



## **GODAWARI POWER AND ISPAT LIMITED**

Registered Office: Plot No. 428/2, Phase I, Industrial Area, Siltara, Raipur - 493111, Chhattisgarh,  
Corporate office: Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492001, Chhattisgarh,  
Web Site: www.godawaripowerispat.com, Email Id: yarra.rao@hiragroup.com  
CIN: L27106CT1999PLC013756 Contact No.: 0771-4082000 Fax: 0771-4057601

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

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

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

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of GODAWARI POWER AND ISPAT LIMITED will be held on Saturday the 28th day of July, 2018 at 04.30 P.M. at the corporate office of the Company situated at 2nd Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492001, Chhattisgarh to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Consolidated and Standalone Financial Statements comprising of Balance Sheet as on 31st March, 2018 and Profit and Loss Account of the company for the year ended 31st March 2018 along with the reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Shri Dinesh Kumar Gandhi having Director Identification Number 01081155 who retires by rotation and being eligible for reappointment, offers himself for reappointment.

#### **SPECIAL BUSINESS:**

3. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2019 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting."

4. To increase in the aggregate limit of investment by Foreign Institutional Investors/Foreign Portfolio Investors and Non Resident Indians in Equity Share Capital of the company and in this regard to consider and, if through fit, to pass the following Resolution with or without modification(s), as a special resolution:

**"RESOLVED THAT** pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2015 ("Consolidated FDI Policy"), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India ("RBI") and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of directors of the company (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers

## **GODAWARI POWER & ISPAT LIMITED**

conferred by this Resolution), consent of the company be and is hereby accorded for purchase/acquisition of Equity Share(s) by foreign investors including Foreign Institutional Investors ("FIIs") / Foreign Portfolio Investors ("FPIs") registered with the Securities and Exchange Board of India ("SEBI"), on their own account and/or on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors (FPIs), Non Resident Indians and other eligible Investors under the Portfolio Investment Scheme/ Foreign Direct Investment Scheme and / or any such investments scheme of the RBI, on the recognized stock exchange or in any other manner, subject to the condition that the aggregate holding of the such investors shall not exceed 49% (Forty nine percent) of the paid up equity share capital of the company, provided however that the shareholding of each FII / FPI, on its own account and on behalf of each of the SEBI approved sub-accounts of FPI shall not exceed 10% (ten percent) of paid-up share capital of the company or such other limit as may be stipulated by Reserve Bank of India in each case, from time to time."

Place: Raipur  
Date: 30.05.2018

By Order of the Board

**Y.C. Rao**  
Company Secretary

**NOTES:**

**1. PROXY**

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

**2. BOOK CLOSURE**

The Register of Members and share transfer books of the Company shall remain closed from 21.07.2018 to 28.07.2018 (both days inclusive) for the purpose of the Annual General Meeting and payment of dividend for the year ended 31st March, 2018

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

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

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

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

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

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

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

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

<b>Year of Dividend</b>	<b>Date of Declaration</b>	<b>Due date for transfer to IEP Fund</b>
2010-11	30.09.2011	29.10.2018
2011-12	29.09.2012	28.10.2019
2012-13	28.09.2013	27.10.2020
2013-14 (Interim)	15.03.2014	14.04.2021
2013-14	27.09.2014	26.10.2021
2014-15	19.09.2015	18.10.2022
2015-16	NA	NA
2016-17	NA	NA
2017-18	NA	NA

Further, the company shall not be in a position to entertain the claims of the shareholders for the unclaimed dividends which have been transferred to the credit of the Investor Education and Protection Fund of the Central Government under the provisions of section 125 of the Companies Act 2013.

## GODAWARI POWER & ISPAT LIMITED

11. Investors holding physical shares are advised to forward the particulars of their Bank Account, name, branch and address of the bank immediately, if not sent already, so as to enable us to incorporate the same on dividend warrants.
12. In furtherance of its "Go-Green" initiative, the Ministry of Corporate Affairs, Government of India, has recently mandated service of documents / notices by companies to their shareholders through electronic mode. With a view to participate in the initiative, we request that you may provide your e-mail address, if you wish to receive the documents / notices etc. of our Company through electronic mode. You may send your e-mail address to our Registrar & Transfer Agents, Link Intime India Private Limited, at their following e-mail address, mentioning your Folio No.(s), if you are holding shares in physical form, and DP ID and Client ID, if you are holding shares in Dematerialized form:- [gpilgogreen@linkintime.co.in](mailto:gpilgogreen@linkintime.co.in)

### 13. VOTING THROUGH ELECTRONIC MEANS:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their vote at the 19th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL):

#### The instructions for e- voting as under:

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

- (i) Open email and open PDF file viz;"GPIL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL:[http:// www.evoting.nsdl.com/](http://www.evoting.nsdl.com/)
- (iii) Click on Shareholder- Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click login.
- (v) Password change menu appears. Change the password/PIN with the new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "EVEN 108486" of GPIL.
- (viii) Members can cast their votes online from 25.07.2018 (9:00 am) till 27.07.2018 (5:00 pm).

Note: E-Voting shall not be allowed beyond said time.

- (ix) Now you are ready for e-voting as Cast Vote page opens.
- (x) Cast your vote by selecting appropriate option and click on "submit" also "Confirm" when prompted.
- (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through email to [office.csps@gmail.com](mailto:office.csps@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

- (i) Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM:

EVEN (E Voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - III. Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM ( i.e. cut-off date for dispatch 16.06.2018) but before the cut-off date of 21.07.2018 may obtain their user ID and password for e-voting by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or write to our registrar and transfer agent at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
  - IV. If you are already registered with NSDL for evoting then you can use your existing user ID and password/PIN for casting your vote.
  - V. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
  - VI. The e-voting period commences on 25.07.2018 (9:00 am) and ends on 27.07.2018 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date (record date) of July 21 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - VII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as the cut off date (record date) of 21.07. 2018.
  - VIII. CS Brajesh R. Agrawal, C/o B R Agrawal & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e- voting process in a fair and transparent manner.
  - IX. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - X. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizers Report shall be placed on the Company's website [www.godawaripowerispat.com](http://www.godawaripowerispat.com) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited & National Stock Exchange of India Limited.
- 14.** All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual general Meeting of the Company.

By Order of the Board

Place: Raipur  
Date: 30.05.2018

**Y.C. Rao**  
Company Secretary

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

### ITEM NO. 03:

The Board, on the recommendation of the Audit Committee, has approved the reappointment and remuneration of M/s Sanat Joshi & Associates, Cost Auditors having Firm Registration No. 000506 to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 at a remuneration of Rs. 70,000/-.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

### ITEM NO. 04:

In terms of Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and the Consolidated FDI Policy 2015, the Foreign Institutional Investors ("**FII**s") and Foreign Portfolio Investors ("**FPIS**") registered with the Securities and Exchange Board of India ("**SEBI**") can acquire and hold on their own account and on behalf of their SEBI approved sub-accounts together, up to an aggregate limit of 24% (twenty four percent) of the paid up Equity Share capital of an Indian company. The said Regulations further provide that the limit of 24% (twenty four percent) can be further increased up to the sectoral cap/statutory ceiling as applicable, by passing a resolution of the Board and a Special Resolution to that effect by its members and followed by necessary filings with the Reserve Bank of India ("**RBI**").

As of March 31, 2018, holding of FIIs/FPIs, OCBs and NRIs was less than 24% of the paid up share capital of the company. To make more space for FIIs / FPIs/NRIs to invest in the equity of the company, it is proposed to increase the present limit of FIIs / FPIs/NRIs shareholding in the company to 49% (forty nine percent) of paid up equity share capital of the company.

Accordingly, the resolution set out at item no.4 of this Notice is proposed to enable the FIIs/ FPIs/NRIs to acquire equity shares of the company upto the revised ceiling limit of 49% (forty nine percent) of the paid-up Equity Share Capital of the company.

None of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in this resolution except to the extent of their shareholding in the company.

The Board of directors recommends the resolutions set out at Item no.4 for the approval of the members of the company as a special resolution.

By Order of the Board

Place: Raipur  
Date: 30.05.2018

**Y.C. Rao**  
Company Secretary

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

<b>A</b>	<b>NAME</b>	<b>1. SHRI DINESH KUMAR GANDHI</b>
<b>B</b>	Brief resume	
	i) Age	55 years
	ii) Qualification	Chartered Accountant and Company Secretary
	iii) Experience in specific functional area	More than 25 years
	iv) Date of Appointment on the Board of the company	25.02.2005
<b>C</b>	Nature of expertise in specific functional areas	He is a non-executive Director on the Board of the Company and has over 25 years of experience in the areas of accounts, finance, project planning and financing. A dynamic financial analyst, his competence strategically directs the company.
<b>D</b>	Name(s) of other Listed entities in which the person holds the directorship	N.A
<b>E</b>	Chairman/Member of the Committee of the Board of Directors of the Company	Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Allotment committee
<b>F</b>	No. of Shares of ₹ 10/- each held by the Directors	18,000
<b>G</b>	Relationship with Directors inter-se (As per Section 2(77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014	No Relationship with Directors







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**PROXY FORM**

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

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

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

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

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the company, to be held on the Saturday the 28th day of July, 2018 at 04.30 PM at Corporate Office of the Company situated at 2nd Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492001, Chhattisgarh and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Sl. No.	Resolutions	Optional*	
		For	Against
1.	Consider and adopt: Audited Financial Statements, Reports of the Board of Directors and Auditors thereon		
2.	Re-appointment of Shri Dinesh Kumar Gandhi, who retires by rotation		
3.	Approval of Remuneration of the Cost auditors		
4.	To increase in the aggregate limit of investment by Foreign Institutional Investors/Foreign Portfolio Investors and Non Resident Indians in Equity Share Capital of the company		

Signed this .....day of ..... 2018

Signature of shareholder .....

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

Affix ₹ 1/-  
Revenue  
Stamp

**Note:**

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



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## Attendance Slip

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

**Name and address of the Shareholder**

1. I, hereby record my presence at the 19th Annual General Meeting of the Company of the Company held on Saturday 28th July, 2018 at 04.30 PM at the Corporate office of the Company at 2nd Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur – 492001.
2. Signature of Shareholder/Proxy Present:.....
3. Shareholder/ Proxy holder wishing to attend the meeting must bring the duly signed attendance Slip to the meeting.
4. Shareholder/Proxy Holder attend the meeting is requested to bring his/her copy of the Annual Report.

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

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### ELECTRONIC VOTING PARTICULARS

E-Voting Event Number [EVEN]	USER ID	PASSWORD

Note: Please read the instructions given in the Notes to the Notice of 19th Annual General Meeting dated 30.05.2018. The E-Voting period starts on 25.07.2018 and ends on 27.07.2018. The e-voting module shall be disabled by NSDL for voting thereafter.



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**VENUE OF THE MEETING**

Second Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur,  
Chhattisgarh-492001

