUSE WIFE	100 (ONE HUNDRED ONLY)	Sd/- kanika Agrawal	
3.	MR. DINESH AGRAWAL S/O LATE SHRI R.S. AGRAWAL MATRA CHHAYYA, BASTAR BADA, JAIL ROAD, RAIPUR (M.P.) BUSINESS	100 (ONE HUNDRED ONLY)	Sd/- Dinesh Agrawal	
4.	MRS. RASHMI AGRAWAL W/O MR. DINESH AGRAWAL MATRA CHHAYYA, BASTAR BADA, JAIL ROAD, RAIPUR (M.P.) HOUSE WIFE	100 (ONE HUNDRED ONLY)	Sd/- Rashmi Agrawal	
5.	MRS. SARITA AGRAWAL W/O MR. B.L. AGRAWAL SIDDARTH, GEETA NAGAR RAIPUR (M.P.) HOUSE WIFE	100 (ONE HUNDRED ONLY)	Sd/- Sarita Agrawal	
6.	MR. S.N. AGRAWAL S/O SHRI M.P. AGRAWAL NEAR AVONI ENG. 31-MAHOBA BAZAR, RAIPUR SERVICE	100 (ONE HUNDRED ONLY)	Sd/- S.N. Agrawal	
7.	MR. M.K. GUPTA S/O SHRI B.P. GUPTA M.I.G.-11, MAHABIR NAGAR P.O. RAVIGRAM RAIPUR 492 006 (M.P.) SERVICE	100 (ONE HUNDRED ONLY)	Sd/- M.K. Gupta	
		700		

20.9.99  
RAIPUR

**CERTIFIED TRUE COPY**  
**For Godawari Power and Ispat Limited**



Company Secretary

**THE COMPANIES ACT, 2013**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**GODAWARI POWER AND ISPAT LIMITED**

***Interpretation***

1. In these regulations—
  - (a) "The Company" or "this Company" means **Godawari Power and Ispat Limited**;
  - (b) "the Act" means the Companies Act, 2013.
2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

***Share capital and variation of rights***

3. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
4. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
  - a) one certificate for all his shares without payment of any charges; or
  - b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
  - c) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
  - d) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
  - e) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. The Company agrees, that it will not charge any fees in excess of the fees as may be prescribed under the listing agreement from time to time.
5. The provisions of Articles (3) and (4) shall mutatis mutandis apply to debentures of the company.

**CERTIFIED TRUE COPY**  
**For Godawari Power and Ispat Limited**



**Company Secretary**



**Foreign Register of Members:**

6. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

**Shares held in Trust:**

7. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

**Commission on subscription of securities:**

8. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.  
(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.  
(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

**Variation of Shareholders' Rights:**

9. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.  
(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

**DEMATERIALIZATION**

**Definitions**

11. For the purpose of this article: -  
'Beneficial Owner' means a person or persons whose name is recorded as such with a depository.

'SEBI' means the Securities and Exchange Board of India.

'Depository' means a company formed and registered under the Companies Act, 1956, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992 ; and

'Security' means such security as may be specified by SEBI from time to time.

### **Dematerialization of securities**

12. Notwithstanding anything contained in these articles, the company shall be entitled to dematerialize its securities, to offer securities in a dematerialized form pursuant to the Depositories Act, 1996.

### **Options for investors**

13. Every person subscribing to securities offered by the company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository if permitted by the applicable law in respect of any security in the manner provided by the Depositories Act, and the company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.

If a person opts to hold his security with a depository, the company shall intimate such depository the details of allotment of the security and / or transfer of securities in his name and on receipt of the information, the depository shall enter in its record the name of the allottee and / or transferee as the beneficial owner of the security.

### **Securities in Deposits to be in fungible form**

14. All securities held by a depository shall be dematerialized and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C, and 372A of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

### **Distinctive numbers of securities held in a depository**

15. Nothing contained in the Act or these articles regarding the necessity of having distinctive numbers for securities issued by the company shall apply to securities held with a depository.

### **Rights of Depositories and Beneficial Owners**

16. Notwithstanding anything to the contrary contained in the Act or these articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

Every person holding securities of the company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the company. The

beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

#### **Service of documents**

17. Notwithstanding anything to the contrary contained in the Act or these articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or discs.

#### **Transfer of securities**

18. The transfer of shares, debentures or other marketable securities of the Company in respect of which no certificate has been issued or in cases where such shares, Debentures or other marketable Securities are held in an electronic and fungible form, shall be governed by the provisions of the Depositories Act, 1996.

#### **Allotment of Securities dealt in a depository**

19. Notwithstanding anything contained in the Act or these articles, where securities dealt in a depository, the company shall intimate the details thereof to the depository immediately on allotment and/or registration of transfer of such securities.

#### **Register and Index of Beneficial Owners**

20. The register and index of beneficial owners maintained by a depository under the Depositories Act, 1996, shall be deemed to be the register and index of members and security holders for the purposes of these articles.

#### **Issue of Preference Shares:**

21. Subject to the provisions of section 55, any preference shares may be issued redeemable on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### **Lien**

22. (i) The company shall have a first and paramount lien—  
(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and  
(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:  
Provided that the Board directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.  
(ii) The company's lien, if any, on a share shall extend to all dividends payable declared from time to time in respect of such shares.

23. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or  
(b) until the expiration of, thirty days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by

reason of his death or insolvency and stating that amount so demanded if not paid within the period specified at the registered office of the company, the said share shall be sold.

24. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.  
(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.  
(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
25. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.  
(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### ***Calls on shares***

26. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:  
(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.  
(iii) A call may be revoked or postponed at the discretion of the Board.
27. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.
28. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
29. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent, per annum or at such lower rate, if any, as the Board may determine.  
(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
30. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.  
(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

31. The Board—
  - (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
  - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

## TRANSFER AND TRANSMISSION OF SHARES

### *Transfer of shares*

32.
  - (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
  - (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

33. The Board may, subject to the right of appeal conferred by section 58 decline to register---
  - (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
  - (b) any transfer of shares on which the company has a lien.

34. The Board may decline to recognise any instrument of transfer unless—
  - (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
  - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
  - (c) the instrument of transfer is in respect of only one class of shares.

35. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year

### *Transmission of shares*

36.
  - (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
  - (ii) Nothing in clause (i) the company shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.



37. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either--

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

38. (i) if the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he selects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

39. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

### **Forfeiture of shares**

40. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

41. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

42. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the date of forfeiture, which shall be the date on which the resolution of the board is passed forfeiting the shares.

43. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.  
(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
44. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be Conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.  
(ii) The company may receive the consideration, if any, given for the share or any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.  
(iii) The transferee shall thereupon be registered as the holder of the share.  
(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
45. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **Alteration of capital**

46. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
47. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
48. Where shares are converted into stock,—
- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

### **Reduction of Capital:**

49. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

### **Capitalization of Profits:**

50. Subject to provisions of Section 63 of the Act, the company may capitalize its profits or reserves for the purpose of issuing fully paid up Bonus Shares out of its Free Reserves, Security Premium Account, Capital Redemption Reserve Account.

51. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
  - (iii) Any agreement made under such authority shall be effective and binding on such members.

### **Buy-back of shares**

52. Subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

**General meetings**

53. All general meetings other than annual general meeting shall be called extraordinary general meeting.
54. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.  
(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

**Proceedings at general meetings**

**Quorum:**

55. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.  
(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

**Chairperson:**

56. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
57. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
58. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

**Adjournment of meeting**

59. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.  
(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.  
(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.  
(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Voting rights**

60. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
  - (a) on a show of hands, every member present in person shall have one vote; and
  - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
  - (c) No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has exercised any right of lien.
61. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
62.
  - (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
  - (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
63. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
64. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
65. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
66.
  - (1) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
  - (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### ***Proxy***

67. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power a authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
68. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.



69. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **Board of Directors**

#### **Remuneration to Directors:**

70. Subject to the provisions of the Companies Act, 2013 and Rules made thereunder each Director shall be paid sitting fees for each meeting of the Board or a committee thereof, attended by him a sum not exceeding the maximum amount as prescribed under the Act.
71. Subject to the provisions of Section 161 of the Act, the Board of directors shall have power to appoint a Nominee Director or an alternate Director to act for a Director during his absence for a period of not less than three months from India.
72. The Directors shall have power, at any time and from time to time, to appoint any qualified person to be a director to fill a casual vacancy created before expiry of office of any director.
73. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.  
(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—  
(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or  
(b) in connection with the business of the company.
74. The Board may pay all expenses incurred in getting up and registering the company.

#### **Authorisation to sign cheques etc.**

75. All cheques, promissory notes, drafts, hands, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine,

#### **Attendance:**

76. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

#### **Additional Director:**

77. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength

as provided in section 149 of the Act or such higher number as may be approved by the Shareholders by way of Special Resolution.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

### **Proceedings of the Board**

#### **Convening of Meeting:**

78. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

#### **Voting:**

79. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

#### **Quorum:**

80. The quorum required for conducting the Board meeting shall be as prescribed in Section 174 of the Act.
81. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

#### **Chairperson:**

82. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting.

#### **Committees:**

83. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

84. (i) A committee may elect a Chairperson of its meetings.  
(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
85. (i) A committee may meet and adjourn as it thinks fit.  
(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

#### **Validity of acts of Board and Committees:**

86. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
87. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### **Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer**

88. Subject to the provisions of the Act,—  
  
(i) A chief executive officer/Managing Director/ manager/Whole Time Director, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer/Managing Director/ manager/Whole Time Director, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;  
(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
89. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

#### **The Seal**

90. (i) The Board shall provide for the safe custody of the seal.  
(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one director or company secretary as the Board

may appoint for the purpose; and said director or the company secretary shall sign every instrument to which the seal of the company is so affixed in his presence.

### **Dividends and Reserve**

91. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
92. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company:
93. (1) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.  
(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
94. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.  
(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.  
(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
95. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the comp.any on account of calls or otherwise in relation to the shares of the company.
96. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who, is first named on the' register of members, or to such person and to such address as the holder or joint holders may in writing direct.  
(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
97. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

98. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
99. No dividend shall bear interest against the company. Accounts

**Books of Accounts:**

100. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law.

**Winding up**

101. Subject to the provisions of Chapter XX of the Act and rules made there under— •
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in-space or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for • the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

**Indemnity**


102. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

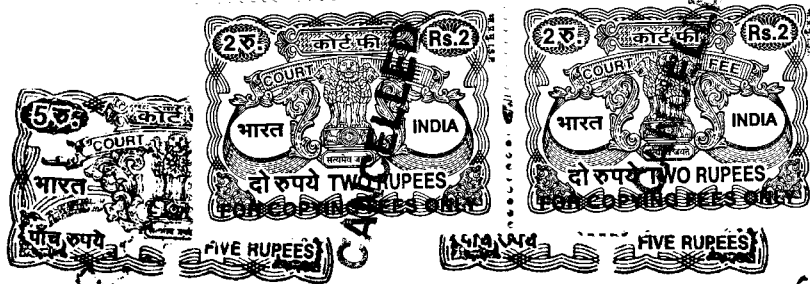


We, the several persons whose names addresses and descriptions are subscribed herein below are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively, agree to take the number of shares in the Company set opposite to our respective names :-

S. No.	Names, Addresses, Occupation and description of subscribers.	Number of Shares taken by each Subscriber	Signature	Signature, Name, Address, Occupation and description of Witnesses
1.	MR. SURESH AGRAWAL S/O LATE SHRI R.S. AGRAWAL MATRA CHHAYYA, BASTAR BADA, JAIL ROAD, RAIPUR (M.P.) BUSINESS	100 (ONE HUNDRED ONLY)	Sd/- Suresh Agrawal	<p>Witness to Subscribers No. 1 to 7 (Y.C. RAO)</p> <p>S/o Shri Y. Mandali Company Secretary 567-B, Urla, Raipur (C.G)</p>
2.	MRS. KANIKA AGRAWAL W/O MR. SURESH AGRAWAL MATRA CHHAYYA, BASTAR BADA, JAIL ROAD, RAIPUR (M.P.) HOUSE WIFE	100 (ONE HUNDRED ONLY)	Sd/- kanika Agrawal	
3.	MR. DINESH AGRAWAL S/O LATE SHRI R.S. AGRAWAL MATRA CHHAYYA, BASTAR BADA, JAIL ROAD, RAIPUR (M.P.) BUSINESS	100 (ONE HUNDRED ONLY)	Sd/- Dinesh Agrawal	
4.	MRS. RASHMI AGRAWAL W/O MR. DINESH AGRAWAL MATRA CHHAYYA, BASTAR BADA, JAIL ROAD, RAIPUR (M.P.) HOUSE WIFE	100 (ONE HUNDRED ONLY)	Sd/- Rashmi Agrawal	
5.	MRS. SARITA AGRAWAL W/O MR. B.L. AGRAWAL SIDDARTH, GEETA NAGAR RAIPUR (M.P.) HOUSE WIFE	100 (ONE HUNDRED ONLY)	Sd/- Sarita Agrawal	
6.	MR. S.N. AGRAWAL S/O SHRI M.P. AGRAWAL NEAR AVONI ENG. 31-MAHOBA BAZAR, RAIPUR SERVICE	100 (ONE HUNDRED ONLY)	Sd/- S.N. Agrawal	
7.	MR. M.K. GUPTA S/O SHRI B.P. GUPTA M.I.G.-11, MAHABIR NAGAR P.O. RAVIGRAM RAIPUR 492 006 (M.P.) SERVICE	100 (ONE HUNDRED ONLY)	Sd/- M.K. Gupta	
		700		

20.9.99  
RAIPUR

**CERTIFIED TRUE COPY**  
**For Godawari Power and Ispat Limited**  
  
**Company Secretary**



IN THE HIGH COURT OF CHHATTISGARH AT BILASPUR  
ORDINARY ORIGINAL CIVIL JURISDICTION

<sup>Petition</sup>  
COMPANY APPLICATION NO. 10 OF 2010

In the matter of Companies Act, 1956

**And**

In the matter of Section 391 to 394 of the Companies  
Act, 1956.

**And**

In the matter of Scheme of Arrangement between

**Hira Industries Limited**

(1<sup>st</sup> Transferor Company/Applicant Company)

**R.R.Ispat Limited**

(2<sup>nd</sup> Transferor Company/Applicant Company)

With

**Godawari Power & Ispat Limited**

Transferee Company/Applicant Company

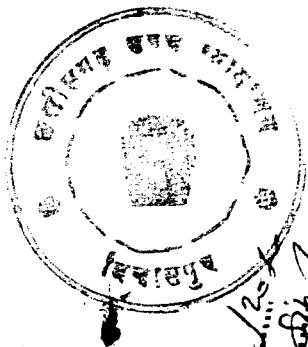
**And**

**Their Respective Shareholders**

**APPLTICATION UNDER RULE 9 OF THE COMPANIES**  
**(COURT) RULES, 1959**

The humble application prays for filing of Joint application  
for the reasons stated as

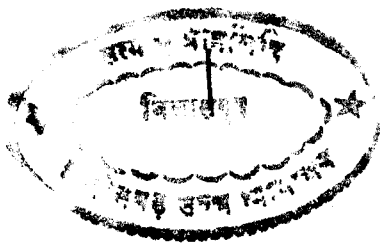
1. That the contents of the Company Applications for both  
the companies are similar in contents and substance,
2. That filing of separate Company Applications for both the  
companies would unnecessarily burden the Applicant  
Companies with lot of paper work.



R.R. Ispat  
Presented by Shri R.R. Ispat  
Dated 28/12/2010

Exp. No - 10076/11  
for Ref.

C.F. Look



AFR

HIGH COURT OF CHHATTISGARH AT BILASPUR

COMPANY PETITION NO.10 of 2010

IN THE MATTER OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF SECTION 391 TO 394 OF THE  
COMPANIES ACT, 1956

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN

HIRA INDUSTRIES : 1<sup>ST</sup> Transferor Company/  
LIMITED Applicant Company

AND

R.R. ISPAT LIMITED : 2<sup>ND</sup> Transferor Company/  
Applicant Company

WITH

GODAWARI POWER : Transferee Company/Applicant  
& ISPAT LIMITED Company

AND

Their Respective Shareholders

AND

COMPANY PETITION NO.20 of 2010

IN THE MATTER OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF SECTION 391 TO 394 OF THE  
COMPANIES ACT, 1956

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN

HIRA INDUSTRIES : 1<sup>ST</sup> Transferor Company/  
LIMITED Applicant Company

AND

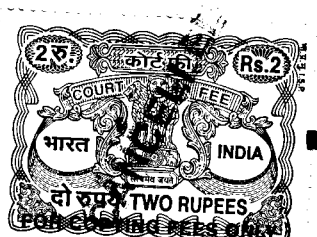
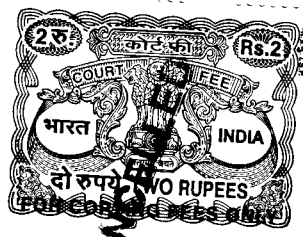
R.R. ISPAT LIMITED : 2<sup>ND</sup> Transferor Company/  
Applicant Company

WITH

GODAWARI POWER : Transferee Company/Applicant  
& ISPAT LIMITED Company

AND

Their Respective Shareholders



PETITION TO SANCTION ARRANGEMENT EMBODIED IN THE  
SCHEME OF ARRANGEMENT

SB: Hon'ble Shri Satish K. Agnihotri, J.

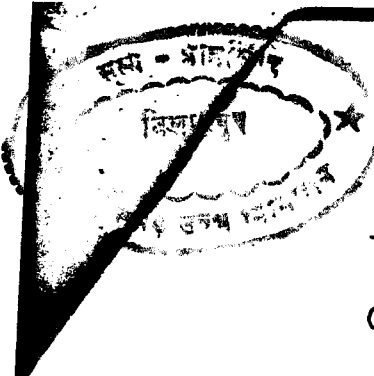
Present: Shri K.R. Nair & Shri Ravi Ranjan Sinha, Advocates for the  
petitioners.  
Ms. Fouzia Mirza, Assistant Solicitor General for the Union  
of India.  
Shri Amrito Das, Advocate for the Official Liquidator.

ORDER (ORAL)

copy of (Passed on 09<sup>th</sup> day of March, 2011)

1. These are the petitions under section 391 read with section 394 of the Companies Act, 1956 (for short 'the Act, 1956') seeking sanction for the scheme of amalgamation between M/s Hira Industries Limited & M/s R.R. Ispat Limited (the transferor company/applicant company), a company incorporated under the Companies Act, 1956, having its registered office at 572, Urla Industrial Area, District Raipur, Chhattisgarh, the transferor company with M/s Godwari Power & Ispat Limited, a company incorporated under the provisions of the Act, 1956, having its registered office at Plot No.428/2, Phase I, Industrial Area, Siltara - 493 111, District Raipur, Chhattisgarh, the transferee company.
2. The scheme of amalgamation, which is sought under these petitions is annexed as Annexure 'A' to Company Petition No. 20/2010.
3. Upon hearing the parties, this Court directed for meeting of equity share holders of M/s Godawari Power & Ispat Limited (transferee company) and M/s Hira Industries Limited (1<sup>st</sup> Transferor Company) & M/s R.R. Ispat Limited (2<sup>nd</sup> Transferor Company, which was convened on 2-8-2010 for consideration and approval with or without modification, the scheme of amalgamation of M/s Godawari Power & Ispat Limited (transferee company) and M/s Hira Industries Limited (1<sup>st</sup>

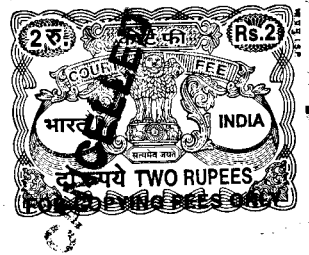




Transferor Company) & M/s R.R. Ispat Limited (2<sup>nd</sup> Transferor Company. The meeting of unsecured and secured creditors was directed to be convened on 2-8-2010. Notice of the said meeting was published in Free Press Journal (in English) and Dainik Bhaskar (in Hindi), widely circulated in Chhattisgarh.

4. The Chairman submitted his reports (Exhibits 'A', 'B' & 'C' to his affidavit dated 9-8-2010) along with a list of secured and unsecured creditors and share holders of the transferor and transferee company, who attended the meeting. The report also stated that all the meetings approved the scheme by majority without modifications, on 9-8-2010.
5. This Court, by order dated 7-9-2010 issued notice to the Central Government, Ministry of Corporate Affairs, through Regional Director, Western Region, Everest, 5<sup>th</sup> Floor, 100, Marine Drive, Mumbai 400 002 and the Registrar of Companies, Madhya Pradesh & Chhattisgarh, 3<sup>rd</sup> Floor, A Block, Sanjay Complex, Jayendra Ganj, Gwalior, and ordered to publish notice of hearing of the company petition. It was directed to publish notice of hearing in Free Press Journal (in English) and Dainik Bhaskar (in Hindi), widely circulated in Chhattisgarh. Accordingly, notice was published in the aforesaid two newspapers.
6. In pursuance thereof, the Official Liquidator has filed its report dated 7-1-2011 and reiterated that the affairs of the transferor company have not been conducted in a manner prejudicial to the interest of its members, creditors or to public interest as per the second proviso to section 394 (1) of the Companies Act, 1956. However, it was recommended that the word of 'Effective Day' be substituted by word 'Appointed Day', as it is provided in the scheme on 1-4-2010. Recommendation to the above extent is accepted





7. Thus, it is held that there is no objection for confirmation of the petition.
8. It was submitted by counsel for the petitioner that the accounting standards as stipulated in the Act, 1956 shall be followed. There is no other objection.
9. The rights and obligations of convertible debentures and warrants holders in the transferor company, should become the rights and obligations of the holders in the transferee company including the obligation to make a public announcement for making a public offer to the share holders of the transferee company.

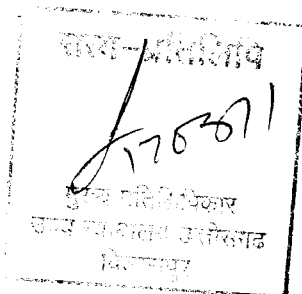


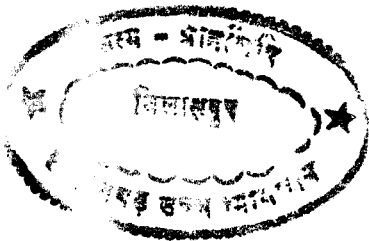
In view of foregoing, the scheme of amalgamation with the above stated-modification is confirmed. The petitions are allowed. The scheme of amalgamation shall come into effect after filing of the certified copy of the order with the Registrar of Companies, within 14 days from the date of receipt of a copy of this order.

11. The scheme of arrangement/amalgamation annexed as Annexure 'A' with company petition No.20/2010, shall form a part of this order.
12. The transferee company shall pay a sum of ₹ 15,000/- as fee fixed for the official liquidator and in addition, counsel's fee to be determined at ₹ 10,000/-.
13. The office to take necessary steps for issuance of formal procedure within a period of two weeks.

Sd/-  
S.K.Agnihotri  
Company Judge

Gowri





Exp. 10076/11

9/03/11	(10) Application received on
10/03/11	(12) Applicant taken to spot on
12/03/11	(13) Applicant appeared on
9/03/11	(14) Application (with or without further or correct particulars) sent to the concerned
14/03/11	(5) Applicant received from hotel-room with record or without record for further or correct particulars
	(6) Applicant was notice for further or correct particulars on
	(7) Applicant given notice for further funds on
	(8) Notice received on (9) (7) completed with on
14/03/11	(3) Copy ready on
12/03/11	(10) Copy delivered or sent on
10-00	(11) Court-fee realised

14/03/11

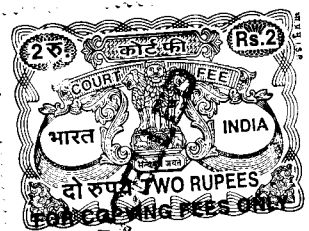
Handwritten signature and date 14.3.11

Comptroller

Head Copyist

Handwritten signature and date 14.3.11

849-116-10077/11  
for Ref.



Single Bench

IN THE HIGH COURT OF CHHATTISGARH AT BILASPUR  
ORDINARY ORIGINAL CIVIL JURISDICTION

<sup>Petition</sup>  
COMPANY APPLICATION NO. 11 OF 2010

In the matter of Companies Act, 1956

And

In the matter of Section 391 to 394 of the Companies  
Act, 1956.

And

In the matter of Scheme of Arrangement between

**Hira Industries Limited**

(1<sup>st</sup> Transferor Company/Applicant Company)

**R.R.Ispat Limited**

(2<sup>nd</sup> Transferor Company/Applicant Company)

With

**Godawari Power & Ispat Limited**

Transferee Company/Applicant Company

And

**Their Respective Shareholders**

**MEMO OF PARTIES**

**Hira Industries Limited**

a company incorporated under the provisions of the  
Companies Act, 1956 and having its Registered office  
at 572, Urla Industrial Area, Dist. Raipur  
Chhattisgarh- 493221.

**1<sup>st</sup> Transferor Company/Applicant Company**

**R.R.Ispat Limited**

a company incorporated under the provisions of the  
Companies Act, 1956 and having its registered office  
at Plot No. 490/1, Urla Industrial Complex,  
Raipur - 493 221, Chhattisgarh.

**2<sup>nd</sup> Transferor Company/Applicant Company**

**Godawari Power & Ispat Limited**

a company incorporated under the provisions of the  
Companies Act, 1956 and having its registered office  
at Plot no.428/2, Phase I, Industrial Area, Siltara-493111,  
District Raipur, Chhattisgarh.

**Transferee Company/Applicant Company**

And

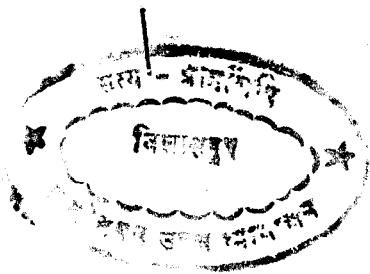
**Their Respective Shareholders**

R.R. No. 924/11  
Presented by R.R. Sahu  
Dated 1-11-12



R.R. Sahu  
Adv.





HIGH COURT OF CHHATTISGARH AT BILASPUR

COMPANY PETITION NO.11 of 2010

IN THE MATTER OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF SECTION 391 TO 394 OF THE  
COMPANIES ACT, 1956

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN

HIRA INDUSTRIES : 1<sup>ST</sup> Transferor Company/  
LIMITED Applicant Company

AND

R.R. ISPAT LIMITED : 2<sup>ND</sup> Transferor Company/  
Applicant Company

WITH

GODAWARI POWER : Transferee Company/Applicant  
& ISPAT LIMITED Company

AND

Their Respective Shareholders

AND

COMPANY PETITION NO.21 of 2010

IN THE MATTER OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF SECTION 391 TO 394 OF THE  
COMPANIES ACT, 1956

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN

HIRA INDUSTRIES : 1<sup>ST</sup> Transferor Company/  
LIMITED Applicant Company

AND

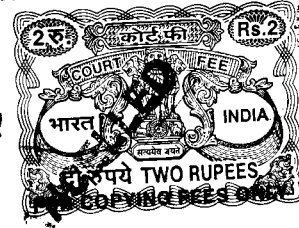
R.R. ISPAT LIMITED : 2<sup>ND</sup> Transferor Company/  
Applicant Company

WITH

GODAWARI POWER : Transferee Company/Applicant  
& ISPAT LIMITED Company

AND

Their Respective Shareholders



2

PETITION TO SANCTION ARRANGEMENT EMBODIED IN THE  
SCHEME OF ARRANGEMENT

SB: Hon'ble Shri Satish K. Agnihotri, J.

Present: Shri K.R. Nair & Shri Ravi Ranjan Sinha, Advocates for the  
petitioners.  
Ms. Fouzia Mirza, Assistant Solicitor General for the Union  
of India.  
Shri Amrito Das, Advocate for the Official Liquidator.

ORDER (ORAL)

(Passed on 09<sup>th</sup> day of March, 2011)

Copy of

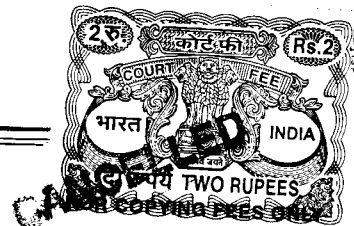


1. These are the petitions under section 391 read with section 394 of the Companies Act, 1956 (for short 'the Act, 1956') seeking sanction for the scheme of amalgamation between M/s Hira Industries Limited & M/s R.R. Ispat Limited (the transferor company/applicant company), a company incorporated under the Companies Act, 1956, having its registered office at 572, Urla Industrial Area, District Raipur, Chhattisgarh, the transferor company with M/s Godwari Power & Ispat Limited, a company incorporated under the provisions of the Act, 1956, having its registered office at Plot No.428/2, Phase I, Industrial Area, Siltara - 493 111, District Raipur, Chhattisgarh, the transferee company.
2. The scheme of amalgamation, which is sought under these petitions is annexed as Annexure 'A' to Company Petition No. 21/2010.
3. Upon hearing the parties, this Court directed for meeting of equity share holders of M/s Hira Industries Limited (1<sup>st</sup> Transferor company) & M/s R.R. Ispat Limited (2<sup>nd</sup> Transferor Company) and M/s Godawari Power and Ispat Limited (the transferee company), which was convened on 3-8-2010 for consideration and approval with or without modification, the scheme of amalgamation of M/s Godawari Power & Ispat Limited (transferee company) and M/s Hira Industries Limited



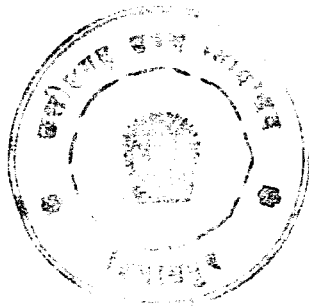
(1<sup>st</sup> Transferor Company) & M/s R.R. Ispat Limited (2<sup>nd</sup> Transferor Company. The meeting of unsecured and secured creditors was directed to be convened on 3-8-2010. Notice of the said meeting was published in Free Press Journal (in English) and Dainik Bhaskar (in Hindi), widely circulated in Chhattisgarh.

4. The Chairman submitted his reports (Exhibits 'A', 'B' & 'C' to his affidavit dated 9-8-2010) along with a list of secured and unsecured creditors and share holders of the transferor and transferee company, who attended the meeting. The report also stated that all the meetings approved the scheme by majority without modifications, on 9-8-2010.
5. This Court, by order dated 7-9-2010 issued notice to the Central Government, Ministry of Corporate Affairs, through Regional Director, Western Region, Everest, 5<sup>th</sup> Floor, 100, Marine Drive, Mumbai 400 002 and the Registrar of Companies, Madhya Pradesh & Chhattisgarh, 3<sup>rd</sup> Floor, A Block, Sanjay Complex, Jayendra Ganj, Gwalior, and ordered to publish notice of hearing of the company petition. It was directed to publish notice of hearing in Free Press Journal (in English) and Dainik Bhaskar (in Hindi), widely circulated in Chhattisgarh. Accordingly, notice was published in the aforesaid two newspapers.
6. In pursuance thereof, the Official Liquidator has filed its report dated 7-1-2011 and reiterated that the affairs of the transferor company have not been conducted in a manner prejudicial to the interest of its members, creditors or to public interest as per the second proviso to section 394 (1) of the Companies Act, 1956. However, it was recommended that the word of 'Effective Day' be substituted by word 'Appointed Day', as it is



provided in the scheme on 1-4-2010. Recommendation to the above extent is accepted

7. Thus, it is held that there is no objection for confirmation of the petition.
8. It was submitted by counsel for the petitioner that the accounting standards as stipulated in the Act, 1956 shall be followed. There is no other objection.
9. The rights and obligations of convertible debentures and warrants holders in the transferor company, should become the rights and obligations of the holders in the transferee company including the obligation to make a public announcement for making a public offer to the share holders of the transferee company.
10. In view of foregoing, the scheme of amalgamation with the above stated-modification is confirmed. The petitions are allowed. The scheme of amalgamation shall come into effect after filing of the certified copy of the order with the Registrar of Companies, within 14 days from the date of receipt of a copy of this order.
11. The scheme of arrangement/amalgamation annexed as Annexure 'A' with company petition No.21/2010, shall form a part of this order.
12. The transferee company shall pay a sum of ₹ 15,000/- as fee fixed for the official liquidator and in addition, counsel's fee to be determined at ₹ 10,000/-.
13. The office to take necessary steps for issuance of formal procedure within a period of two weeks.



*[Handwritten signature]*  
30671

Sd/-  
S.K.Agnihotri  
Company Judge



Exp. 10077/11

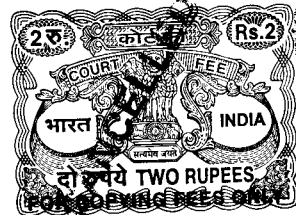
9-3-11	(1) Appl received
16-3-11	(2) Adm. order
23/3/11	(3) Adm. order applied
9-3-11	(4) Adm. order to be followed
	(5) receiver room visit report without record further or can be decided
14-3-11	(6) Adm. order notice to be corrected
-	(7) Application notice for further
-	(8) Notice or (7) copy
14-3-11	(9) Copy received
23/3/11	(10) Copy sent on
10-4-11	(11) Court

10077/11

Combarer

Head Copy

23537



1

File No. 10080/11  
For Ref

IN THE HIGH COURT OF CHHATTISGARH AT BILASPUR  
ORDINARY ORIGINAL CIVIL JURISDICTION  
COMPANY APPLICATION NO. <sup>Petition</sup> 12 OF 2010

In the matter of Companies Act, 1956

And

In the matter of Section 391 to 394 of the Companies Act, 1956.

And

In the matter of Scheme of Arrangement between

**Hira Industries Limited**

(1<sup>st</sup> Transferor Company/Applicant Company

**R.R.Ispat Limited**

(2<sup>nd</sup> Transferor Company/Applicant Company)

With

**Godawari Power & Ispat Limited**

Transferee Company/Applicant Company

And

**Their Respective Shareholders**

**MEMO OF PARTIES**

**Hira Industries Limited**

a company incorporated under the provisions of the Companies Act, 1956 and having its Registered office at 572, Urla Industrial Area, Dist. Raipur Chhattisgarh- 493221.

**1<sup>st</sup> Transferor Company/Applicant Company**

**R.R.Ispat Limited**

a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Plot No. 490/1, Urla Industrial Complex, Raipur - 493 221, Chhattisgarh.

**2<sup>nd</sup> Transferor Company/Applicant Company**

**Godawari Power & Ispat Limited**

a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Plot no.428/2, Phase I, Industrial Area, Siltara-493111, District Raipur, Chhattisgarh.

**Transferee Company/Applicant Company**

And

**Their Respective Shareholders**

R.R. No. 293/10  
Presented by Shri P. P. Singh  
Dated 1-1-10



HIGH COURT OF CHHATTISGARH AT BILASPUR

COMPANY PETITION NO.12 of 2010

IN THE MATTER OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF SECTION 391 TO 394 OF THE  
COMPANIES ACT, 1956

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN

HIRA INDUSTRIES : 1<sup>ST</sup> Transferor Company/  
LIMITED Applicant Company

AND

R.R. ISPAT LIMITED : 2<sup>ND</sup> Transferor Company/  
Applicant Company

WITH

GODAWARI POWER : Transferee Company/Applicant  
& ISPAT LIMITED Company

AND

Their Respective Shareholders

AND

COMPANY PETITION NO.22 of 2010

IN THE MATTER OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF SECTION 391 TO 394 OF THE  
COMPANIES ACT, 1956

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN

HIRA INDUSTRIES : 1<sup>ST</sup> Transferor Company/  
LIMITED Applicant Company

AND

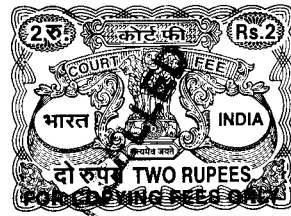
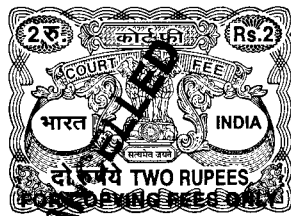
R.R. ISPAT LIMITED : 2<sup>ND</sup> Transferor Company/  
Applicant Company

WITH

GODAWARI POWER : Transferee Company/Applicant  
& ISPAT LIMITED Company

AND

Their Respective Shareholders



PETITION TO SANCTION ARRANGEMENT EMBODIED IN THE  
SCHEME OF ARRANGEMENT

SB: Hon'ble Shri Satish K. Agnihotri, J.

Present: Shri K.R. Nair & Shri Ravi Ranjan Sinha, Advocates for the  
petitioners.  
Ms. Fouzia Mirza, Assistant Solicitor General for the Union  
of India.  
Shri Amrito Das, Advocate for the Official Liquidator.

ORDER (ORAL)

(Passed on 09<sup>th</sup> day of March, 2011)

1. These are the petitions under section 391 read with section 394 of the Companies Act, 1956 (for short 'the Act, 1956') seeking sanction for the scheme of amalgamation between M/s Hira Industries Limited & M/s R.R. Ispat Limited (the transferor company/applicant company), a company incorporated under the Companies Act, 1956, having its registered office at 572, Urla Industrial Area, District Raipur, Chhattisgarh, the transferor company with M/s Godwari Power & Ispat Limited, a company incorporated under the provisions of the Act, 1956, having its registered office at Plot No.428/2, Phase I, Industrial Area, Siltara - 493 111, District Raipur, Chhattisgarh, the transferee company.
2. The scheme of amalgamation, which is sought under these petitions is annexed as Annexure 'A' to Company Petition No. 22/2010.
3. Upon hearing the parties, this Court directed for meeting of equity share holders of M/s R.R. Ispat Limited (2<sup>nd</sup> transferor company) & M/s Hira Industries Limited (1<sup>st</sup> Transferor Company) and M/s Godawari Power and Ispat Limited (transferee company), which was convened on 4-8-2010 for consideration and approval with or without modification, the scheme of amalgamation of M/s R.R. Ispat Limited (2<sup>nd</sup> transferor company) & M/s Hira Industries Limited (1<sup>st</sup> transferor



company) with M/s Godawari Power & Ispat Limited (transferee company). The meeting of unsecured and secured creditors was directed to be convened on 4-8-2010. Notice of the said meeting was published in Free Press Journal (in English) and Dainik Bhaskar (in Hindi), widely circulated in Chhattisgarh.

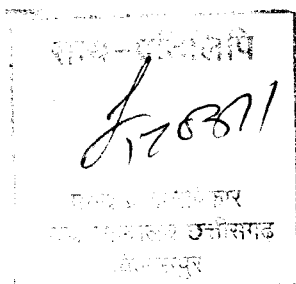
4. The Chairman submitted his reports (Exhibits 'A', 'B' & 'C' to his affidavit dated 9-8-2010) along with a list of secured and unsecured creditors and share holders of the transferor and transferee company, who attended the meeting. The report also stated that all the meetings approved the scheme by majority without modifications, on 9-8-2010.
5. This Court, by order dated 7-9-2010 issued notice to the Central Government, Ministry of Corporate Affairs, through Regional Director, Western Region, Everest, 5<sup>th</sup> Floor, 100, Marine Drive, Mumbai 400 002 and the Registrar of Companies, Madhya Pradesh & Chhattisgarh, 3<sup>rd</sup> Floor, A Block, Sanjay Complex, Jayendra Ganj, Gwalior, and ordered to publish notice of hearing of the company petition. It was directed to publish notice of hearing in Free Press Journal (in English) and Dainik Bhaskar (in Hindi), widely circulated in Chhattisgarh. Accordingly, notice was published in the aforesaid two newspapers.
6. In pursuance thereof, the Official Liquidator has filed its report dated 7-1-2011 and reiterated that the affairs of the transferor company have not been conducted in a manner prejudicial to the interest of its members, creditors or to public interest as per the second proviso to section 394 (1) of the Companies Act, 1956. However, it was recommended that the word of 'Effective Day' be substituted by word 'Appointed Day', as it is provided in the scheme on 1-4-2010. Recommendation to the above extent is accepted



7. Thus, it is held that there is no objection for confirmation of the petition.
8. It was submitted by counsel for the petitioner that the accounting standards as stipulated in the Act, 1956 shall be followed. There is no other objection.
9. The rights and obligations of convertible debentures and warrants holders in the transferor company, should become the rights and obligations of the holders in the transferee company including the obligation to make a public announcement for making a public offer to the share holders of the transferee company.
10. In view of foregoing, the scheme of amalgamation with the above stated-modification is confirmed. The petitions are allowed. The scheme of amalgamation shall come into effect after filing of the certified copy of the order with the Registrar of Companies, within 14 days from the date of receipt of a copy of this order.
11. The scheme of arrangement/amalgamation annexed as Annexure 'A' with company petition No.20/2010, shall form a part of this order.
12. The transferee company shall pay a sum of ₹ 15,000/- as fee fixed for the official liquidator and in addition, counsel's fee to be determined at ₹ 10,000/-.
13. The office to take necessary steps for issuance of formal procedure within a period of two weeks.

Sd/-  
S.K.Agnihotri  
Company Judge

Gowri





7188

Exp. No. 10080/11

9.3.11	(1) Application received on
10.3.11	(2) Applicant told to appear on
12/3/11	(3) Applicant appeared on
9.3.11	(4) Application (with or without further or correct particulars) sent to court-room
14.3.11	(5) Application (with or without further or correct particulars) sent to court-room
—	(6) Application (with or without further or correct particulars) sent to court-room
—	(7) Application (with or without further or correct particulars) sent to court-room
—	(8) Application (with or without further or correct particulars) sent to court-room
14.3.11	(9) Copy ready on
12/3/11	(10) Copy delivered or sent on
10.3.11	(11) Court-fee realized

10/3/11  
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Head Copyist 7080/11