



### **GODAWARI POWER & ISPAT**

Ref: GPIL/NSEBSE/BB/2024/5488

June 19, 2024

Vork
Certified
JAN 2023-JAN 2024
INDIA

Great Place

To,

**BSE LIMITED** 

Phiroze Jeejeebhoy Towers, Dalal Street,

Mumbai-400001.

Scrip Code: BSE: 532734

To,

National Stock Exchange of India Limited

Exchange Plaza, C/1, Block G,

Bandra Kurla Complex, Bandra (East),

Mumbai-400051.

Scrip Code: GPIL

Dear Sir/Madam.

Sub:

Public Announcement for the Buyback Offer to the Public Shareholders of Godawari

Power & Ispat Limited (the "Company"/"GPIL")

Ref

: Submission of Public Announcement

This is in furtherance to our intimation dated June 15, 2024 informing the stock exchanges, that the Board of Directors of the Company has approved the proposal of Buy-back of 21,50,000 (Twenty One Lakh Fifty Thousand) fully paid-up equity shares of the Company of face value of ₹5 each at a price of ₹1400 (Rupees One Thousand Four Hundred only) per equity share, on a proportionate basis, through the tender offer route ("Buyback"), in accordance with the provisions of the Companies Act, 2013, and rules made thereunder, and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") and other applicable laws

In this connection, we wish to inform you that pursuant to Regulation 7(i) of the SEBI Buyback Regulations, the Company has published a Public Announcement dated June 18, 2024 ("Public Announcement") for the Buyback on June 19, 2024 in the newspapers mentioned below:

Sr. No	Newspapers	Language	Editions
1)	Business Standard	English	All Editions
2)	Business Standard	Hindi	All Editions
3)	Deshbandhu	Hindi	Raipur Edition

In this regard, please find enclosed:

a) A copy of the Public Announcement, as published in the aforesaid newspapers as Annexure-1.

Kindly take the same on record.

Thanking you, Yours faithfully.

For Godawari Power & Ispat Limited

Y.C.RAO

Company Secretary

Encl: As Above.

GPIL A RAIDU GO

**Godawari Power & Ispat Limited** 

An ISO 9001:2015, ISO 14001:2015 & ISO 45001:2018 certified company CIN L27106CT1999PLC013756

Registered Office and Works: Plot No. 428/2, Phase 1, Industrial Area, Siltara, Raipur - 493111, Chhattisgarh, India

P: +91 771 4082333, F: +91 771 4082234

Corporate Address: Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492001, Chhattisgarh, India
P: +91 771 4082000, F: +91 771 4057601

www.godawaripowerispat.com, www.hiragroup.com

# **GODAWARI POWER & ISPAT LIMITED**

Corporate Office: Hira Arcade, Near New Bus Stand, Pandri, Raipur-492 001, Chhattisgarh

Tel. No.: +91 771 4082333 | Fax No.: +91 771 4082234 | Email ID: yarra.rao@hiragroup.com | Website: www.godawaripowerispat.com

Contact Person: Mr. Yarra Chandra Rao, Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF GODAWARI POWER & ISPAT LIMITED ("COMPANY"/ "GPIL") FOR THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement ("Public Announcement") is being made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of Godawari Power & Ispat Limited from the eligible equity shareholders / beneficial owners of the Equity Shares of the Company through the tender offer route using the stock exchange mechanism, pursuantto Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("SEBI Buyback Regulations") along with the requisite disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations. specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations read with the SEBI circular CIRI/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular CEDI/DCR2/CIRI/P/2016/131 dated December 09, 2016, circular SEBI/HO/CFD/DCR-III/CIRI/P/2021/615 dated August 13, 2021 and circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, including further amendments thereof.

OFFER FOR BUYBACK UP TO 21,50,000 FULLY PAID-UP EQUITY SHARES HAVING FACE VALUE OF ₹5

(RUPEES FIVE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹1400.00 (RUPEES ONE THOUSAND FOUR HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS FROM ALL THE ELIGIBLE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

The Board of Directors of the Godawari Power & Ispat Limited ("Company") (the Board of Directors hereinafter referred to as the "Board", which expression shall include any Committee constituted and authorized by the Board to exercise its powers) at its meeting held on June 15, 2024 ("Board Meeting") had, subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the Buyback of up to 21,50,000 (Twenty One Lakhs Fifty Thousand) fully paid-up equity shares having face value of ₹5 (Rupees Five Only) each ("Maximum Buyback Shares"), representing up to 1.64% of the total number of Equity Shares in the paid-up equity share capital of the Company (excluding 45,00,000 shares held by Trust in Treasury) as on March 31, 2024 at a price of ₹1400.00 (Rupees One Thousand Four Hundred only) per Equity Share ("Buyback Price"), payable in cash, for an aggregate amount not exceeding ₹301.00 Crores (Rupees Three Hundred and One Crores only) ("Buyback Size"), representing 7.00% and 6.66% of the aggregate of the total paid up equity share capital and free reserves of the Company (including Securities Premium Account) based on the audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively (the "Buyback") (being the latest audited standalone financial statements available at the Board Massing and Statements and audited consolidated financial statements available at the Board Massing and Statements available at the Board Massing and Statements and Statements and such as the Board Massing and Statements and Sta the Board Meeting) excluding any expenses incurred or to be incurred for the Buyback viz. brokerage, costs, the Board Meeting) excluding any expenses incurred or to be incurred for the Buyback viz. brokerage, costs, fees, turnover charges, taxes such as Buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs"), from all the eligible equity shareholders/beneficial owners of the Equity Shares of the Company including promoters and members of the promoter group of the Company as on Friday, June 28, 2024 ("Record Date") (for further details on the Record Date, refer to point no. 12 of this Public Announcement), on a proportionate basis through the Tender Offer route using stock exchange mechanism. in accordance with the provisions of the Companies Act, 2013, as amended (the 'Companies Act,''Act') the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 "Share Capital Rules"), the Companies (Management and Administration) Rules (2014 (the "Management and Administration Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI (LODR) Regulations, 2015"/Listing Regulations") to the extent applicable, and in compliance with the SEBI (Buy-Back of Securities) Regulations, 2018, as amended (hereinafter referred to as the "SEBI Buyback Regulations") and SEBI Circulars.

The Buyback Size represents 7.00% and 6.66% of the aggregate of the total paid-up capital and free reserves as per the audited standalone financial statements and audited consolidated financial statements of the Company as at March 31, 2024, respectively, and is within the statutory limit of 10% of the aggregate of the total paid-up capital and free reserves of the Company, based on both audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively, through the board approval route under the Section 68(2)(b) of the Companies Act, 2013 and pursuant to the proviso to Regulation 50(b) of SEBI Buyback Regulations. Further, under the Companies Act and SEBI Buyback Regulations, the maximum number of Equity Shares that can be bought back in any financial year shall not exceed 25.00% of the total paid-up equity capital of the Company in that financial year. The Company proposes to Buyback not exceeding 21,50,000 (Twenty One Lakhs Fifty Thousand) Equity Shares of the Company, representing 1.64% of the total number of Equity Shares of the existing total paid-up equity capital of the Company (excluding 45,00,000 shares held by Trust in Treasury) as on March 31, 2024, which is within the aforesaid limit of 25.00%.

The Buyback is in accordance with Article 52 of the Articles of Association of the Company and Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, Buy-back Regulations read with SEBI Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations"), subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registrar of Companies, Chhattisgarh ("ROC"), Stock Exchanges where the Equity Shares of the Company are listed i.e. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively, the "Stock Exchanges") and/ or other authorities, institutions or bodies, (together with SEBI, ROC, Stock Exchanges, the "Appropriate Authorities") as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.

The Equity Shares are listed on BSE and NSE. The Buyback shall be undertaken on a proportionate basis from the holders of the Equity Shares of the Company as on Record Date ("Eligible Shareholders") through the tender offer route prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the Securities and Exchange Board of India ("SEBI") vide the SEBI Circulars. In this regard, the Company will request NSE to ne acquisition window shall for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, NSE will be the designated stock exchange.

In terms of the Buyback Regulations, through Tender Offer Route, the Promoters and members of the Promoter Group and persons in control of the Company have the option to participate in the Buyback. In this regard, Promoters and members of the Promoter Group and persons in control of the Company, vide their letters dated June 17, 2024 have expressed their intention to participate in the Buyback and tender Equity Shares based on their entitlement. The extent of their intention of participation in the Buyback have been detailed in point no. 7.1. of this Public Announcement.

The Buyback will not result in any benefit to the Promoters and members of the Promoter Group, persons in control of the Company or any Director of the Company except to the extent of the Cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of equity shares which will lead to reduction in the equity share capital of the company post Buyback. The Buyback would be subject to the condition of maintaining minimum Public Shareholding requirements as specified in Regulation 38 of SEBI (LODR) Regulations, 2015, as amended. Any change in the Voting Rights of the Promoters and members of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control

Participation in the Buyback by eligible Shareholders may trigger tax on distributed income to such shareholders ("Buyback Tax") in India and such tax liability is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income Tax Act, 1961 read with applicable rules framed thereunder. The transaction of the Buyback would also be chargeable to securities transaction tax in India. Participation in the Buyback by the Non-Resident eligible shareholders may trigger capital gains tax in the hands of such Shareholders in their country of residence. In due course, the eligible shareholders will receive Letter of Offer, which will contain a more detailed note on taxation. However, in the view of the particularised nature of tax consequences, the eligible shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buy-back Committee may, till one (1) working day prior to the record date increase the buy-back price and decrease the number of securities bosed to be bought back, such that there is no change in the aggregate size of the buy-back.

The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including ershwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI"), under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, each as amended and that such approvals shall be required to be taken by such non-resident shareholders.

A copy of this Public Announcement is available on the Company's website i.e., www.godawaripowerispat.com Manager to the Buyback Offer's website i.e., www.markcorporateadvisors.com and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of the Stock Exchanges i.e., www.bseindia.com and www.nseindia.com, during the period of the Buyback.

NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The growth of the business, robust cash generation and strong balance sheet position allows the Company to reward its shareholders from time to time, as in the current instance. After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to approve Buyback of up to 21,50,000 (Twenty One Lakhs Fifty Thousand) Equity Shares at a price of ₹1400.00 (Rupees One Thousand Four Hundred only) per Equity Share for an aggregate amount not exceeding

₹301.00 Crores (Rupees Three Hundred and One Crores only) excluding the Transaction Costs, for d cash to the eligible shareholders. The Buyback is being undertaken, inter-alia, for the following reasons: nsaction Costs, for distributing The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;

The Buyback will help the Company to optimise the capital structure;

The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve reservation of up to 15.00% of the equity shares, which the Company proposes to Buy back, for small shareholders or the actual number of equity shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;

The Buyback may help in improving financial ratios like earing per share, return on capital employed and return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders'

The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment. MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK AND ITS PERCENTAGE OF THE

TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK

The maximum amount required for Buyback will not exceed ₹301.00 Crores (Rupees Three Hundred and One Crores only) excluding Transaction Costs.

The Buyback Size represent 7.00% and 6.66% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on the audited standalone financial statements and audited consolidated financial statements of the company as at March 31, 2024, respectively (being the latest audited standalone financial statements and audited consolidated financial statements available at the Board Meeting). The Buyback Size does not exceed 10% of the total paid-up equity capital and free reserves (including securities premium) of the Company as per the audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, which is in compliance with Regulation 5(i)(b) of the SEBI Buyback Regulations and Section 68(2) of the Companies Act, 2013.

The funds required for the implementation of the Buyback will be sourced out of free reserves and securities premium of the Company and/or such other source as may be permitted by the Buyback Regulations or the

The Company shall transfer from its free reserves and securities premium, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account, and details of such transfer shall be disclosed in its subsequent audited financial statements.

The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback. Transaction Costs do not form part of the Buyback Size and will be appropriated out of the free reserves of

BUYBACK PRICE AND THE BASIS OF ARRIVING AT BUYBACK OFFER PRICE

The Equity Shares of the Company are proposed to be bought back at a price of ₹1400.00 (Rupees One Thousand Four Hundred only) per Equity Share. The Buyback Price has been arrived at, after considering various factors including, but not limited to the trends in the volume weighted average prices and the closing price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, the net worth of the Company, impact on other financial parameters and the possible impact of Buyback on the earnings per

4.2. The Buyback Offer Price represents:

Premium of 67.41% and 66.71% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding June 08, 2024, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback "Intimation Date").

mium of 49.09% and 49.08% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, for two weeks preceding the Intimation Date.

Premium of 43.56% and 43.60% over the closing price of the Equity Shares on NSE and BSE, respectively, as on June 07, 2024, being the day preceding the Intimation Date.

NSE and BSE, respectively, as on June 07, 2024, being the day preceding the Intimation Date. Premium of 33.40% and 33.63% over the closing price of the Equity Shares on NSE and BSE, respectively, as on June 10, 2024, being the day after the day of Intimation to Stock Exchanges as there was a trading holiday on the day of Intimation..

Premium of 29.77% and 29.85% over the closing price of the Equity Shares on NSE and BSE, respectively, as on 1 (one) day prior to the Board Meeting i.e., June 14, 2024, as there was a trading holiday on the day of Board Meeting for Buyback.

As required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company after the buyback will not be more than twice the paid-up capital and free

MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buy-back up to 21,50,000 (Twenty One Lakhs Fifty Thousand) Equity Shares having face value of ₹5 each representing 1.64% of the total number of Equity Shares in the paid-up equity capital of the Company (excluding 45,00,000 shares held by Trust in Treasury) as per the latest audited financial statement as on March 31, 2024 at the Buyback Price of ₹1400.00 (Rupees One thousand Four Hundred only) per share for an amount not exceeding ₹301.00 Crores (Rupees Three Hundred and One Crores only).

DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND

The aggregate shareholding of the (i) promoters and members of the promoter group ("Promoter and Promoter Group") and persons in control; (ii) Directors of the companies which are part of Promoter and promoter Group of GPIL and (iii) Directors and Key Managerial Personnel of GPIL ("Company") as on the date of the Board Meeting i.e., Saturday, June 15, 2024:

Aggregate Shareholding of the Promoters and members of the Promoter Group and persons who are in control of the Company as on the date of Board Meeting i.e., Saturday, June 15, 2024

Number of % of paid-up equity share capital

Sr. No.	Name of the Shareholders	Equity Shares	as on the date of the Board Meeting i.e., June 15, 2024
Prom	oters		
1)	Bajranglal Agrawal	28,01,744	2.06%
2)	Dinesh Agrawal	72,63,211	5.34%
3)	N P Agrawal	22,90,798	1.69%
4)	Hanuman Prasad Agrawal	7,94,980	0.58%
	Sub-Total	1,31,50,733	9.67%
Memi	bers of Promoter Group		
5)	Sarita Devi Agrawal	13,87,126	1.02%
6)	Kumar Agrawal	44,95,711	3.31%
7)	Reena Agrawal	38,54,261	2.84%
8)	Madhu Agrawal	40,42,931	2.97%
9)	Abhishek Agrawal	45,03,921	3.31%
10)	Kanika Agrawal	27,57,279	2.03%
11)	Siddharth Agrawal	45,37,708	3.34%
12)	Vinay Agrawal	77,93,231	5.73%
13)	Pranay Agrawal	1,31,594	0.10%
14)	Prakhar Agrawal	50,75,924	3.73%
15)	Pratap Agrawal	3,69,640	0.27%
16)	Prakash Agrawal	3,69,640	0.27%
17)	Bajrang Lal Agrawal HUF	73,46,020	5.40%
18)	Narayan Prasad Agrawal HUF	18,28,945	1.35%
19)	Hanuman Prasad Agrawal HUF	1,92,521	0.14%
20)	Dinesh Agrawal HUF	27,30,721	2.01%
21)	Suresh Kumar Agrawal HUF	24,96,277	1.84%
22)	Hira Infra-Tek Limited	68,94,746	5.07%
23)	Hira Cement Limited	8,25,979	0.61%
24)	Hira Ferro Alloys Limited	48,00,000	3.53%
25)	Alok Ferro Alloys Limited	19,20,000	1.41%
26)	Bajranglal Agrawal Trustee GPIL Beneficiary Trust*	45,00,000	3.31%
	Sub-Total	7,28,54,175	53.59%
	Total	8,60,04,908	63.26%

Refers to the Treasury Shares and are deducted from the paid-up equity share capital Aggregate Shareholding in GPIL of the Directors of companies which are forming part of Promoter/Promoter Group as on the date of Board Meeting i.e., Saturday, June 15, 2024.

Sr. No.	Name of the Shareholder	Designation	No. of Equity Shares held	% Shareholding
1)	N P Agrawal	Managing Director of Hira Ferro Alloys Limited	22,90,798	1.69%
2)	Vinay Agrawal	Whole Time Director of Alok Ferro Alloys Limited	77,93.231	5.73%
3)	Yarra Chandra Rao	Director of Hira Ferro Alloys Limited and Alok Ferro Alloys Limited	1,132	Negligible
4)	Siddharth Agrawal	Director of Hira Infra-Tek Limited	45,37,708	3.34%

Aggregate Shareholding of the directors of the Company ("Directors") and Key Managerial Personnel ("KMPs") of the Company as on the date of Roard Meeting in Saturday has 45 (2024)

Sr. No.	Name of the KMP's / Directors	Designation	Number of Equity Shares held	% of paid-up equity share capital as on the date of the Board Meeting i.e., Saturday, June 15, 24
1)	Bajranglal Agrawal	Managing Director	28,01,744	2.06%
2)	Abhishek Agrawal	Whole-time Director	45,03,921	3.31%
3)	Siddharth Agrawal	Whole-time Director	45,37,708	3.34%
4)	Dinesh Agrawal	Whole-time Director	72,63,211	5.34%
5)	Yarra Chandra Rao	Company Secretary	1,132	Negligible
	TOTA	L	1,91,07,716	14.05%

Aggregate number of Equity Shares purchased or sold by the Promoters and members of the Promoter Group, persons in control. Directors of Companies which are forming part of the Promoter/Promoter Group of GPIL and Directors and KMPs of the Company during a period of six months preceding the date of the Board

Meeting i.e., Saturday, June 15, 2024: Aggregate number of shares purchased or sold by the Promoter and members of the Promoter Group and

Sr. No.	Name of the Shareholder	No of shares acquired / (Sold)	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
1)	Pranay Agrawal (Transferor)	(25,00,000)	Inter-se Transfer (Gift) on April 09, 2024	N.A.	N.A.	N.A.	N.A.
2)	Prakhar Agrawal (Transferee)	25,00,000	Inter-se Transfer (Gift) on April 09,	N.A.	N.A.	N.A.	N.A.

N.A. - Not Applicable.

Aggregate number of shares of Godawari Power & Ispat Limited purchased or sold by the Directors of companies, which are part of the Promoters/Promoter Group: Nil

Aggregate number of shares purchased or sold by the Directors and Key Managerial Personnel ("KMPs") of INTENTION OF THE PROMOTERS. MEMBERS OF THE PROMOTER GROUP AND PERSONS IN

CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK In terms of the SEBI Buyback Regulations, under the tender offer route, the promoters, members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the following promoters, members of the promoter group and persons in control of the Company have expressed their intention of participating in the Buyback vide their letters dated June 17, 2024 and may tender up to a maximum of 11,22,810 Equity Shares or such lower number of Equity Shares in accordance with the

provisions of Buy-back Regulations or permitted under applicable law

Maximum number of Equity Shares which may Number of Equity Shares held as on the Name of the Promoter/Promoter No. date of Board Meeting 1) Bajranglal Agrawal 28,01,744 72.63.211 1,08,950 Dinesh Agrawal 3) N P Agrawal 22.90.798 34.400 4) Hanuman Prasad Agrawal 7,94,980 11,930 5) Sarita Devi Agrawal 13,87,126 20,900 44,95,711 67,500 6) Kumar Agrawal 7) Reena Agrawal 38.54.261 57,900 8) Madhu Agrawal 40,42,931 60,700 9) Abhishek Agrawal 45,03,921 67,600 10) Kanika Agrawal 27,57,279 41,400 11) Siddharth Agrawal 45.37.708 68.100 77,93,231 1,17,000 12) Vinay Agrawa 13) Pranay Agrawal 1,31,594 2,000 14) Prakhar Agrawal 50,75,924 76,150 15) Pratap Agrawal 3.69.640 5.600 16) Prakash Agrawal 5,600 3,69,640 17) Bajrang Lal Agrawal HUF 73,46,020 1,10,190 18) Narayan Prasad Agrawal HUF 18,28,945 27,500 19) Hanuman Prasad Agrawal HUF 1,92,521 2,900

Number of Equity Maximum number of Name of the Promoter/Promoter Shares held as on the date of Board Meeting Equity Shares which may be offered Dinesh Agrawal HUF 27,30,721 41,000 21) Suresh Kumar Agrawal HUF 24,96,277 37,500 22) Hira Infra-Tek Limited 1,03,500 68,94,746 12,390 23) Hira Cement Limited 8,25,979 7,47,84,908 11,22,810

The details of the date and price of acquisition of the Equity Shares that the promoters/members of the promoter group intend to tender in the Buyback are set forth below

Bajranglal Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	50,000	10	Acquisition	10.00	5,00,000	50,000
2)	July 16, 2004	25,000	10	Acquisition	10.00	2,50,000	75,000
3)	October 27, 2004	1,49,500	10	Acquisition	20.00	29,90,000	2,24,500
4)	March 22, 2005	8,98,000	10	Bonus	NIL	NIL	11,22,500
5)	March 30, 2011	6,08,898	10	Merger*	NIL	NIL	17,31,398
6)	October 26, 2021	17,31,398	5	Sub- Division ^	NIL	NIL	34,62,796
7)	October 30, 2021	34,62,796	5	Bonus	NIL	NIL	69,25,592
8)	December 30, 2022	(40,15,000)	5	Sale (Inter-se Transfer as Gift)	NIL	NIL	29,10,592
9)	April 24, 2023	(1,08,848)	5	Buyback	500.00	5,44,24,000	28,01,744

Dinesh Agrawal Date of No. of Equity Nature of Sr. No. Price/Sale Transaction Equity Shares Transaction Value (₹) (₹) 100 10 Subscriber 1,000 100 1) 10.00 21, 1999 35,100 2) March 31, 35,000 10 Acquisition 10.00 3,50,000 3) October 27, 1,00,000 10 Acquisition 20.00 20,00,000 1,35,100 2004 4) March 22, 5,40,400 10 Bonus NII NIL 6,75,500 2005 5) May 13, 2006 95,000 7,70,500 10 NII NIL 6) March 30, 10,75,847 NIL 18,46,347 10 Merger NIL 2011 7) October 26, 18,46,347 NIL 36,92,694 5 Sub-Division NIL 2021 8) October 30, 36,92,694 5 NIL 73,85,388 Bonus NIL 2021 August 22, 2022 9,28,000 NIL 83,13,388 5 Transmission NIL 10) March 04, (7,68,000) 75,45,388 Transfer as Gift)

11)	April 24, 2023	(2,82,177)	5	Buyback	500.00	14,10,88,500	72,63,211
PA	grawal						
Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	49,500	10	Acquisition	10.00	4,95,000	49,500
2)	October 27, 2004	1,00,000	10	Acquisition	20.00	20,00,000	1,49,500
3)	March 22, 2005	5,98,000	10	Bonus	NIL	NIL	7,47,500
4)	March 30, 2011	5,085	10	Merger*	NIL	NIL	7,52,585
5)	January 05, 2012	7,000	10	Acquisition (Open Market)	77.41	5,41,881	7,59,585
6)	February 10, 2012	9,761	10	Acquisition (Open Market)	109.53	10,69,136	7,69,346
7)	October 26, 2021	7,69,346	5	Sub-Division *	NIL	NIL	15,38,692
8)	October 30,	15,38,692	5	Bonus	NIL	NIL	30,77,384

Sale (Inter-se

Transfer as

Gift)

Buyback

NII

500.00 4,44,99,000

23,79,796

22,90,798

Contd

NII

10) April 24, 2023 Hanuman Prasad Agrawal

December 30.

(6.97,588)

(88,998) 5

5

2021

2022

(iii)

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	1,00,000	10	Acquisition	10.00	10,00,000	1,00,000
2)	October 27, 2004	1,51,000	10	Acquisition	20.00	30,20,000	2,51,000
3)	March 22, 2005	10,04,000	10	Bonus	NIL	NIL	12,55,000
4)	October 26, 2021	12,55,000	5	Sub-Division *	NIL	NIL	25,10,000
5)	October 30, 2021	25,10,000	5	Bonus	NIL	NIL	50,20,000
6)	December 30, 2022	(41,94,136)	5	Sale (Inter-se Transfer as Gift)	NIL	NIL	8,25,864
7)	April 24, 2023	(30,884)	5	Buyback	500.00	1,54,42,000	7,94,980

Sarita Devi Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	September 21, 1999	100	10	Subscriber	10.00	1,000	100
2)	March 31, 2004	50,000	10	Acquisition	10.00	5,00,000	50,100
3)	October 27, 2004	1,03,000	10	Acquisition	20.00	20,60,000	1,53,100
4)	March 22, 2005	6,12,400	10	Bonus	NIL	NIL	7,65,500
5)	March 30, 2011	5,60,229	10	Merger*	NIL	NIL	13,25,729
6)	October 16, 2015	2,00,000		Acquisition (Inter-se Transfer)	77.50	1,55,00,000	15,25,729
7)	October 26, 2021	15,25,729	5	Sub-Division A	NIL	NIL	30,51,458
8)	October 30, 2021	30,51,458	5	Bonus	NIL	NIL	61,02,916
9)	December 30, 2022	(46,61,900)	5	Sale (Inter-se Transfer as Gift)	NIL	NIL	14,41,016
10)	April 24, 2023	(53,890)	5	Buyback	500.00	2,69,45,000	13,87,126

Kumar Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	1,50,500	10	Acquisition	10.00	15,05,000	1,50,500
2)	October 27, 2004	50,000	10	Acquisition	20.00	10,00,000	2,00,500
3)	March 22, 2005	8,02,000	10	Bonus	NIL	NIL	10,02,500
4)	September 01, 2005	21,000	10	Sale	70.00	14,70,000	9,81,500
5)	March 30, 2011	56,898	10	Merger*	NIL	NIL	10,38,398
6)	March 29, 2017	14,22,280		Acquisition (Inter-se Transfer)	NIL	NIL	24,60,678
7)	July 01, 2021	10,00,000	10	Sale (Inter-se Transfer as Gift)	NIL	NIL	14,60,678
8)	October 26, 2021	14,60,678	5	Sub-Division *	NIL	NIL	29,21,356
9)	October 30, 2021	29,21,356	5	Bonus	NIL	NIL	58,42,712

	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
10)	December 30, 2022	6,97,588	5	Acquisition (Inter-se Transfer as Gift)	NIL	NIL	65,40,30
11)	April 24, 2023 June 30, 2023	(2,44,589)	5	Buyback Market Sale	500.00 522.04	12,22,94,500 93,96,72,283	
_	Agrawal	(10,00,000)	3	Market Sale	322.04	53,50,72,203	44,55,71
Sr.	Date of	No. of	Face Value	Nature of	Issue/ Acquisition	Transaction	Cumulative
No.	Transaction	Equity Shares	(₹)	Transaction	Price/Sale Price	Value (₹)	Equity Shares
1)	March 31, 2004	1,01,000	10	Acquisition	10.00	10,10,000	1,01,00
2)	October 27, 2004	1,04,750	10	Acquisition	20.00	20,95,000	2,05,75
3)	March 22, 2005	8,23,000	10	Bonus	NIL	NIL	10,28,75
4)	March 29, 2017	9,27,750	10	Sale (Inter-se Transfer)	102.60	95,187,150	1,01,00
5)	July 01, 2021	9,00,000	10	Acquisition (Inter-se Transfer as Gift)	NIL	NIL	10,01,00
6)	October 26, 2021	10,01,000	5	Sub-Division ^	NIL	NIL	20,02,00
7)	October 30, 2021	20,02,000	5	Bonus	NIL	NIL	40,04,00
8)	April 24, 2023	(1,49,739)	5	Buyback	500.00	7,48,69,500	38,54,26
Sr.	u Agrawal Date of	No. of Equity	Face	Nature of	Issue/	Transaction	Cumulative
No.	Transaction	Shares	Value (₹)	Transaction	Acquisition Price/Sale Price	Value (₹)	Equity Shares
1)	March 31, 2004	50,000	10	Acquisition	10.00	5,00,000	757
2)	October 27, 2004	1,38,000	10	Acquisition	20.00	27,60,000	79795
3)	March 22, 2005 March 29,	7,52,000	10	Bonus Sale (Inter-se	NIL 102.60	NIL 9.13.14.000	9,40,00
5)	2017	8,90,000	10	Sale (Inter-se Transfer) Acquisition	102.60 NIL	9,13,14,000 NIL	10,50,00
370	July 07, 2021			(Inter-se Transfer as Gift)			
6)	October 26, 2021	10,50,000	5	Sub-Division ^	NIL	NIL	21,00,00
7)	October 30, 2021 April 24, 2023	21,00,000	5	Bonus	NIL 500.00	7 85 34 500	42,00,00
8) Abhis	April 24, 2023 hek Agrawal	(1,57,069)	5	Buyback	500.00	7,85,34,500	40,42,93
Sr. No.	Date of Transaction	No. of Equity Shares	Face Value	Nature of Transaction	Issue/ Acquisition	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31,	1,00,000	(₹)	Acquisition	Price/Sale Price 10.00	10,00,000	1207
2)	2004 July 16, 2004	45,000	10	Acquisition	10.00	4,50,000	1,45,000
3)	March 22, 2005	5,80,000	10	Bonus	NIL	NIL	7,25,000
4)	September 01, 2005	60,000	10	Sale	70.00	42,00,000	6,65,000
5)	March 30, 2011	1,52,466	10	Merger*	NIL	NIL	8,17,466
6)	March 30, 2017	7,32,466	10	Sale (Inter-se Transfer)	103.00	7,54,43,998	85,000
7)	October 26, 2021	85,000	5	Sub-Division ^	NIL	NIL	1,70,000
8)	October 30, 2021	1,70,000	5	Bonus	NIL	NIL	3,40,000
9)	December 30, 2022	43,38,900	5	Acquisition (Inter-se Transfer as Gift)	NIL	NIL	46,78,900
10)	April 24, 2023	(1,74,979)	5	Buyback	500.00	8,74,89,500	45,03,92
	a Agrawal		Face	1	Issue/	1211111111111	82000000000
Sr. No.	Date of Transaction	No. of Equity Shares	Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	September 21, 1999	100	10	Subscriber	10.00	1,000	100
2)	March 31, 2004	1,51,000	10	Acquisition	10.00	15,10,000	1,51,100
3)	March 22, 2005	6,04,400	10	Bonus	NIL	NIL	7.55.50
-	September					1400	7,55,500
4)	01, 2005	35,000	10	Sale	70.00	24,50,000	20.20
-		35,000 76,271	10	Sale Merger*	70.00 NIL		7,20,500
5)	01, 2005 March 30,	11725				24,50,000	7,20,500 7,96,77
5)	01, 2005 March 30, 2011 March 29,	76,271	10	Merger* Sale (Inter-se	NIL	24,50,000 NIL	7,20,500 7,96,771 1,16,100
5) 6) 7)	01, 2005 March 30, 2011 March 29, 2017	76,271 6,80,671	10	Merger* Sale (Inter-se Transfer) Acquisition (Inter-se Transfer as	NIL 102.60	24,50,000 NIL 6,98,36,845	7,20,500 7,96,771 1,16,100 7,16,100
5) 6) 7)	01, 2005 March 30, 2011 March 29, 2017 July 01, 2021 October 26,	76,271 6,80,671 6,00,000	10 10 10	Merger* Sale (Inter-se Transfer) Acquisition (Inter-se Transfer as Gift)	NIL 102.60 NIL	24,50,000 NIL 6,98,36,845 NIL	7,20,500 7,96,77' 1,16,100 7,16,100
5) 6) 7) 8) 9)	01, 2005 March 30, 2011 March 29, 2017 July 01, 2021 October 26, 2021 October 30, 2021 April 24, 2023	76,271 6,80,671 6,00,000 7,16,100	10 10 10 5	Merger* Sale (Inter-se Transfer) Acquisition (Inter-se Transfer as Gift) Sub-Division ^	NIL 102.60 NIL	24,50,000 NIL 6,98,36,845 NIL	7,20,500 7,96,771 1,16,100 7,16,100 14,32,200 28,64,400
5) 6) 7) 8) 9)	01, 2005 March 30, 2011 March 29, 2017 July 01, 2021 October 26, 2021 October 30, 2021	76,271 6,80,671 6,00,000 7,16,100 14,32,200 (1,07,121)	10 10 10 5 5 5	Merger* Sale (Inter-se Transfer) Acquisition (Inter-se Transfer as Gift) Sub-Division ^ Bonus	NIL 102.60 NIL NIL NIL 500.00	24,50,000 NIL 6,98,36,845 NIL NIL	7,20,500 7,96,771 1,16,100 7,16,100 14,32,200 28,64,400
5) 6) 7) 8) 9) 10) Siddh Sr. No.	01, 2005 March 30, 2011 March 29, 2017 July 01, 2021 October 26, 2021 October 30, 2021 April 24, 2023 arth Agrawal Date of Transaction	76,271 6,80,671 6,00,000 7,16,100 14,32,200 (1,07,121) No. of Equity Shares	10 10 10 5 5 5	Merger* Sale (Inter-se Transfer) Acquisition (Inter-se Transfer as Gift) Sub-Division ^ Bonus Buyback  Nature of Transaction	NIL 102.60 NIL NIL NIL 500.00 Issuel Acquisition Price/Sale Price	24,50,000 NIL 6,98,36,845 NIL NIL NIL 5,35,60,500 Transaction Value (₹)	7,20,500 7,96,771 1,16,100 7,16,100 14,32,200 28,64,400 27,57,279 Cumulative Equity Shares
5) 6) 7) 8) 9) 10) Siddh Sr. No. 1)	01, 2005 March 30, 2011 March 29, 2017 July 01, 2021 October 26, 2021 October 30, 2021 April 24, 2023 arth Agrawal Date of Transaction March 31, 2004	76,271 6,80,671 6,00,000 7,16,100 14,32,200 (1,07,121) No. of Equity Shares 49,000	10 10 10 5 5 5 5 7 7 8 9	Merger* Sale (Inter-se Transfer) Acquisition (Inter-se Transfer as Gift) Sub-Division ^ Bonus Buyback  Nature of Transaction Acquisition	NIL 102.60 NIL NIL NIL 500.00 Issue' Acquisition Price/Sale Price 10.00	24,50,000  NIL  6,98,36,845  NIL  NIL  NIL  5,35,60,500  Transaction Value (*)  4,90,000	7,20,500 7,96,77 1,16,100 7,16,100 14,32,200 28,64,400 27,57,279 Cumulative Equity Shares 49,000
5) 6) 7) 8) 9) 10) Siddh Sr. No.	01, 2005 March 30, 2011 March 29, 2017 July 01, 2021  October 26, 2021 October 30, 2021 April 24, 2023 arth Agrawal  Date of Transaction March 31, 2004 July 16, 2004 March 22,	76,271 6,80,671 6,00,000 7,16,100 14,32,200 (1,07,121) No. of Equity Shares	10 10 10 5 5 5	Merger* Sale (Inter-se Transfer) Acquisition (Inter-se Transfer as Gift) Sub-Division ^ Bonus Buyback  Nature of Transaction	NIL 102.60 NIL NIL NIL 500.00 Issuel Acquisition Price/Sale Price	24,50,000 NIL 6,98,36,845 NIL NIL NIL 5,35,60,500 Transaction Value (₹)	7,20,500 7,96,771 1,16,100 7,16,100 14,32,200 28,64,400 27,57,279 Cumulative Equity Shares 49,000
5) 6) 7) 8) 9) 10) Siddh Sr. No. 1) 2)	01, 2005 March 30, 2011 March 29, 2017 July 01, 2021  October 26, 2021 October 30, 2021 April 24, 2023 arth Agrawal  Date of Transaction March 31, 2004 July 16, 2004 March 22, 2005 March 30,	76,271 6,80,671 6,00,000 7,16,100 14,32,200 (1,07,121) No. of Equity Shares 49,000	10 10 10 10 5 5 5 Face Value (₹) 10 10	Merger* Sale (Inter-se Transfer) Acquisition (Inter-se Transfer as Gift) Sub-Division ^ Bonus Buyback  Nature of Transaction Acquisition	NIL 102.60 NIL NIL NIL 500.00  Issue/ Acquisition Price/Sale Price 10.00 10.00	24,50,000  NIL  6,98,36,845  NIL  NIL  NIL  5,35,60,500  Transaction Value (?)  4,90,000  4,50,000	7,20,500 7,96,771 1,16,100 7,16,100 14,32,200 28,64,400 27,57,279 Cumulative Equity Shares 49,000 94,000 4,70,000
5) 6) 7) 8) 9) 10) Siddh Sr. No. 1) 2) 3)	01, 2005 March 30, 2011 March 29, 2017 July 01, 2021 October 26, 2021 October 30, 2021 April 24, 2023 arth Agrawal Date of Transaction March 31, 2004 July 16, 2004 March 22, 2005 March 30, 2011 March 30,	76,271 6,80,671 6,00,000 7,16,100 14,32,200 (1,07,121) No. of Equity Shares 49,000 45,000 3,76,000	10 10 10 10 5 5 5 Face Value (₹) 10 10	Merger*  Sale (Inter-se Transfer) Acquisition (Inter-se Transfer as Gift) Sub-Division ^ Bonus Buyback  Nature of Transaction Acquisition Acquisition Bonus Merger*	NIL 102.60 NIL NIL NIL 500.00  Issue/ Acquisition Price/Sale Price 10.00 NIL	24,50,000  NIL  6,98,36,845  NIL  NIL  NIL  5,35,60,500  Transaction Value (?)  4,90,000  A,50,000  NIL	7,20,500 7,96,77 1,16,100 7,16,100 14,32,200 28,64,400 27,57,279 Cumulative Equity Shares 49,000 4,70,000 5,97,119
5) 6) 7) 8) 9) 10) Siddh Sr. No. 1) 2) 3) 4)	01, 2005 March 30, 2011 March 29, 2017 July 01, 2021 October 26, 2021 October 30, 2021 April 24, 2023 arth Agrawal Date of Transaction March 31, 2004 March 22, 2005 March 30, 2011 March 30, 2017 October 26,	76,271 6,80,671 6,00,000 7,16,100 14,32,200 (1,07,121) No. of Equity Shares 49,000 45,000 3,76,000	10 10 10 10 5 5 5 7 Face Value (₹) 10 10 10	Merger* Sale (Inter-se Transfer) Acquisition (Inter-se Transfer as Gift) Sub-Division ^ Bonus Buyback  Nature of Transaction Acquisition Acquisition Bonus Merger*	NIL 102.60 NIL NIL NIL 500.00  Issue/ Acquisition Price/Sale Price 10.00 NIL NIL	24,50,000  NIL  6,98,36,845  NIL  NIL  NIL  5,35,60,500  Transaction Value (?)  4,90,000  A,50,000  NIL  NIL	7,20,50( 7,96,77: 1,16,10( 7,16,10( 14,32,20( 28,64,40( 27,57,27)  Cumulative Equity Shares 49,00( 4,70,00( 5,97,11) 94,00(
5) 6) 7) 8) 9) 10) Siddh Sr. No. 1) 2) 3) 4)	01, 2005 March 30, 2011 March 29, 2017 July 01, 2021 October 26, 2021 October 30, 2021 April 24, 2023 arth Agrawal Date of Transaction March 31, 2004 March 22, 2005 March 30, 2011 March 30, 2017 October 26, 2021 October 30, 2017	76,271 6,80,671 6,00,000 7,16,100 14,32,200 (1,07,121) No. of Equity Shares 49,000 45,000 3,76,000 1,27,119 5,03,119	10 10 10 10 5 5 5 Face Value (1) 10 10 10 10	Merger*  Sale (Inter-se Transfer) Acquisition (Inter-se Transfer as Gift) Sub-Division ^ Bonus Buyback  Nature of Transaction Acquisition Acquisition Bonus Merger*	NIL 102.60 NIL NIL NIL 500.00 Issuef Acquisition Price/Sale Price 10.00 NIL NIL NIL	24,50,000 NIL 6,98,36,845 NIL NIL NIL 5,35,60,500 Transaction Value (₹) 4,90,000 NIL NIL NIL 5,18,21,257	7,20,500 7,96,771 1,16,100 7,16,100 14,32,200 28,64,400 27,57,279 Cumulative Equity Shares 49,000 4,70,000 5,97,119 94,000 1,88,000
5) 6) 7) 8) 9) 10) Sidddh 1) 2) 3) 4) 5) 6)	01, 2005 March 30, 2011 March 29, 2017 July 01, 2021 October 26, 2021 October 30, 2021 April 24, 2023 arth Agrawal Date of Transaction March 31, 2004 July 16, 2004 March 22, 2005 March 30, 2011 March 30, 2017 October 26, 2021	76,271 6,80,671 6,00,000 7,16,100 14,32,200 (1,07,121) No. of Equity Shares 49,000 45,000 3,76,000 1,27,119 5,03,119 94,000	10 10 10 10 5 5 5 Face Value (₹) 10 10 10 10 5	Merger*  Sale (Inter-se Transfer) Acquisition (Inter-se Transfer as Gift) Sub-Division ^ Bonus Buyback  Nature of Transaction Acquisition Acquisition Bonus Merger*  Sale (Inter-se Transfer) Sub-Division^	NIL 102.60 NIL NIL NIL 500.00 Issuel Acquisition Price/Sale Price 10.00 NIL	24,50,000 NIL 6,98,36,845 NIL NIL NIL 5,35,60,500 Transaction Value (₹) 4,90,000 NIL NIL NIL NIL NIL NIL NIL NIL	7,20,500 7,96,771 1,16,100 7,16,100 14,32,200 28,64,400 27,57,279 Cumulative Equity Shares 49,000 4,70,000 5,97,119 94,000 1,88,000 3,76,000
5) 6) 7) 8) 9) 10) Sidddh Sr. No. 1) 2) 3) 4) 5) 6) 7) 8)	01, 2005 March 30, 2011 March 29, 2017 July 01, 2021 October 26, 2021 October 30, 2021 April 24, 2023 arth Agrawal Date of Transaction March 31, 2004 March 22, 2005 March 30, 2011 March 30, 2011 October 26, 2021 October 30, 2021 October 30, 2021 October 30, 2021 December 30, 2022	76,271 6,80,671 6,00,000 7,16,100 14,32,200 (1,07,121) No. of Equity Shares 49,000 45,000 3,76,000 1,27,119 94,000 1,88,000 43,38,000	10 10 10 10 5 5 5 5 Face Value (₹) 10 10 10 10 5 5 5	Merger*  Sale (Inter-se Transfer) Acquisition (Inter-se Transfer as Gift) Sub-Division ^ Bonus Buyback  Nature of Transaction Acquisition Acquisition Bonus  Merger*  Sale (Inter-se Transfer) Sub-Division^ Bonus  Acquisition Acquisition Acquisition	NIL 102.60 NIL 102.60 NIL NIL S00.00 Issuel Acquisition Price/Sale Price 10.00 NIL NIL 103.00 NIL NIL NIL NIL NIL	24,50,000 NIL 6,98,36,845 NIL NIL NIL 5,35,60,500 Transaction Value (₹) 4,90,000 NIL	7,20,500 7,96,77 1,16,100 7,16,100 14,32,200 28,64,400 27,57,279 Cumulative Equity Shares 49,000 4,70,000 5,97,119 94,000 1,88,000 3,76,000 47,14,000
5) 6) 7) 8) 9) 10) Sidddh 1) 2) 3) 4) 5) 6) 7) 8)	01, 2005 March 30, 2011 March 29, 2017 July 01, 2021  October 26, 2021 April 24, 2023 arth Agrawal  Date of Transaction March 31, 2004 July 16, 2004 March 22, 2005 March 30, 2011 March 30, 2017 October 26, 2021 October 30, 2021 December 30, 2021	76,271 6,80,671 6,00,000 7,16,100 14,32,200 (1,07,121) No. of Equity Shares 49,000 45,000 1,27,119 5,03,119 94,000 1,88,000	10 10 10 10 5 5 5 5 10 10 10 10 10 10 5 5	Merger*  Sale (Inter-se Transfer) Acquisition (Inter-se Transfer as Gift) Sub-Division ^ Bonus Buyback  Nature of Transaction Acquisition Acquisition Bonus  Merger*  Sale (Inter-se Transfer) Sub-Division^ Bonus	NIL 102.60 NIL NIL NIL 500.00  Issuel Acquisition Price/Sale Price 10.00 NIL NIL NIL 103.00 NIL NIL	24,50,000 NIL 6,98,36,845 NIL NIL NIL 5,35,60,500 Transaction Value (₹) 4,90,000 NIL NIL 5,18,21,257 NIL	7,20,500 7,96,77 1,16,100 7,16,100 14,32,200 28,64,400 27,57,279 Cumulative Equity Shares 49,000 4,70,000 5,97,119 94,000 1,88,000 3,76,000 47,14,000
5) 6) 7) 8) 9) 10) Sidddh 1) 2) 3) 4) 5) 6) 7) 8)	01, 2005 March 30, 2011 March 29, 2017 July 01, 2021  October 26, 2021 October 30, 2021 April 24, 2023 arth Agrawal  Date of Transaction March 31, 2004 July 16, 2004 March 22, 2005 March 30, 2011 March 30, 2011 October 26, 2021 October 30, 2021 December 30, 2022 April 24, 2023	76,271 6,80,671 6,00,000 7,16,100 14,32,200 (1,07,121) No. of Equity Shares 49,000 45,000 3,76,000 1,27,119 94,000 1,88,000 43,38,000	10 10 10 10 5 5 5 7 Face Value (?) 10 10 10 10 5 5 5 Face Face Value (?) 5 5 5	Merger*  Sale (Inter-se Transfer) Acquisition (Inter-se Transfer as Gift) Sub-Division ^ Bonus Buyback  Nature of Transaction Acquisition Acquisition Bonus  Merger*  Sale (Inter-se Transfer) Sub-Division^ Bonus  Acquisition Acquisition Acquisition	NIL 102.60 NIL 102.60 NIL NIL NIL 500.00  Issuel Acquisition Price/Sale Price 10.00 NIL NIL 103.00 NIL NIL NIL S500.00	24,50,000 NIL 6,98,36,845 NIL NIL NIL 5,35,60,500 Transaction Value (₹) 4,90,000 NIL	7,20,500 7,96,77 1,16,100 7,16,100 14,32,200 28,64,400 27,57,279 Cumulative Equity Shares 49,000 4,70,000 5,97,119 94,000 1,88,000 3,76,000 47,14,000
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Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	50,000	10	Acquisition	10.00	5,00,000	50,000
2)	March 22, 2005	2,00,000	10	Bonus	NIL	NIL	2,50,000
3)	January 05, 2018	2,96,958	10	Transmission	NIL	NIL	5,46,958
4)	July 01, 2021	3,00,000	10	Disposal (Inter- se Transfer as Gift)	NIL	NIL	2,46,958
5)	October 26, 2021	2,46,958	5	Sub-Division ^	NIL	NIL	4,93,916
6)	October 30, 2021	4,93,916	5	Bonus	NIL	NIL	9,87,832
7)	June 14, 2022	12,50,000	5	Transmission	NIL	NIL	22,37,832
8)	August 22, 2022	4,96,000	5	Transmission	NIL	NIL	27,33,832
9)	April 24, 2023	(1,02,238)	5	Buyback	500.00	5,11,19,000	26,31,594
10)	April 09, 2024	(25,00,000)	5	Sale (Inter-se Transfer as Gift)	NIL	NIL	1,31,594
rakh	ar Agrawal						
Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	46,500	10	Acquisition	10.00	4,65,000	46,500
2)	March 22, 2005	1,86,000	10	Bonus	NIL	NIL	2,32,500

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	46,500	10	Acquisition	10.00	4,65,000	46,500
2)	March 22, 2005	1,86,000	10	Bonus	NIL	NIL	2,32,500
3)	January 05, 2018	3,00,000	10	Transmission	NIL	NIL	5,32,500
4)	July 01, 2021	3,00,000	10	Disposal (Inter- se Transfer as Gift)	NIL	NIL	2,32,500
5)	October 26, 2021	2,32,500	5	Sub-Division ^	NIL	NIL	4,65,00
6)	October 30, 2021	4,65,000	5	Bonus	NIL	NIL	9,30,00
7)	June 14, 2022	12,50,000	5	Transmission	NIL	NIL	21,80,00
8)	August 22, 2022	4,96,000	5	Transmission	NIL	NIL	26,76,00
9)	April 24, 2023	(1,00,076)	5	Buyback	500.00	5,00,38,000	25,75,92
10)	April 09, 2024	25,00,000	5	Acquisition (Inter Se Transfer as Gift)	NIL	NIL	50,75,92

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 04, 2023	3,84,000	10	Acquisition (Inter-se Transfer as Gift)	NIL	NIL	3,84,000
2)	April 24, 2023	(14,360)	5	Buyback	500.00	71,800	3,69,640

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 04, 2023	3,84,000	10	Acquisition (Inter-se Transfer as Gift)	NIL	NIL	3,84,000
2)	April 24, 2023	(14,360)	5	Buyback	500.00	71,80,000	3,69,640

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	1,04,000	10	Acquisition	10.00	10,40,000	1,04,000
2)	July 16, 2004	60,000	10	Acquisition	10.00	6,00,000	1,64,000
3)	October 27, 2004	50,000	10	Acquisition	20.00	10,00,000	2,14,000
4)	March 22, 2005	8,56,000	10	Bonus	NIL	NIL	10,70,000
5)	March 30, 2011	1,13,347	10	Merger*	NIL	NIL	11,83,347
6)	March 21, 2017	3,20,000	10	Acquisition	125.00	4,00,00,000	15,03,347
7)	March 30, 2017	12,35,585	10	Acquisition (Inter-se Transfer)	103.00	12,72,65,255	27,38,932
8)	October 26, 2021	27,38,932	5	Sub-Division *	NIL	NIL	54,77,864
9)	October 30, 2021	54,77,864	5	Bonus	NIL	NIL	1,09,55,728
10)	April 24, 2023	(4,09,708)	5	Buyback	500.00	20,48,54,000	1,05,46,020
11)	June 30, 2023	(32,00,000)	5	Market Sale	524.64	1,67,88,32,220	73,46,020
aray	ran Prasad Agra	wal (HUF)					
Sr.	Date of	No. of Faulty	Face	Nature of	Issue/	Transaction	Cumulative

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	50,000	10	Acquisition	10	5,00,000	50,000
2)	October 27, 2004	45,000	10	Acquisition	20	9,00,000	95,000
3)	March 22, 2005	3,80,000	10	Bonus	NIL	NIL	4,75,000
4)	October 26, 2021	4,75,000	5	Sub-Division ^	NIL	NIL	9,50,000
5)	October 30, 2021	9,50,000	5	Bonus	NIL	NIL	19,00,000
6)	April 24, 2023	(71,055)	5	Buyback	500.00	3,55,27,500	18,28,945
anu	man Prasad Ag	rawal (HUF)		01			
e,	Date of	No of Equity	Face	Nature of	Issue/	Transaction	Cumulativa

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 27, 2020	14	10	Acquisition	89.07	1247	14
2)	March 28, 2020	24,100	10	Acquisition	97.97	23,61,000	24,114
3)	March 30, 2020	18,000	10	Acquisition	100.81	18,14,658.57	42,114
4)	March 31, 2020	7,886	10	Acquisition	103.67	8,17,574	50,000
5)	October 26, 2021	50,000	5	Sub-Division ^	NIL	NL	1,00,000
6)	October 30, 2021	1,00,000	5	Bonus	NIL	NIL	2,00,000
7)	April 24, 2023	(7,479)	5	Buyback	500.00	37,39,500	1,92,521
ines	h Agrawal (HUF	5)					
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Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	30,000	10	Acquisition	10.00	3,00,000	30,000
2)	March 22, 2005	1,20,000	10	Bonus	NIL	NIL	1,50,000
3)	March 30, 2017	6,89,059	10	Acquisition (Inter-se Transfer)	103.00	7,09,73,077	8,39,059
4)	October 26, 2021	8,39,059	5	Sub-Division ^	NIL	NIL	16,78,118
5)	October 30, 2021	16,78,118	5	Bonus	NIL	NIL	33,56,236
6)	April 24, 2023	(1,25,515)	5	Buyback	500.00	6,27,57,500	32,30,721
7)	June 30, 2023	(5,00,000)	5	Market Sale	534.69	26,73,45,012	27,30,721

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	19,500	10	Acquisition	10.00	1,95,000	19,500
2)	March 22, 2005	78,000	10	Bonus	NIL	NIL	97,500

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
3)	March 29, 2017	6,80,671	10	Acquisition (Inter-se Transfer)	102.60	6,98,36,845	7,78,171
4)	October 26, 2021	7,78,171	5	Sub-Division ^	NIL	NIL	15,56,342
5)	October 30, 2021	15,56,342	5	Bonus	NIL	NIL	31,12,684
6)	April 24, 2023	(1,16,407)	5	Buyback	500.00	5,82,03,500	29,96,277
7)	June 30, 2023	(5,00,000)	5	Market Sale	520.00	26,00,00,000	24,96,277

mira i	nfra-Tek Limited	2					
Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2009	5,50,560	10	Creeping Acquisition through Open market	47.32	2,60,50,561	5,50,560
2)	March 31, 2010	2,40,092	10	Creeping Acquisition through Open market	96.60	2,31,93,638	7,90,652
3)	July 07, 2012	10,00,000	10	Acquisition (Conversion of warrant into equity)	130.00	13,00,00,000	17,90,652
4)	October 26, 2021	17,90,652	5	Sub-Division *	NIL	NIL	35,81,304
5)	October 30, 2021	35,81,304	5	Bonus	NIL	NIL	71,62,608

	100	2021						
	6)	April 24, 2023	(2,67,862)	5	Buyback	500.00	13,39,31,000	68,94,746
xiii)	Hira (	Cement Limited						
	Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
	1)	March 30, 2011	4,14,517	10	Merger*	NIL	NIL	4,14,517
	2)	October 16, 2015	2,00,000	10	Sale (Inter Se Transfer)	77.50	1,55,00,000	2,14,517
	3)	October 26, 2021	2,14,517	5	Sub-Division *	NIL	NIL	4,29,034
	4)	October 30, 2021	4,29.034	5	Bonus	NIL	NIL	8,58,068
	5)	April 24, 2023	(32,089)	5	Buyback	500.00	1,60,44,500	8,25,979

"Sub-avasion or I (one) equity share or Rs. To each find 21 fixed) equity share or Rs. 3 each.

"Equity shares allotted pursuant to the Scheme of Arrangement under section 391 to 394 and other applicable provisions of the Companies Act, 1956 between Hira Industries Limited, R.R. Ispat Limited with Godawari Power & Ispat Limited and their respective shareholders as sanctioned by the Hon'ble High Court of Judicature at Bilaspur vide Order dated March 09, 2011. NO DEFAULTS

### The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment

thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

As required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed an opinion that: Immediately following the date of the Board Meeting i.e., June 15, 2024 there will be no grounds on which the

Company can be found unable to pay its debts;

As regards the Company's prospects for the year immediately following the date of the Board Meeting, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting;

In forming the aforesaid opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act and the Insolvency and Bankruptcy Code, 2016.

## CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT

### All the equity shares for Buyback are fully paid-up;

The Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus or convert any outstanding employee stock options/outstanding instruments into Equity Shares from the date of the Board Meeting, till the date of payment of consideration to shareholders who have accepted the Buyback;

The Company as per Regulation 24(i)(f) of the SEBI Buyback Regulations shall not raise further capital for a period of one year from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares; The Company has not undertaken a Buyback of any of its securities during the period of one year immediately

preceding the date of the Board Meeting; The Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency

of the lock-in or till the Equity Shares become transferable; The Company shall not Buyback its shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

Buyback Size i.e., ₹301.00 Crores (Rupees Three Hundred and One Crores only) does not exceed 10% of the aggregate of the fully paid-up Equity Share Capital and Free Reserves of the Company as per latest audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2024, whichever sets out a lower amount;

The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Act; The Company shall not withdraw the Buyback after the Public Announcement of the Buyback is made;

10.10. The Buyback shall be completed within a period of one year from the date of passing of the resolution by the

10.11. The Company shall not make any offer of Buyback within a period of one year reckoned from the expiry of the Buyback Period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

10.12. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act;

10.13. As required under Section 68(2)(d) of the Act and the SEBI Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share Capital and Free Reserves after the Buyback: 10.14. There are no defaults subsisting in the repayment of deposits accepted either before or after the commencement

of the Act, interest payment thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company; 10.15. The Company shall not directly or indirectly facilitate the Buyback:

(a) through any subsidiary company including its own subsidiary companies, if any; or

(b) through any investment company or group of investment companies 10.16. The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner

prescribed under the SEBI Buyback Regulations and the Act within 7 (seven) days of the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted 10.17. The consideration for the Buyback shall be paid only by way of cash;

10.18. That the maximum number of shares proposed to be purchased under the Buyback shall not exceed 25%

of the total number of fully paid-up Equity Shares in the paid-up Equity Share Capital of the Company as on 10.19. The Company shall not buyback out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities. 10.20. The Company shall not allow buy back of its shares unless the consequent reduction of its share capital is

10.21. The Company shall not utilise any funds borrowed from banks and financial institutions in fulfilling its obligation

under the Buyback; 10.22. The Company shall not buy-back its shares or other specified securities so as to delist its shares or other

specified securities from the stock exchange as per Regulation 4(v) of SEBI Buyback Regulations; 10.23. As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of the promoter group, and their associates be advised that they shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off market transactions (including inter-se

transfer of Equity Shares among the promoters and members of the promoter group) from the date of passing the resolution by the Board, approving the Buyback till the closing of the Buyback offer; 10.24. The statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual and shall not contain any mis-statements or misleading information;

10.25. The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and/or the SEBI Buyback Regulations and any other applicable laws; 10.26. The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal

value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account; 10.27. The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI (LODR) Regulations, 2015;

10.28. As per Regulation 5(i)(c) and Schedule I (xii) of the SEBI Buyback Regulations, the company has obtained prior approval from its lenders i.e., Axis Bank Limited, IDBI Bank Limited and State Bank of India confirming that there is no breach of any covenants.

## REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated June 15, 2024, received from the statutory auditor of the Company ("Auditor's Report") addressed to the Board of the Company is reproduced below: Quote

# The Board of Directors Godawari Power & Ispat Limited

Plot No.428/2, Phase-1, Industrial Area Siltara, Raipur-493 111. Chhattisgarh. Dear Sirs,

Independent Auditors' Report in respect of proposed buy-back of equity shares by Godawari Power & Ispat Limited in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended

This report is issued in accordance with the terms of our engagement letter dated June 11, 2024 with Godawari Power & Ispat Limited ("Company").

The Board of Directors of the Company have approved a proposed buy-back of equity shares by the Company at its meeting held on June 15, 2024, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") read with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations").

The accompanying Statement of permissible capital payment ("Annexure A") as at March 31, 2024 (hereinafter referred as the "Statement") is prepared by the management of the Company.

## Management's Responsibility for the Statement

The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act and in compliance with Section 68, 69 and 70 of the Act and SEBI Buy-back Regulations, is the responsibility

- preparation; and making estimates that are reasonable in the circumstances.

  The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will be able to pay its debts from the date of board meeting approving the Buyback of its equity shares i.e. June 15, 2024 (hereinafter referred as the 'date of the Board meeting') and will not be rendered insolvent within a period of one year from the date of board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and informing the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016.
- The Management of the Company is also responsible for ensuring that the Company complies with the requirements of the SEBI Buyback Regulations and the Companies Act.

#### Auditors' Responsibility

- Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance whether:
  - We have inquired into the state of affairs of the Company in relation to the audited standalone financial statements and audited consolidated financial statements as on March 31, 2024;
  - The amount of permissible capital payment for the Buyback as stated in Annexure A for the proposed buyback of equity shares has been properly determined considering the audited standalone financial statements and audited consolidated financial statements as at March 31, 2024, in accordance with Section 88(2)(c) read with provise to 68(2)(b) of the Act, Regulation 4(i) and the provise to Regulation 5(i)(b) of the SEBI Buyback Regulations; and
  - The Board of Directors of the Company in their meeting dated June 15, 2024, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
- The audited standalone financial statements and audited consolidated financial statements referred to in paragraph 6 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued an unmodified audit opinion vide our reports dated May 21, 2024. Our audits of these financial statements were conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform audit to obtain reasonable assurance about whether the financial statements are
- Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:

  (i) Examined that the amount of permissible capital payment for the buy back as detailed
  - in Annexure A is in accordance with the provisions of Section 68(2)(c) read with proviso to 68(2)(b) of the Act, Regulation 4(i) and the proviso to Regulation 5(i)(b) of the SEBI Buyback
  - Inquired into the state of affairs of the Company with reference to the audited star financial statements and audited consolidated financial statements as at March 31, 2024;
  - Traced the amounts of paid-up equity share capital, retained earnings, general reserves and securities premium as mentioned in **Annexure A** from the audited standalone financial statements and audited consolidated financial statements as at March 31, 2024; Verified the arithmetical accuracy of the amounts mentioned in **Annexure A**;
  - Examined authorization for buy back from the Articles of Association of the Company, approved
  - by Board of Directors in its meeting held on June 15, 2024; Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves (vi) after such Buyback;
  - Examined that all shares for buyback are fully paid-up;
- (viii) Obtained necessary representations from the management of the Company; We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- 12. We have no responsibility to update this report for events and circumstances occurring after the date of

- 13. Based on inquiries conducted and our examination as above, we report that:
  - We have inquired into the state of affairs of the Company in relation to its audited standalone
  - financial statements and audited consolidated financial statements as on March 31, 2024; The amount of permissible capital payment towards the proposed buy back of equity shares as computed in the Statement attached herewith is, in our view properly determined in accordance with Section 68(2)(c) read with proviso to 68(2)(b) of the Act, Regulation 4(i) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations. The amounts of share capital and free reserves have been extracted from the audited standalone financial statements and audited consolidated financial statements as on March 31, 2024; and
  - The Board of Directors of the Company, in their meeting held on June 15, 2024 have formed their opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be
- rendered insolvent within a period of one year from that date.

  14. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

### Restriction on Use

This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act and SEBI Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer and other documents pertaining to buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, the stock exchanges, public shareholders and any other regulatory authority as per applicable law; (b) the Central Depository Services (India) Limited, National Securities Depository Limited; and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in

For Singhi & Co. (ICAI Firm Regn No.: 302049E) Chartered Accountants Sanjay Dewangan Membership No.: 409524

: June 15, 2024 Place: Raipur UDIN: 24409524BKFBDB3850

## ANNEXURE A

Statement of determination of the permissible capital payment towards Buyback of Equity Shares ("the Statement\*) in accordance with Section 68(2) of the Companies Act, 2013 and Regulation 4 of the SEBI Buyback Regulations, based on the audited standalone financial statements and audited consolidated financial statements as on March 31, 2024:

(Figures in Crores)

Particulars	Standalone	Consolidated
Paid up equity share capital (13,14,44,988 Equity Shares of ₹5 each fully paid up (excluding 45,00,000 shares held by Trust in Treasury))	65.72	62.36
Free Reserve: Retained earning General reserve Securities Premium	4,183.37 48.66 0.00	4,387.20 48.66 20.49
Total paid up equity capital and free reserves as at March 31, 2024	4,297.75	4,518.71
Maximum amount permissible for buy-back under Section 68(2)(c) of the Companies Act, 2013 read with Regulation 4(i) of SEBI Buyback Regulations (25% of the total paid up equity share capital and free reserves)	1,074.44	1,129.68
Maximum amount permissible for Buyback in accordance with proviso to Section 68(2)(b) of the Companies Act, 2013 and proviso to Regulation 5(i)(b) of SEBI Buyback Regulations requiring Board resolution (10% of the paid-up capital and free reserves)	429.78	451.87
Buyback amount proposed by the Board of Directors as per resolution dated June 15, 2024 based on the audited accounts for the year ended March 31, 2024	301.00	

Note: The Buyback amount does not include any expenses incurred or to be incurred for the buyback such as Securities and Exchange Board of India ("SEBI") fees, Stock Exchange(s) fees, advisory/legal fees, public announcement publication expenses, printing and dispatch expenses, brokerage, applicable taxes inter alia including Buyback Taxes, Securities Transaction Tax, Goods and Services Tax, Stamp Duty and other incidental and related expenses ("Transaction Cost")

For Godawari Power & Ispat Limited

For Singhi & Co. (ICAI Firm Regn No.: 302049E) **Chartered Accountants** 

Y. C. Rao Company Secretary Membership No.: F3679 Sd/-Sanjay Dewangan Membership No.: 409524

Date :June 15, 2024 Place:Raipur

Unquote

## RECORD DATE AND SHAREHOLDER ENTITLEMENT

- As required under the SEBI Buyback Regulations, the Company has fixed Friday, June 28, 2024 as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback.
- As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, each Eligible Shareholder as on the Record Date will receive a Letter of Offer along with a Tender Form (including Form SH-4 as applicable) indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. The dispatch of the Letter of Offer shall be through electronic mode via email only, within two (2) working days from the Record Date and that in case any shareholder requires a physical copy of the Letter of Offer a request has to be sent to the Company or Registrar to the Buyback i.e. Link In time India Private Limited at the address mentioned as Paragraph 16 to receive a copy of the letter of offer in physical form and the same shall be provided.
- The Equity Shares to be bought back as a part of the Buyback is divided in two categories:
  - Reserved category for small shareholders (as defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchanges in which the highest trading volume in respect of such Equity Shares as on Record Date, is not more than ₹ 2,00,000 (Indian Rupees Two Lakh only); and General category for all other shareholders.
- 12.4. In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder".
- Based on the shareholding on the Record Date, the Company will determine the entitlement of each shareholder including small shareholders to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.
- In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios does not receive a higher entitlement under the

- Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Edigine Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prespect but the prointers and transfer and the part the personal transfer propriet from the Snares are need for dimerent schemes' sub-accounts and have a dimerent demait account homericature based on information prepared by the registrar and transfer agent as per the shareholder received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body – broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- Shareholders' participation in Buyback will be voluntary. Shareholders holding Equity Shares of the Company can choose to participate and receive cash in lieu of Equity Shares accepted under the Buyback or they may choose not to participate, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
- The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 12.10. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified under SEBI Circulars. Eligible Shareholders will receive a letter of offer along with a tender/offer form indicating the
- entitlement of the equity shareholder for participating in the Buyback.

  Participation in the buyback by shareholders may trigger taxation in India and in their country of residence. The buyback transaction would also be subject to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the buyback.
- The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there
- under, and such approvals shall be required to be taken by such non-resident shareholders themselves.

  Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company/Registrar and transfer agent/ depository. However, on receipt of a request by the Manager to the Buyback or Registrar to the Offer to receive a copy of Letter of Offer in physical format from such Shareholder (to whom Letter of Offer and tender form were emailed), the same

#### PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- The Buyback is open to all eligible shareholders/ beneficial shareholders of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares in physical form ("Physical Shares") and or the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form
- The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by as specified by SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee constituted by the Board to exercise its powers in relation to the Buyback, the "Buyback Committee"), on such terms and conditions as may be
- For implementation of the Buyback, the Company has appointed Ventura Securities Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

#### Ventura Securities Limited CIN: U67120MH1994PLC082048

Address: I-Think Techno Campus, 8th Floor, B Wing, Off. Pokhran Road No. 2, Eastern Express Highway,

Thane, Maharashtra-400 607. Contact Person: Mr. Nilesh Mehta Tel. No.: +91 22 6754 7000/7020

Email ID: nilesh@ventura1.com SEBI Registration No.: INZ000045432

- The Company shall request National Stock Exchange of India Limited ("NSE"), being the designated stock exchange ("Designated Stock Exchange"), to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by NSE from time to time. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with NSE as a trading member? stock broker, then that Eligible Shareholder can approach any NSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the NSE registered stock broker (after submitting all details as may be required by such NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other NSE registered broker, Eligible Shareholders may approach Company's Broker i.e., Ventura Securities Limited to place their bids.
- At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's broker.
- The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling
- Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance. The cumulative quantity tendered shall be made available on the website of NSE (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
- Further, the Company will not accept Equity Shares tendered for Buyback which under restraint Order of the Court for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

## 13.10. Procedure to be followed by shareholders holding Demat Shares:

- Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
- (ii) The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the NSE (Designated Stock Exchange). For further details. Eligible Shareholders may refer to the circulars issued by NSE and NSE Clearing Limited (formerly known as National Securities Clearing Corporation Limited) ("Clearing Corporation"
- The relevant details and the settlement number under which the lien will be marked on the Equity Shares endered for the Buyback shall be informed in the issue opening circular that will be issued by the Designated Stock Exchange or the Clearing Corporation. The lien shall be marked by the Shareholder Broker in demat account of the Eligible Shareholders for the
- Equity Shares tendered in the Buyback. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to the Clearing Corporation. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing
- For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian
- (vi) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc. It is clarified that in case of dematerialised Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- (vii) The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to clearing corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the eligible shareholders would be returned to them by clearing corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the eligible shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
- (viii) Eligible shareholders who have tendered their demat shares in the buyback shall also provide all elevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the eligible shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/ legal heirship certificate, in case any eligible shareholder is deceased, or court approved scheme of merger/ amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/ or general meeting

## 13.11. PROCEDURE TO BE FOLLOWED BY THE SHAREHOLDERS HOLDING PHYSICAL SHARES:

- In accordance with SEBI Circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/144), shareholders holding securities in physical form are allowed to tender shares in Buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations and terms of Letter of Offer
- Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (b) original share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN Card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporat authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a selfattested copy of address proof consisting of any one of the following documents: valid Aadhaar card, voter identity card or passport.

- Based on these documents, the concerned Shareholder Broker shall place an orderibid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of NSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- Any Shareholder Broker/ Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback Offer on or before the Buyback closing date. The envelope should be superscribed as "Godawari Power & Ispat Limited Buyback Offer 2024" to the Registrar to the buyback at their office, so that the same are received within 2 days of bidding by Seller Member and the same should reach not later than the buyback closing date (by 05:00 p.m.).. One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledge ment of the same to the
- The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, NSE shall display such bids as 'unconfirmed physical bids. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids' and displayed on the Stock Exchange website.
- In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- (vii) An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any, in the tendering process, the shareholder's broker may also process the orders received from the Eligible Shareholders.
- 13.12. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies including erstwhile engues straterintees who are residents dusted intra including ortegin composate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, and that such approvals shall be required to be taken by such non-resident shareholders
- 13.13. The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act, 999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Seller Member.

#### METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- The Company will pay funds pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlement of fund obligation for Demat Shares shall be affected as per the SEBI Circulars and as prescribed by NSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds pay out in their bank account as provided by the depository system directly to the Clearing Corporation. If such Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the settlement account of the Shareholder Broker for onward transfer to such Eligible Shareholders.
- For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respe Eligible Shareholder's account.
- (iv) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds pay-out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds pay-out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the NSE and the Clearing Corporation from time to time.
- (v) Details in respect of shareholder's entitlement for tender process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Cleaning Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation
- (vi) In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository. either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- (vii) The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of NSE.
- (viii) The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- Any excess Demat Shares tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholders' DP Account. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/ P/CIR/2022/ 8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with stamp "Letter of Confirmation issued" on the face / reverse of the certificate to the extent of the excess physical shares.
- The Shareholder Brokers would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company Broker would issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (xi) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buyback accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred
- (xii) The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- (xiii) The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

## COMPLIANCE OFFICER

The Company has appointed Yarra Chandra Rao as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e., 10:00 a.m. to 5:00 p.m. on any day except Saturday, Sunday and public holidays, at the following address:

Yarra Chandra Rao- Company Secretary and Compliance Officer Godawari Power & Ispat Limited Corporate Identity Number (CIN): L27106CT1999PLC013756 428/2 Phase I, Industrial Area, Siltara, Raipur-493111, Chhattisgarh Tel. No.: +91 771 4082333:

#### Email ID: yarra.rao@hiragroup.com Website: www.oodawaripowerispat.com INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any guery, the shareholders may also contact Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5.30 p.m. (IST) at the following address:

SEBI Reg. No.: INR000004058

Website: www.linkintime.co.in

**LINK**Intime

Fax No.: +91 771 4082234;

Link Intime India Private Limited CIN: U67190MH1999PTC118368 Address: C-101, 1st Floor, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai-400 083 Contact Person: Mr. Shanti Gopalkrishnan Contact No.: +91 81081 14949 Email ID: godawari.buyback2024@linkintime.co.in Investor Grievance Email ID: godawari.buyback2024@linkintime.co.in

#### MANAGER TO THE BUYBACK 17.



MARK CORPORATE ADVISORS PRIVATE LIMITED CIN: U67190MH2008PTC181996 Address: 404/1, L4, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai-400 057. Contact Person: Mr. Manish Gaun/Mr. Niraj Kothari

Telephone No.: +91 22 2612 3207/08 Email ID: buyback@markcorporateadvisors.com

Website: www.markcorporateadvisors.com

Investor Grievance Email ID: investorgrievance@markcorporateadvisors.com SEBI Regn No.: INM000012128

## DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information For and on behalf of the Board of Directors of Godawari Power & Ispat Limited

Sd/-Sd/-Bajrang Lal Agrawal Abhishek Agrawal

Yarra Chandra Rao Company Secretary and Compliance Officer Membership No.: F3679

Sd/-

Date : June 18, 2024

Managing Director

DIN: 00479747

**Executive Director** DIN: 02434507

# **GODAWARI POWER & ISPAT LIMITED**

Registered Office and Works: 428/2, Phase I, Industrial Area, Siltara, Raipur-493 111, Chhattisgarh
Corporate Office: Hira Arcade, Near New Bus Stand, Pandri, Raipur-492 001, Chhattisgarh
Tel. No.: +91 771 4082333 | Fax No.: +91 771 408234 | Email ID: yarra.rao@hiragroup.com | Website: www.godawaripowerispat.com
Contact Person: Mr. Yarra Chandra Rao, Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF GODAWARI POWER & ISPAT LIMITED ("COMPANY"/ "GPIL") FOR THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement ("Public Announcement") is being made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of Godawari Power & Ispat Limited from the eligible equity shareholders / beneficial owners of the Equity Shares of the Company through the tender offer route using the stock exchange mechanism, pursuantto Regulation 7(i) and other applicable provisions of the Securities and Exchange Board ofIndia (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("SEBI Buyback Regulations") along with the requisite disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations read with the SEBI circular CIR/CFDI/POLCYCELL/I/2015 dated April 13, 2015, circular CFDI/DCR2/CIR/P/2016/131 dated December 09, 2016, circular SEBI/HOI/CFDI/DCR-III/CFDI/PDCR-III/CFDI/POLCYCIR/P2023/35 dated March 08, 2023, including further amendments thereof.

SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, including further amendments thereof.

OFFER FOR BUYBACK UP TO 21,50,000 FULLY PAID-UP EQUITY SHARES HAVING FACE VALUE OF ₹5 (RUPEES FIVE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹1400.00 (RUPEES ONE THOUSAND FOUR HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS FROM ALL THE ELIGIBLE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (ii) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

The Board of Directors of the Godawari Power & Ispat Limited ("Company") (the Board of Directors hereinafter referred to as the "Board", which expression shall include any Committee constituted and authorized by the Board to exercise its powers) at its meeting held on June 15, 2024 ("Board Meeting") had, subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the Buyback of up to 21,50,000 (Twenty One Lakhs Fifty Thousand) fully paid-up equity shares having face value of ₹5 (Rupees Five Only) each ("Maximum Buyback Shares"), representing up to 1.64% of the total number of Equity Shares in the paid-up equity share capital of the Company (excluding 45,00,000 shares held by Trust in Treasury) as on March 31, 2024 at a price of ₹1400.00 (Rupees One Thousand Four Hundred only) per Equity Share ("Buyback Price"), payable in cash, for an aggregate amount not exceeding %301.00 Crores (Rupees Three Hundred and One Crores only) ("Buyback Size"), representing 7.00% and 6.66% of the aggregate of the total paid up equity share capital and free reserves of the Company (including Securities Premium Account) based on the audited standalore financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively (the "Buyback") (being the latest audited standalone financial statements and audited consolidated financial statements the Board Meeting) excluding any expenses incurred or to be incurred for the Buyback viz. brokerage, costs, fees, turnover charges, taxes such as Buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs"), from all the eligible equity shareholders/beneficial owners of the Equity Shares of the Company including promoters and members of the promoter group of the Company. The Buyback is proposed to be undertaken from equity shareholders/beneficial owners of the Company as on Friday, June 28, 2024 ("Record Date") (for further details on the Record Date, refer to point no. 12 of this Public Announcement), on a proportionate basis through the Tender Offer route using stock exchange mechanism Announcements, on a proportionate basis through the lender Order route using stock exchange mechanism in accordance with the provisions of the Companies Act, 2013, as amended (the "Companies Act,"Act") the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 ("Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 (the "Management and Administration Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI (LODR) Regulations, 2015"/"Listing Regulations") to the extent applicable, and in compliance with the SEBI (Buy-Back of Securities) Regulations, 2018, as amended (hereinafter referred to as the "SEBI Buyback Regulations") and SEBI Circulars.

The Buyback Size represents 7.00% and 6.66% of the aggregate of the total paid-up capital and free reserves as per the audited standalone financial statements and audited consolidated financial statements of the Company as at March 31, 2024, respectively, and is within the statutory limit of 10% of the aggregate of the total paid-up capital and free reserves of the Company, based on both audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively, through the board approval route under the Section 68(2)(b) of the Companies Act, 2013 and pursuant to the proviso to Regulation 5(i)(b) of SEBI Buyback Regulations. Further, under the Companies Act and SEBI Buyback Regulations, the maximum number of Equity Shares that can be bought back in any financial year shall not exceed 25.00% of the total paid-up equity capital of the Company in that financial year. The Company proposes to Buyback not exceeding 21,50,000 (Twenty One Lakhs Fifty Thousand) Equity Shares of the Company, representing 1.64% of the total number of Equity Shares of the existing total paid-up equity capital of the Company (excluding 45,00,000 shares held by Trust in Treasury) as on March 31, 2024, which is within the afforcead limit of 25.00%.

The Buyback is in accordance with Article 52 of the Articles of Association of the Company and Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, Buy-back Regulations read with SEBI Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements). Regulations, 2015, as amended ("SEBI (LODR) Regulations"), subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, and any, as may be prescribed by SEBI, Registrar of Companies, Chhattisgarh ("ROC"), Stock Exchanges where the Equity Shares of the Company are listed i.e. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively, the "Stock Exchanges") and/ or other authorities, institutions or bodies, (together with SEBI, ROC, Stock Exchanges, the "Appropriate Authorities") as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions sanctions and exemptions, which may be agreed by the Board.

The Equity Shares are listed on BSE and NSE. The Buyback shall be undertaken on a proportionate basis from the holders of the Equity Shares of the Company as on Record Date ("Eligible Shareholders") through the tender offer route prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the Securities and Exchange Board of India ("SEBI") vide the SEBI Circulars. In this regard, the Company will request NSE to provide the acquisition window shall for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, NSE will be the designated stock exchange.

In terms of the Buyback Regulations, through Tender Offer Route, the Promoters and members of the Promoter Group and persons in control of the Company have the option to participate in the Buyback. In this regard, Promoters and members of the Promoter Group and persons in control of the Company, vide their letters dated June 17, 2024 have expressed their intention to participate in the Buyback and tender Equity Shares based on their entitlement. The extent of their intention of participation in the Buyback have been detailed in point no. 7.1. of this Public Announcement.

The Buyback will not result in any benefit to the Promoters and members of the Promoter Group, persons The Buyback will not result in any benefit to the Promoters and members of the Promoter croup, persons in control of the Company or any Director of the Company except to the extent of the Cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of equity shares which will lead to reduction in the equity share capital of the company post Buyback. The Buyback would be subject to the condition of maintaining minimum Public Shareholding requirements as specified in Regulations 30 f SEBI (LODR). Regulations, 2015, as amended. Any change in the Voting Rights of the Promoters and members of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control

over the Company. Participation in the Buyback by eligible Shareholders may trigger tax on distributed income to such shareholders ("Buyback Tax") in India and such tax liability is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income Tax Act, 1961 read with applicable rules framed thereunder. The transaction of the Buyback would also be chargeable to securities transaction tax in India Participation in the Buyback by the Non-Resident eligible shareholders may trigger capital gains tax in the hands of such Shareholders in their country of residence. In due course, the eligible shareholders will receive Letter of Offer, which will contain a more detailed note on taxation. However, in the view of the particularised nature of tax consequences, the eligible shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buy-back Committee may, till one (1) working day prior to the record date increase the buy-back price and decrease the number of securities

proposed to be bought back, such that there is no change in the aggregate size of the buy-back. The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI"), under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, each as amended and that such approvals shall be required to be taken by such non-resident shareholders.

A copy of this Public Announcement is available on the Company's website i.e., www.godawaripowerispat.com, Manager to the Buyback Offer's website i.e., www.markcorporateadvisors.com and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of the Stock Exchanges i.e., www.bseindia.com and www.nseindia.com, during the period of the Buyback.

NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The growth of the business, robust cash generation and strong balance sheet position allows the Company to reward its shareholders from time to time, as in the current instance.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to approve Buyback of up to 21,50,000 (Twenty One Lakhs Fifty Thousand) Equity Shares at a price of ₹1400.00 (Rupees One Thousand Four Hundred only) per Equity Share for an aggregate amount not exceeding ₹301.00 Crores (Rupees Three Hundred and One Crores only) excluding the Transaction Costs, for distributing cash to the eligible shareholders. The Buyback is being undertaken, inter-alia, for the following reasons:

The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to share

The Buyback will help the Company to optimise the capital structure;

The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve reservation of up to 15.00% of the equity shares, which the Company proposes to Buy back, for small shareholders or the actual number of equity shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations; The Buyback may help in improving financial ratios like earing per share, return on capital employed and

return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or

they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback offer, without additional inve

MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED

The maximum amount required for Buyback will not exceed ₹301.00 Crores (Rupees Three Hundred and One

The Buyback Size represent 7.00% and 6.66% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on the audited standalone financial statements and audited consolidated financial statements of the company as at March 31, 2024, respectively (being the latest audited standalone financial statements and audited consolidated financial statements available at the Board Meeting). The Buyback Size does not exceed 10% of the total paid-up equity capital and free reserves (including securities

premium) of the Company as per the audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, which is in compliance with Regulation 5(i)(b) of the SEBI Buyback Regulations and Section 68(2) of the Companies Act, 2013. The funds required for the implementation of the Buyback will be sourced out of free reserves and securities emium of the Company and/or such other source as may be permitted by the Buyback Regulations or the Companies Act.

The Company shall transfer from its free reserves and securities premium, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account, and details of such transfer shall be disclosed in its subsequent audited financial statements. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback

Transaction Costs do not form part of the Buyback Size and will be appropriated out of the free reserves of

BUYBACK PRICE AND THE BASIS OF ARRIVING AT BUYBACK OFFER PRICE

The Equity Shares of the Company are proposed to be bought back at a price of ₹1400.00 (Rupees One Thousand Four Hundred only) per Equity Share. The Buyback Price has been arrived at, after considering various factors including, but not limited to the trends in the volume weighted average prices and the closing price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, the net worth of th Company, impact on other financial parameters and the possible impact of Buyback on the earnings per

4.2. The Buyback Offer Price represents:

Premium of 67.41% and 66.71% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding June 08, 2024, being the date of ntimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback

Premium of 49.09% and 49.08% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, for two weeks preceding the Intimation Date.

Premium of 43.58% and 43.60% over the closing price of the Equity Shares on NSE and BSE, respectively, as on June 07, 2024, being the day preceding the Intimation Date.

Premium of 33.40% and 33.63% over the closing price of the Equity Shares on NSE and BSE, respectively, as on June 10, 2024, being the day after the day of Intimation to Stock Exchanges as there was a trading holiday on the day of Intimation.

Premium of 29.77% and 29.85% over the closing price of the Equity Shares on NSE and BSE, respectively, as on 1 (one) day prior to the Board Meeting i.e., June 14, 2024, as there was a trading holiday on the day of Board Meeting for Buyback.

As required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company after the buyback will not be more than twice the paid-up capital and free

MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buy-back up to 21,50,000 (Twenty One Lakhs Fifty Thousand) Equity Shares having face value of ₹5 each representing 1.64% of the total number of Equity Shares in the paid-up equity capital of the Company (excluding 45,00,000 shares held by Trust in Treasury) as per the latest audited financial statement as on March 31, 2024 at the Buyback Price of ₹1400.00 (Rupees One thousand Four Hundred only) per share for an amount not exceeding ₹301.00 Crores (Rupees Three Hundred and One Crores only).

DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND TRANSACTION DETAILS

The aggregate shareholding of the (i) promoters and members of the promoter group ("Promoter and Promoter Group") and persons in control; (ii) Directors of the companies which are part of Promoter and promoter Group of GPIL and (iii) Directors and Key Managerial Personnel of GPIL ("Company") as on the date of the Board Meeting i.e., Saturday, June 15, 2024:

Aggregate Shareholding of the Promoters and members of the Promoter Group and persons who are in control of the Company as on the date of Board Meeting i.e., Saturday, June 15, 2024

Sr. No.	Name of the Shareholders	Number of Equity Shares held	% of paid-up equity share capital as on the date of the Board Meeting i.e., June 15, 2024
Prom	noters		
1)	Bajranglal Agrawal	28,01,744	2.06%
2)	Dinesh Agrawal	72,63,211	5.34%
3)	N P Agrawal	22,90,798	1.69%
4)	Hanuman Prasad Agrawal	7,94,980	0.58%
	Sub-Total	1,31,50,733	9.67%
Mem	bers of Promoter Group	-	
5)	Sarita Devi Agrawal	13,87,126	1.029
6)	Kumar Agrawal	44,95,711	3.31%
7)	Reena Agrawal	38,54,261	2.84%
8)	Madhu Agrawal	40,42,931	2.97%
9)	Abhishek Agrawal	45,03,921	3.31%
10)	Kanika Agrawal	27,57,279	2.039
11)	Siddharth Agrawal	45,37,708	3.349
12)	Vinay Agrawal	77,93,231	5.739
13)	Pranay Agrawal	1,31,594	0.109
14)	Prakhar Agrawal	50,75,924	3.739
15)	Pratap Agrawal	3,69,640	0.279
16)	Prakash Agrawal	3,69,640	0.279
17)	Bajrang Lal Agrawal HUF	73,46,020	5.409
18)	Narayan Prasad Agrawal HUF	18,28,945	1.359
19)	Hanuman Prasad Agrawal HUF	1,92,521	0.149
20)	Dinesh Agrawal HUF	27,30,721	2.019
21)	Suresh Kumar Agrawal HUF	24,96,277	1.849
22)	Hira Infra-Tek Limited	68,94,746	5.079
23)	Hira Cement Limited	8,25,979	0.619
24)	Hira Ferro Alloys Limited	48,00,000	3.539
25)	Alok Ferro Alloys Limited	19,20,000	1.41%
26)	Bajranglal Agrawal Trustee GPIL Beneficiary Trust*	45,00,000	3.31%
	Sub-Total	7,28,54,175	53.59%
	Total	8,60,04,908	63.26%

Refers to the Treasury Shares and are deducted from the paid-up equity share capital Aggregate Shareholding in GPIL of the Directors of companies which are forming part of Promoter/Promoter up as on the date of Board Meeting i.e., Saturday, June 15, 2024

Sr. No.	Name of the Shareholder	Designation	No. of Equity Shares held	% Shareholding
1)	N P Agrawal	Managing Director of Hira Ferro Alloys Limited	22,90,798	1.69%
2)	Vinay Agrawal	Whole Time Director of Alok Ferro Alloys Limited	77,93.231	5.73%
3)	Yarra Chandra Rao	Director of Hira Ferro Alloys Limited and Alok Ferro Alloys Limited	1,132	Negligible
4)	Siddharth Agrawal	Director of Hira Infra-Tek Limited	45,37,708	3.34%

Aggregate Shareholding of the directors of the Company ("Directors") and Key Managerial Personnel (iii)

Sr. No.	Name of the KMP's / Directors	Designation	Number of Equity Shares held	% of paid-up equity share capital as on the date of the Board Meeting i.e., Saturday, June 15, 24
1)	Bajranglal Agrawal	Managing Director	28,01,744	2.06%
2)	Abhishek Agrawal	Whole-time Director	45,03,921	3.31%
3)	Siddharth Agrawal	Whole-time Director	45,37,708	3.34%
4)	Dinesh Agrawal	Whole-time Director	72,63,211	5.34%
5)	Yarra Chandra Rao	Company Secretary	1,132	Negligible
	TOTA	L	1,91,07,716	14.05%

Aggregate number of Equity Shares purchased or sold by the Promoters and members of the Promoter 6.2. p, persons in control, Directors of Companies which are forming part of the Promoter/Pro GPIL and Directors and KMPs of the Company during a period of six months preceding the date of the Board Meeting i.e., Saturday, June 15, 2024:

Aggregate number of shares purchased or sold by the Promoter and members of the Promoter Group and ons who are in control of the Company:

Sr. No.	Name of the Shareholder			Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price N.A.	
1)	(Transferor) Transfer (G		Transfer (Gift) on April 09,	N.A.	N.A.	N.A.		
2)	Prakhar Agrawal (Transferee)	25,00,000	Inter-se Transfer (Gift) on April 09, 2024	N.A.	N.A.	N.A.	N.A.	

N.A. - Not Applicable

Aggregate number of shares of Godawari Power & Ispat Limited purchased or sold by the Directors of companies, which are part of the Promoters/Promoter Group: Nil

Aggregate number of shares purchased or sold by the Directors and Key Managerial Personnel ("KMPs") of the Company: Nil

INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK.

In terms of the SEBI Buyback Regulations, under the tender offer route, the promoters, members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the following promoters, members of the promoter group and persons in control of the Company have expressed their intention of participating in the Buyback vide their letters dated June 17, 2024 and may tender up to a maximum of 11,22,810 Equity Shares or such lower number of Equity Shares in accordance with the provisions of Buy-back Regulations or permitted under applicable law:

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Sr. No.	Name of the Promoter/Promoter Group	Shares held as on the date of Board Meeting	Maximum number of Equity Shares which may be offered
1)	Bajranglal Agrawal	28,01,744	42,100
2)	Dinesh Agrawal	72,63,211	1,08,950
3)	N P Agrawal	22,90,798	34,400
4)	Hanuman Prasad Agrawal	7,94,980	11,930
5)	Sarita Devi Agrawal	13,87,126	20,900
6)	Kumar Agrawal	44,95,711	67,500
7)	Reena Agrawal	38,54,261	57,900
8)	Madhu Agrawal	40,42,931	60,700
9)	Abhishek Agrawal	45,03,921	67,600
10)	Kanika Agrawal	27,57,279	41,400
11)	Siddharth Agrawal	45,37,708	68,100
12)	Vinay Agrawal	77,93,231	1,17,000
13)	Pranay Agrawal	1,31,594	2,000
14)	Prakhar Agrawal	50,75,924	76,150
15)	Pratap Agrawal	3,69,640	5,600
16)	Prakash Agrawal	3,69,640	5,600
17)	Bajrang Lal Agrawal HUF	73,46,020	1,10,190
18)	Narayan Prasad Agrawal HUF	18,28,945	27,500
19)	Hanuman Prasad Agrawal HUF	1,92,521	2,900

Maximum number of Equity Shares which may be offered Number of Equity Shares held as on the Name of the Promoter/Promoter No. date of Board Meeting 20) Dinesh Agrawal HUF 27,30,721 41,000 21) Suresh Kumar Agrawal HUF 24.96.277 37.500 22) Hira Infra-Tek Limited 68.94.746 1.03.500 23) Hira Cement Limited 8.25.979 12 390 Total 7,47,84,908 11,22,810

The details of the date and price of acquisition of the Equity Shares that the promoters/members of the promoter group intend to tender in the Buyback are set forth below:

Bajranglal Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	50,000	10	Acquisition	10.00	5,00,000	50,000
2)	July 16, 2004	25,000	10	Acquisition	10.00	2,50,000	75,000
3)	October 27, 2004	1,49,500	10	Acquisition	20.00	29,90,000	2,24,500
4)	March 22, 2005	8,98,000	10	Bonus	NIL	NIL	11,22,500
5)	March 30, 2011	6,08,898	10	Merger*	NIL	NIL	17,31,398
6)	October 26, 2021	17,31,398	5	Sub- Division *	NIL	NIL	34,62,796
7)	October 30, 2021	34,62,796	5	Bonus	NIL	NIL	69,25,592
8)	December 30, 2022	(40,15,000)	5	Sale (Inter-se Transfer as Gift)	NIL	NIL	29,10,592
9)	April 24, 2023	(1,08,848)	5	Buyback	500.00	5,44,24,000	28,01,744

Dinesh Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	September 21, 1999	100	10	Subscriber	10.00	1,000	100
2)	March 31, 2004	35,000	10	Acquisition	10.00	3,50,000	35,100
3)	October 27, 2004	1,00,000	10	Acquisition	20.00	20,00,000	1,35,100
4)	March 22, 2005	5,40,400	10	Bonus	NIL	NIL	6,75,500
5)	May 13, 2006	95,000	10	Transmission	NIL	NIL	7,70,500
6)	March 30, 2011	10,75,847	10	Merger*	NIL	NIL	18,46,347
7)	October 26, 2021	18,46,347	5	Sub-Division *	NIL	NIL	36,92,694
8)	October 30, 2021	36,92,694	5	Bonus	NIL	NIL	73,85,388
9)	August 22, 2022	9,28,000	5	Transmission	NIL	NIL	83,13,388
10)	March 04, 2023	(7,68,000)	5	Sale (Inter-se Transfer as Gift)	NIL	NIL	75,45,388
11)	April 24, 2023	(2,82,177)	5	Buyback	500.00	14,10,88,500	72.63.211

N P Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	49,500	10	Acquisition	10.00	4,95,000	49,500
2)	October 27, 2004	1,00,000	10	Acquisition	20.00	20,00,000	1,49,500
3)	March 22, 2005	5,98,000	10	Bonus	NIL	NIL	7,47,500
4)	March 30, 2011	5,085	10	Merger*	NIL	NIL	7,52,585
5)	January 05, 2012	7,000	10	Acquisition (Open Market)	77.41	5,41,881	7,59,585
6)	February 10, 2012	9,761	10	Acquisition (Open Market)	109.53	10,69,136	7,69,346
7)	October 26, 2021	7,69,346	5	Sub-Division ^	NIL	NIL	15,38,692
8)	October 30, 2021	15,38,692	5	Bonus	NIL	NIL	30,77,384
9)	December 30, 2022	(6,97,588)	5	Sale (Inter-se Transfer as Gift)	NIL	NIL	23,79,796
10)	April 24, 2023	(88,998)	5	Buyback	500.00	4,44,99,000	22,90,798

Hanuman Prasad Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	1,00,000	10	Acquisition	10.00	10,00,000	1,00,000
2)	October 27, 2004	1,51,000	10	Acquisition	20.00	30,20,000	2,51,000
3)	March 22, 2005	10,04,000	10	Bonus	NIL	NIL	12,55,000
4)	October 26, 2021	12,55,000	5	Sub-Division ^	NIL	NIL	25,10,000
5)	October 30, 2021	25,10,000	5	Bonus	NIL	NIL	50,20,000
6)	December 30, 2022	(41,94,136)	5	Sale (Inter-se Transfer as Gift)	NIL	NIL	8,25,864
7)	April 24, 2023	(30,884)	5	Buyback	500.00	1,54,42,000	7,94,980

Sarita Devi Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	September 21, 1999	100	10	Subscriber	10.00	1,000	100
2)	March 31, 2004	50,000	10	Acquisition	10.00	5,00,000	50,100
3)	October 27, 2004	1,03,000	10	Acquisition	20.00	20,60,000	1,53,100
4)	March 22, 2005	6,12,400	10	Bonus	NIL	NIL	7,65,500
5)	March 30, 2011	5,60,229	10	Merger*	NIL	NIL	13,25,729
6)	October 16, 2015	2,00,000		Acquisition (Inter-se Transfer)	77.50	1,55,00,000	15,25,729
7)	October 26, 2021	15,25,729	5	Sub-Division *	NIL	NIL	30,51,458
8)	October 30, 2021	30,51,458	5	Bonus	NIL	NIL	61,02,916
9)	December 30, 2022	(46,61,900)	5	Sale (Inter-se Transfer as Gift)	NIL	NIL	14,41,016
10)	April 24, 2023	(53,890)	5	Buyback	500.00	2,69,45,000	13,87,126

Kumar Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	1,50,500	10	Acquisition	10.00	15,05,000	1,50,500
2)	October 27, 2004	50,000	10	Acquisition	20.00	10,00,000	2,00,500
3)	March 22, 2005	8,02,000	10	Bonus	NIL	NIL	10,02,500
4)	September 01, 2005	21,000	10	Sale	70.00	14,70,000	9,81,500
5)	March 30, 2011	56,898	10	Merger*	NIL	NIL	10,38,396
6)	March 29, 2017	14,22,280		Acquisition (Inter-se Transfer)	NIL	NIL	24,60,678
7)	July 01, 2021	10,00,000	10	Sale (Inter-se Transfer as Gift)	NIL	NIL	14,60,678
8)	October 26, 2021	14,60,678	5	Sub-Division ^	NIL	NIL	29,21,356
9)	October 30, 2021	29,21,356	5	Bonus	NIL	NIL	58,42,712

Contd.

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
10)	December 30, 2022	6,97,588	5	Acquisition (Inter-se Transfer as Gift)	NIL	NIL	65,40,300
11)	April 24, 2023 June 30, 2023	(2,44,589) (18,00,000)	5 5	Buyback Market Sale	500.00 522.04	12,22,94,500 93,96,72,283	62,95,711 44,95,711
Sr.	Agrawal Date of	No. of	Face Value	Nature of	Issue/ Acquisition	Transaction	Cumulative
No.	Transaction  March 31,	Equity Shares	(₹) 10	Transaction Acquisition	Price/Sale Price	Value (₹)	Equity Shares
	2004				5.555.6		
2)	October 27, 2004	1,04,750	10	Acquisition	20.00	20,95,000	2,05,750
3)	March 22, 2005	8,23,000	10	Bonus	NIL	NIL	10,28,750
4)	March 29, 2017	9,27,750	10	Sale (Inter-se Transfer)	102.60	95,187,150	1,01,000
5)	July 01, 2021	9,00,000	10	Acquisition (Inter-se Transfer as Gift)	NIL	NIL	10,01,000
6)	October 26, 2021	10,01,000	5	Sub-Division ^	NIL	NIL	20,02,000
7)	October 30, 2021	20,02,000	5	Bonus	NIL	NIL	40,04,000
8)	April 24, 2023	(1,49,739)	5	Buyback	500.00	7,48,69,500	38,54,261
Madh	u Agrawal						
Sr.	Date of	No. of Equity	Face Value	Nature of	Issue/ Acquisition	Transaction	Cumulative
No.	Transaction March 31,	Shares 50,000	(₹)	Transaction Acquisition	Price/Sale Price 10.00	Value (₹) 5,00,000	Equity Shares 50,000
2)	2004 October 27,	1,38,000	10	Acquisition	20.00	27,60,000	1,88,000
3)	2004 March 22,	7,52,000	10	Bonus	NIL	NIL	9,40,000
4)	2005 March 29,	8,90,000	10	Sale (Inter-se	102.60	9,13,14,000	50,000
5)	2017 July 07, 2021	10,00,000	10	Transfer) Acquisition (Inter-se Transfer as	NIL	8,13,14,000 NIL	10,50,000
6)	October 26,	10,50,000	5	Gift) Sub-Division ^	NIL	NIL	21,00,000
7)	October 26, 2021 October 30,	21.00.000	5	Bonus	NIL	NIL	42,00,000
8)	2021 April 24, 2023	(1,57,069)	5	Buyback	500.00	7.85.34.500	40,42,931
-	hek Agrawal	(1,01,000)		Duytour	500.50	1,00,01,000	10,12,001
Sr. No.	Date of Transaction	No. of Equity Shares	Face Value	Nature of Transaction	Acquisition	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	1,00,000	(₹) 10	Acquisition	Price/Sale Price 10.00	10,00,000	1,00,000
2)	July 16, 2004	45,000	10	Acquisition	10.00	4,50,000	1,45,000
3)	March 22, 2005	5,80,000	10	Bonus	NIL	NIL	7,25,000
4)	September 01, 2005	60,000	10	Sale	70.00	42,00,000	6,65,000
5)	March 30, 2011	1,52,466	10	Merger*	NIL	NIL	8,17,466
6)	March 30, 2017	7,32,466	10	Sale (Inter-se Transfer)	103.00	7,54,43,998	85,000
7)	October 26, 2021	85,000	5	Sub-Division ^	NIL	NIL	1,70,000
8)	October 30, 2021	1,70,000	5	Bonus	NIL	NIL	3,40,000
9)	December 30, 2022	43,38,900	5	Acquisition (Inter-se Transfer as Gift)	NIL	NIL	46,78,900
10)	April 24, 2023	(1,74,979)	5	Buyback	500.00	8,74,89,500	45,03,921
Sr.	a Agrawal Date of	No. of Equity	Face	Nature of	Issue/	Transaction	Cumulative
No.	Transaction	Shares	Value (₹)	Transaction	Acquisition Price/Sale Price	Value (₹)	Equity Shares
1)	September 21, 1999	100	10	Subscriber	10.00	1,000	100
2)	March 31, 2004	1,51,000	10	Acquisition	10.00	15,10,000	1,51,100
3)	March 22, 2005	6,04,400	10	Bonus	NIL	NIL	7,55,500
4)	September 01, 2005	35,000	10	Sale	70.00	24,50,000	7,20,500
	March 30, 2011	76,271	10	Merger*	NIL	NIL	7,96,771
100	March 29, 2017	6,80,671	10	Sale (Inter-se Transfer)	102.60	6,98,36,845	1,16,100
7)	July 01, 2021	6,00,000	10	Acquisition (Inter-se Transfer as Gift)	NIL	NIL	7,16,100
8)	October 26, 2021	7,16,100	5	Sub-Division ^	NIL	NIL	14,32,200
9)	October 30, 2021	14,32,200	5	Bonus	NIL	NIL	28,64,400
-	April 24, 2023 earth Agrawal	(1,07,121)	5	Buyback	500.00	5,35,60,500	27,57,279
Sr.	Date of	No. of Equity	Face Value	Nature of	Issue/ Acquisition	Transaction	Cumulative
No. 1)	Transaction March 31, 2004	Shares 49,000	(₹) 10	Transaction Acquisition	Price/Sale Price	Value (₹) 4,90,000	Equity Shares 49,000
2)	July 16, 2004 March 22,	45,000 3,76,000	10	Acquisition Bonus	10.00 NIL	4,50,000 NIL	94,000 4,70,000
4)	2005 March 30,		10		NIL	NIL	5,97,119
	2011	1,27,119		Merger*			
6)	March 30, 2017 October 26, 2021	5,03,119 94,000	10	Sale (Inter-se Transfer) Sub-Division^	103.00 NIL	5,18,21,257 NIL	1,88,000
7)	October 30, 2021	1,88,000	5	Bonus	NIL	NIL	3,76,000
8)	December 30, 2022	43,38,000	5	Acquisition (Inter-se Transfer as	NIL	NIL	47,14,000
<b>M</b> 1	April 24, 2023	(1,76,292)	5	Gift) Buyback	500.00	8,81,46,000	45,37,708
9) /inav	Agrawal		-		Issue/	Transaction	Cumulative
/inay	D	No ster w	Face	\$5. A.		reads artion	and the second second
-	Date of Transaction	No. of Equity Shares 1,00,000	Face Value (₹)	Nature of Transaction Acquisition	Acquisition Price/Sale Price 10.00	Value (₹)	Equity Shares
Sr. No.	Transaction	Shares	Value (₹)	Transaction	Price/Sale Price	Value (₹)	Equity Shares

Disposal

Transfer as

Sub-Division

Bonus

Acquisition

Transfer as

Gift)

Buyback

NIL

NIL

NIL

500.00

10

5

5

9.00,000

9,75,466

19,50,932

41,94,136

(3,02,769)

4) July 01, 2021

5) October 26, 2021

6) October 30,

December 30, 2022

8) April 24, 2023

2021

Cumulative	(xiii)	Prana	y Agrawal	
quity Shares		Sr. No.	Date of Transaction	No. of Sh
65,40,300		1)	March 31, 2004	50,000
62,95,711		2)	2005	2,00,0
44,95,711		3)	January 05, 2018	
Completion		4)	July 01, 2021	3,00,0
Cumulative quity Shares		5)	October 26, 2021	2,46,9
1,01,000		6)	October 30, 2021	4,93,9
2,05,750		7)		12,50, 4,96,0
10,28,750		9)	2022 April 24, 2023	
1,01,000		10)	April 09, 2024	(25,00
10,01,000	(xiv)	Prakh	ar Agrawal	
		Sr. No.	Date of Transaction	No. of
20,02,000		1)	March 31,	- 20
40,04,000		2)	2004 March 22,	31
38,54,261		3)	2005 January 05,	3
		4)	2018 July 01, 2021	- 3
Cumulative quity Shares		5)	October 26,	2
50,000		6)	2021 October 30,	4
1,88,000		7)	2021 June 14, 2022	12
9,40,000		8)	August 22, 2022	4
50,000		9)	April 24, 2023 April 09, 2024	(1,
10,30,000				
21,00,000	(xv)	Prata	p Agrawal	
42,00,000		Sr. No.	Date of Transaction	No. of I Sha
40,42,931		1)	March 04, 2023	3,
Cumulative				
quity Shares	(xvi)	-	April 24, 2023 sh Agrawal	(1
1,45,000		Sr.	Date of	No. of
7,25,000		No.	Transaction	Sh
6,65,000		1)	March 04, 2023	3
8,17,466			4 104 0000	
85,000	(xvii)	2) Bajra	April 24, 2023 ng Lai Agrawal	(HUF)
1,70,000		Sr. No.	Date of Transaction	No. of
3,40,000	}	1)	March 31.	on 1
46,78,900		2)	2004 July 16, 2004	
45,03,921		3)	October 27, 2004	
		4)	March 22, 2005	8
Cumulative		5)	March 30, 2011	1
quity Shares		6)	March 21, 2017	3
1,51,100		7)	March 30, 2017	.12
7,55,500		8)	October 26, 2021	27
7,20,500		9)	October 30, 2021	54
7,96,771		10)	April 24, 2023	(4,
1,16,100	(xviii)	11) Naray	June 30, 2023 ran Prasad Agra	(32, awal (H
7,16,100		Sr. No.	Date of Transaction	No. of
		1)	March 31,	- Oil
14,32,200		2)	2004 October 27, 2004	
28,64,400		3)	March 22, 2005	3
27,57,279		4)	October 26, 2021	4
Cumulative guity Shares		5)	October 30, 2021	9
49,000	(xix)	6) Hanu	April 24, 2023 man Prasad Ag	rawal /
94,000	,	Sr.	Date of	No. of
4,70,000		No.	Transaction March 27,	Sh
5,97,119		2)	2020 March 28,	
94,000		3)	2020 March 30,	
1,88,000		4)	2020 March 31, 2020	
3,76,000	{	5)	2020 October 26, 2021	
47,14,000		6)	October 30, 2021	1
		7)	April 24, 2023	
45,37,708	(xx)	Dines	h Agrawal (HUI	F)

March 30, 2017

4) October 26,

2021

9,75,466

19,50,932

39,01,864

80.96.000

77,93,231

(xxi)

NL

NL

NL

15,13,84,500

5) October 30, 2021

6) April 24, 2023

7) June 30, 2023

Suresh Kumar Agrawal (HUF)

Date of

March 31,

2004

2) March 22,

6,89,059

8,39,059

16,78,118

(5,00,000)

No. of Equity

19,500

78,000

(1,25,515) 5

10

5

5

5

Face

Value

(3)

10

10

Acquisition

Transfer

Bonus

Buyback

Market Sale

Nature of

Acquisition

Bonus

Sub-Division

103.00

NIL

500.00

534.69

Price/Sale

10.00

NIL

7,09,73,077

6,27,57,500

26,73,45,012

1,95,000

NIL

NIL

8,39,059

16,78,118

33,56,236

32.30.721

27,30,721

**Equity Shares** 

19,500

97,500

No. of Equity

22, 2,00,000

05, 2,96,958

July 01, 2021 3,00,000

October 26, 2,46,958

October 30, 4,93,916

June 14, 2022 12,50,000

April 24, 2023 (1,02,238)

April 09, 2024 (25,00,000)

22, 4,96,000

No. of Equity

46,500

1,86,000

3,00,000

3,00,000

2.32.500

4,65,000

12,50,000

4,96,000

(1,00,076)

25,00,000

No. of Equity

3.84,000

(14.360)

No. of Equity

3,84,000

(14,360)

No. of Equity

Shares

Transaction

Transmission

Disposal (Inter-

se Transfer as Gift)

Sub-Division

Transmission

Transmission

Buyback

Sale (Inter-se Transfer as

Gift

Transaction

Acquisition

Bonus

Transmission

Disposal (Inter

se Transfer as Gift)

Sub-Division

Bonus

Transmission

Buyback

Acquisition

(Inter Se

Transfer as

Gift)

Nature of Transaction

Acquisition

(Inter-se Transfer as

Gift)

Buyback

Transaction

Acquisition

(Inter-se

Transfer as

Gift)

Buyback

Nature of

(₹)

10

10

10

10

5

5

5

5

(3)

10

10

10

10

5

5

5

5

5

5

Face Value

(7)

10

5

(₹)

10

Face

Value

(7)

	Andrew State Control		-		1000000		
1)	March 31, 2004	1,04,000	10	Acquisition	10.00	10,40,000	1,04,000
2)	July 16, 2004	60,000	10	Acquisition	10.00	6,00,000	1,64,000
3)	October 27, 2004	50,000	10	Acquisition	20.00	10,00,000	2,14,000
4)	March 22, 2005	8,56,000	10	Bonus	NIL	NIL	10,70,000
5)	March 30, 2011	1,13,347	10	Merger*	NIL	NIL	11,83,347
6)	March 21, 2017	3,20,000	10	Acquisition	125.00	4,00,00,000	15,03,347
7)	March 30, 2017	12,35,585	10	Acquisition (Inter-se Transfer)	103.00	12,72,65,255	27,38,932
8)	October 26, 2021	27,38,932	5	Sub-Division ^	NIL	NIL	54,77,864
9)	October 30, 2021	54,77,864	5	Bonus	NIL	NIL	1,09,55,728
10)	April 24, 2023	(4,09,708)	5	Buyback	500.00	20,48,54,000	1,05,46,020
11)	June 30, 2023	(32,00,000)	5	Market Sale	524.64	1,67,88,32,220	73,46,020
aray	ran Prasad Agra	wal (HUF)					
Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	50,000	10	Acquisition	10	5,00,000	50,000
2)	October 27, 2004	45,000	10	Acquisition	20	9,00,000	95,000
3)	March 22, 2005	3,80,000	10	Bonus	NIL	NIL	4,75,000
4)	October 26, 2021	4,75,000	5	Sub-Division ^	NIL	NIL	9,50,000
5)	October 30, 2021	9,50,000	5	Bonus	NIL	NIL	19,00,000
6)	April 24, 2023	(71,055)	5	Buyback	500.00	3,55,27,500	18,28,945
anu	man Prasad Agr	rawal (HUF)					
Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 27, 2020	14	10	Acquisition	89.07	1247	14
2)	March 28, 2020	24,100	10	Acquisition	97.97	23,61,000	24,114
3)	March 30, 2020	18,000	10	Acquisition	100.81	18,14,658.57	42,114
4)	March 31, 2020	7,886	10	Acquisition	103.67	8,17,574	50,000
5)	October 26, 2021	50,000	5	Sub-Division ^	NIL	NL	1,00,000
6)	October 30, 2021	1,00,000	5	Bonus	NIL	NIL	2,00,000
7)	April 24, 2023	(7,479)	5	Buyback	500.00	37,39,500	1,92,521
1763	h Agrawal (HUF	1			beent		
Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	30,000	10	Acquisition	10.00	3,00,000	30,000
2)	March 22, 2005	1,20,000	10	Bonus	NIL	NIL	1,50,000

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
3)	March 29, 2017	6,80,671	10	Acquisition (Inter-se Transfer)	102.60	6,98,36,845	7,78,171
4)	October 26, 2021	7,78,171	5	Sub-Division ^	NIL	NIL	15,56,342
5)	October 30, 2021	15,56,342	5	Bonus	NIL	NIL	31,12,684
6)	April 24, 2023	(1,16,407)	5	Buyback	500.00	5,82,03,500	29,96,277
7)	June 30, 2023	(5,00,000)	5	Market Sale	520.00	26,00,00,000	24,96,277

(XXII)		ra.	Int	a-	<u>lek</u>	Lim	rte
	-		-		_		_

**Equity Shares** 

50,000

2,50,000

5,46,958

2.46.958

4,93,916

9,87,832

22.37.832

27,33,832

26,31,594

1,31,594

**Equity Shares** 

46,500

2,32,500

5,32,500

2,32,500

4.65,000

9.30,000

21,80,000

26,76,000

25,75,924

50,75,924

Cumulative

**Equity Shares** 

3.84,000

3.69.640

**Equity Shares** 

3,84,000

3,69,640

**Equity Shares** 

Value (₹)

5,00,000

NIL

NIL

NIL

NIL

NIL

NIL

NIL

5,11,19,000

Value (₹)

4,65,000

NIL

NIL

NIL

NIL

NIL

NIL

NIL

5,00,38,000

Transaction

Value (₹)

NIL

71,800

Value (₹)

NIL

71,80,000

Value (₹)

10.00

NIL

NII

NIL

NIL

NIL

500.00

Price/Sale

10.00

NIL

NIL

NIL

NIL

NIL

NIL

500.00

Price/Sale Price

NII

500.00

Acquisition Price/Sale Price

Acquisition Price/Sale

NIL

500.00

NIL

NIL

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2009	5,50,560	10	Creeping Acquisition through Open market	47.32	2,60,50,561	5,50,560
2)	March 31, 2010	2,40,092	10	Creeping Acquisition through Open market	96.60	2,31,93,638	7,90,652
3)	July 07, 2012	10,00,000	10	Acquisition (Conversion of warrant into equity)	130.00	13,00,00,000	17,90,652
4)	October 26, 2021	17,90,652	5	Sub-Division ^	NIL	NIL	35,81,304
5)	October 30, 2021	35,81,304	5	Bonus	NIL	NIL	71,62,608
6)	April 24, 2023	(2,67,862)	5	Buyback	500.00	13.39.31.000	68.94.746

#### (xxiii) Hira Cement Limited

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 30, 2011	4,14,517	10	Merger*	NIL	NIL	4,14,517
2)	October 16, 2015	2,00,000	10	Sale (Inter Se Transfer)	77.50	1,55,00,000	2,14,517
3)	October 26, 2021	2,14,517	5	Sub-Division ^	NIL	NIL	4,29,034
4)	October 30, 2021	4,29.034	5	Bonus	NIL	NIL	8,58,068
5)	April 24, 2023	(32,089)	5	Buyback	500.00	1,60,44,500	8,25,979

\*Equity shares allotted pursuant to the Scheme of Arrangement under section 391 to 394 and other applicable provisions of the Companies Act, 1956 between Hira Industries Limited, R.R. Ispat Limited with Godawari Power & Ispat Limited and their respective shareholders as sanctioned by the Hon'ble High Court of Judicature at Bilaspur vide Order dated March 09, 2011.

### NO DEFAULTS

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

#### CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

As required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed an opinion that:

- Immediately following the date of the Board Meeting i.e., June 15, 2024 there will be no grounds on which the Company can be found unable to pay its debts;
- As regards the Company's prospects for the year immediately following the date of the Board Meeting, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting:
- In forming the aforesaid opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act and the Insolvency and Bankruptcy Code, 2016.

#### CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT

### All the equity shares for Buyback are fully paid-up;

- The Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus or convert any outstanding employee stock options/outstanding instruments into Equity Shares from the date of the Board Meeting, till the date of payment of consideration to shareholders who have accepted the Buyback:
- The Company as per Regulation 24(i)(f) of the SEBI Buyback Regulations shall not raise further capital for a period of one year from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares; The Company has not undertaken a Buyback of any of its securities during the period of one year immediately
- preceding the date of the Board Meeting;
- The Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable; The Company shall not Buyback its shares from any person through negotiated deal whether on or off the
- stock exchanges or through spot transactions or through any private arrangement in the implementation of the
- 10.7. The Buyback Size i.e., ₹301.00 Crores (Rupees Three Hundred and One Crores only) does not exceed 10% of the aggregate of the fully paid-up Equity Share Capital and Free Reserves of the Company as per latest audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2024, whichever sets out a lower amount; The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Act:
- The Company shall not withdraw the Buyback after the Public Announcement of the Buyback is made;
- 10.10. The Buyback shall be completed within a period of one year from the date of passing of the resolution by the Board. 10.11. The Company shall not make any offer of Buyback within a period of one year reckoned from the expiry of the
- Buyback Period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback 10.12. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act;
- 10.13. As required under Section 68(2)(d) of the Act and the SEBI Buyback Regulations, the ratio of the aggre
- of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share Capital and Free Reserves after the Buyback;
- 10.14. There are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Act, interest payment thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company;
- 10.15. The Company shall not directly or indirectly facilitate the Buyback: (a) through any subsidiary company including its own subsidiary companies, if any; or
- (b) through any investment company or group of investment companies 10.16. The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Act within 7 (seven) days of the expiry of the Buyback
- period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted The consideration for the Buyback shall be paid only by way of cash;
- 10.18. That the maximum number of shares proposed to be purchased under the Buyback shall not exceed 25%
- of the total number of fully paid-up Equity Shares in the paid-up Equity Share Capital of the Company as on March 31, 2024; 10.19. The Company shall not buyback out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities
- 10.20. The Company shall not allow buy back of its shares unless the consequent reduction of its share capital is
- 10.21. The Company shall not utilise any funds borrowed from banks and financial institutions in fulfilling its obligation under the Buyback; 10.22. The Company shall not buy-back its shares or other specified securities so as to delist its shares or other
- specified securities from the stock exchange as per Regulation 4(v) of SEBI Buyback Regulations 10.23. As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of the promoter group, and their associates be advised that they shall not deal in the Equity Shares or other specified
- securities of the Company either through the stock exchanges or off market transactions (including inter-se transfer of Equity Shares among the promoters and members of the promoter group) from the date of passing the resolution by the Board, approving the Buyback till the closing of the Buyback offer; 10.24. The statements contained in all the relevant documents in relation to the Buyback shall be true, material and
- factual and shall not contain any mis-statements or misleading information; 10.25. The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and/or the SEBI Buyback Regulations and any other applicable laws; 10.26. The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal
- value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account;
- 10.27. The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI (LODR) Regulations, 2015; 10.28. As per Regulation 5(i)(c) and Schedule I (xii) of the SEBI Buyback Regulations, the company has obtained
- prior approval from its lenders i.e., Axis Bank Limited, IDBI Bank Limited and State Bank of India confirming that there is no breach of any covenants

## REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated June 15, 2024, received from the statutory auditor of the Company ("Auditor's Report") addressed to the Board of the Company is reproduced below:

## The Board of Directors

Godawari Power & Ispat Limited Plot No.428/2, Phase-1, Industrial Area, Siltara, Raipur-493 111. Chhattisgarh. Dear Sirs,

- Independent Auditors' Report in respect of proposed buy-back of equity shares by Godawari Power & Ispat Limited in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-back of Securities) This report is issued in accordance with the terms of our engagement letter dated June 11, 2024 with
- Godawari Power & Ispat Limited ("Company").
- The Board of Directors of the Company have approved a proposed buy-back of equity shares by the Company at its meeting held on June 15, 2024, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") read with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations")
- The accompanying Statement of permissible capital payment ("Annexure A") as at March 31, 2024 (hereinafter referred as the "Statement") is prepared by the management of the Company

Management's Responsibility for the Statement
4. The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act and in compliance with Section 68, 69 and 70 of the Act and SEBI Buy-back Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances

- The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will be able to pay its debts from the date of board meeting approving the Buyback of its equity shares i.e. June 15, 2024 (hereinafter referred as the "date") of the Board meeting") and will not be rendered insolvent within a period of one year from the date of board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and informing the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016.
- The Management of the Company is also responsible for ensuring that the Company complies with the requirements of the SEBI Buyback Regulations and the Companies Act.

#### Auditors' Responsibility

- Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance whether:
  - We have inquired into the state of affairs of the Company in relation to the audited standalone financial statements and audited consolidated financial statements as on March 31, 2024:
  - The amount of permissible capital payment for the Buyback as stated in Annexure A for the proposed buyback of equity shares has been properly determined considering the audited standalone financial statements and audited consolidated financial statements as at March 31, 2024, in accordance with Section 68(2)(c) read with proviso to 68(2)(b) of the Act, Regulation 4(i) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations; and
  - The Board of Directors of the Company in their meeting dated June 15, 2024, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
- The audited standaione financial statements and audited consolidated financial statements referred to in paragraph 6 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued an unmodified audit opinion vide our reports dated May 21, 2024. Our audits of these financial statements were conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are fre misstatement.
- Our engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:
  - Examined that the amount of permissible capital payment for the buy back as detailed in Annexure A is in accordance with the provisions of Section 68(2)(c) read with proviso to 68(2)(b) of the Act, Regulation 4(i) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations:
  - Inquired into the state of affairs of the Company with reference to the audited standa financial statements and audited consolidated financial statements as at March 31, 2024;
  - Traced the amounts of paid-up equity share capital, retained earnings, general reserves and securities premium as mentioned in Annexure A from the audited standalone financial nents and audited consolidated financial statements as at March 31, 2024;
  - Verified the arithmetical accuracy of the amounts mentioned in Annexure A:
  - Examined authorization for buy back from the Articles of Association of the Company, approved
  - Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves after such Buyback;
  - Examined that all shares for buyback are fully paid-up;
  - (viii) Obtained necessary representations from the management of the Company
- We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements
- 12. We have no responsibility to update this report for events and circumstances occurring after the date of

- 13. Based on inquiries conducted and our examination as above, we report that:
  - We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements as on March 31, 2024;
  - The amount of permissible capital payment towards the proposed buy back of equity shares as computed in the Statement attached herewith is, in our view properly determined in accordance with Section 68(2)(c) read with proviso to 68(2)(b) of the Act, Regulation 4(i) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations. The amounts of share capital and free reserves have been extracted from the audited standalone financial statements and audited consolidated financial statements as on March 31, 2024; and
  - The Board of Directors of the Company, in their meeting held on June 15, 2024 have formed their opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date.
- 14. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declarat

### Restriction on Use

This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act and SEBI Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer and other documents pertaining to buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, the stock exchanges, public shareholders and any other regulatory authority as per applicable law; (b) the Central Depository Services (India) Limited, National Securities Depository Limited; and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Singhi & Co. (ICAI Firm Regn No.: 302049E) Chartered Accountants Sd/-Sanjay Dewangan

Membership No.: 409524

: June 15, 2024 Place : Raipur UDIN : 24409524BKFBDB3850

## ANNEXURE A

Statement of determination of the permissible capital payment towards Buyback of Equity Shares ("the Statement') in accordance with Section 68(2) of the Companies Act, 2013 and Regulation 4 of the SEBI Buyback Regulations, based on the audited standalone financial statements and audited consolidated financial statements as on March 31, 2024:

(Figures in Crores)

Particulars	Standalone	Consolidated
Paid up equity share capital (13,14,44,988 Equity Shares of ₹5 each fully paid up (excluding 45,00,000 shares held by Trust in Treasury))	65.72	62.36
Free Reserve; Retained earning General reserve Securities Premium	4,183.37 48.66 0.00	4,387.20 48.66 20.49
Total paid up equity capital and free reserves as at March 31, 2024	4,297.75	4,518.71
Maximum amount permissible for buy-back under Section 68(2)(c) of the Companies Act, 2013 read with Regulation 4(i) of SEBI Buyback Regulations (25% of the total paid up equity share capital and free reserves)	1,074.44	1,129.68
Maximum amount permissible for Buyback in accordance with proviso to Section 68(2)(b) of the Companies Act, 2013 and proviso to Regulation 5(i)(b) of SEBI Buyback Regulations requiring Board resolution (10% of the paid-up capital and free reserves)	429.78	451.87
Buyback amount proposed by the Board of Directors as per resolution dated June 15, 2024 based on the audited accounts for the year ended March 31, 2024	301.00	

Note: The Buyback amount does not include any expenses incurred or to be incurred for the buyback such as Securities and Exchange Board of India ("SEBI") fees, Stock Exchange(s) fees, advisory/legal fees, public announcement publication expenses, printing and dispatch expenses, brokerage, applicable taxes inter alia including Buyback Taxes, Securities Transaction Tax, Goods and Services Tax, Stamp Duty and other incidental and related expenses ("Transaction Cost")

For Godawari Power & Ispat Limited

For Singhi & Co. (ICAI Firm Regn No.: 302049E) **Chartered Accountants** 

Y. C. Rao Company Secretary Membership No.: F3679

Sd/-Sanjay Dewangar Membership No.: 409524

Date : June 15, 2024 Place : Raipur

Unquote

## RECORD DATE AND SHAREHOLDER ENTITLEMENT

- As required under the SEBI Buyback Regulations, the Company has fixed Friday, June 28, 2024 as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback.
- As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, each Eligible Shareholder as on the Record Date will receive a Letter of Offer along with a Tender Form (including Form SH-4 as applicable) indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a m, the Eligible Shareholder may participate and tender shares in the Buyback. The dispatch of the Letter of Offer shall be through electronic mode via email only, within two (2) working days from the Record Date and that in case any shareholder requires a physical copy of the Letter of Offer a request has to be sent to the Company or Registrar to the Buyback i.e. Link in time India Private Limited at the address mentioned as Paragraph 16 to receive a copy of the letter of offer in physical form and the same shall be provided.
- The Equity Shares to be bought back as a part of the Buyback is divided in two categories: Reserved category for small shareholders (as defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchanges in which the highest trading volume in respect of such the basis of closing price on stock exchanges in which the highest trading volume in respect of s Equity Shares as on Record Date, is not more than ₹ 2,00,000 (Indian Rupees Two Lakh only); and
- General category for all other shareholders. 12.4. In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders
- would benefit a large number of public shareholders, who would get classified as "small shareholder" Based on the shareholding on the Record Date, the Company will determine the entitlement of each shareholder including small shareholders to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity
- Shares tendered by the Eligible Shareholders in the Buyback. 12.6. In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios does not receive a higher entitlement under the

- Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature bases Snares are neit for different schemes/sub-accounts and have a different demait account nomenciature based on information prepared by the registrar and transfer agent as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body – broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category
- Shareholders' participation in Buyback will be voluntary. Shareholders holding Equity Shares of the Company can choose to participate and receive cash in lieu of Equity Shares accepted under the Buyback or they may choose not to participate, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
- The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 12.10. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the entoement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified under SEBI Circulars. Eligible Shareholders will receive a letter of offer along with a tenderloffer form indicating the ntitlement of the equity shareholder for participating in the Buyback.
- 12.11. Participation in the buyback by shareholders may trigger taxation in India and in their country of residence. The buyback transaction would also be subject to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the buyback.
- 12.12. The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investi erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders themselves
- 12.13. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company/Registrar and transfer agent/ depository. However, on receipt of a request by the Manager to the Buyback or Registrar to the Offer to receive a copy of Letter of Offer in physical format from such Shareholder (to whom Letter of Offer and tender form were e shall be sent physically

#### PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- The Buyback is open to all eligible shareholders/ beneficial shareholders of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares in physical form ("Physical Shares") and or the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form "Demat Shares").
- The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by as specified by SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee constituted by the Board to exercise its vers in relation to the Buyback, the "Buyback Committee"), on such terms and conditions as may be permitted by law from time to time.
- For implementation of the Buyback, the Company has appointed Ventura Securities Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

### CIN: U67120MH1994PLC082048

Address: I-Think Techno Campus, 8th Floor, B Wing, Off. Pokhran Road No. 2, Eastern Express Highway. Thane, Maharashtra-400 607.

Contact Person: Mr. Nilesh Mehta Tel. No.: +91 22 6754 7000/7020

Email ID: nilesh@ventura1.com SEBI Registration No.: INZ000045432

The Company shall request National Stock Exchange of India Limited ("NSE"), being the designated stock exchange ("Designated Stock Exchange"), to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by NSE from time event the Shareholder Broker(s) of any Eligible Shareholder is not registered with NSE as a trading member. stock broker, then that Eligible Shareholder can approach any NSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the NSE registered stock broker (after

submitting all details as may be required by such NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other NSE registered broker, Eligible Shareholders may approach Company's Broker i.e., Ventura Securities Limited to lace their bids. At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Compan through Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC

- requirement as required by the Company's broker. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.
- Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- The cumulative quantity tendered shall be made available on the website of NSE (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
- Further, the Company will not accept Equity Shares tendered for Buyback which under restraint Order of the Court for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

#### 13.10. Procedure to be followed by shareholders holding Demat Shares: Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the

- Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback. The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholder
- who wish to tender Demat Shares in the Buyback using the Acquisition Window of the NSE (Designated Stock Exchange). For further details, Eligible Shareholders may refer to the circulars issued by NSE and NSE Clearing Limited (formerly known as National Securities Clearing Corporation Limited) ("Clearing Corporation") (iii) The relevant details and the settlement number under which the lien will be marked on the Equity Shares
- tendered for the Buyback shall be informed in the issue opening circular that will be issued by the Designated Stock Exchange or the Clearing Corporation. (iv) The lien shall be marked by the Shareholder Broker in demat account of the Eligible Shareholders for the
- Equity Shares tendered in the Buyback. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to the Clearing Corporation. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing
- (v) For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian
- (vi) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc. It is clarified that in case of dematerialised Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- (vii) The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to clearing corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the eligible shareholders would be returned to them by clearing corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the eligible shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
- (viii) Eligible shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the eligible shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/ legal heirship certificate, in case any eligible shareholder is deceased, or court approved scheme of merger/ amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/ or general meeting

## 13.11. PROCEDURE TO BE FOLLOWED BY THE SHAREHOLDERS HOLDING PHYSICAL SHARES:

- In accordance with SEBI Circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/144), shareholders holding securities in physical form are allowed to tender shares in Buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations and terms of Letter of Offer
- Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (b) original share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN Card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a selfattested copy of address proof consisting of any one of the following documents: valid Aadhaar card,

- Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of NSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- Any Shareholder Broker/ Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback Offer on or before the Buyback closing date. The envelope should be superscribed as "Godawari Power & Ispat Limited Buyback Offer 2024" to the Registrar to the buyback at their office, so that the same are received within 2 days of bidding by Seller Member and the same should reach not later than the buyback closing date (by 05:00 p.m.).. One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledge ment of the sar Shareholder Broker.
- The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, NSE shall display such bids as 'unconfirmed physical bids. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids' and displayed on the Stock Exchange website.
- In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised eted well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- (vii) An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any. In the tendering process, the shareholder's broker may also process the orders received from the Eligible Shareholders.
- 13.12. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and tions framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, and that such approvals shall be required to be taken by such non-resident shareholders
- 13.13. The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Seller Member.

#### METHOD OF SETTLEMENT

- Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:
- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. The Company will pay funds pertaining to the Buyback to the Company Broker who will transfer the
- funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlement of fund obligation for Demat Shares shall be affected as per the SEBI Circulars and as prescribed by NSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds pay out in their bank account as provided by the depository system directly to the Clearing Corporation. If such Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons. then the amount payable to the concerned shareholders will be transferred to the settlement account of the Shareholder Broker for onward transfer to such Eligible Shareholders.
- For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- (iv) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds pay-out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds pay-out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the NSE and the Clearing Corporation from time to time.
- Details in respect of shareholder's entitlement for tender process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporati will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation
- (vi) In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository. either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- (vii) The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of NSE.
- (viii) The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- Any excess Demat Shares tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholders' DP Account. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/ P/CIR/2022/ 8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with stamp "Letter of Confirmation issued" on the face / reverse of the certificate to the extent of the excess physical shares.
- The Shareholder Brokers would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company Broker would issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buyback accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
- (xii) The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed. (xiii) The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account will
- be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

The Company has appointed Yarra Chandra Rao as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e., 10:00 a.m. to 5:00 p.m. on any day except Saturday, Sunday and public holidays, at the following address

Yarra Chandra Rao- Company Secretary and Compliance Officer Godawari Power & Ispat Limited Corporate Identity Number (CIN): L27106CT1999PLC013756 428/2 Phase I, Industrial Area, Siltara, Raipur-493111, Chhattisgarh Tel. No.: +91 771 4082333

#### Email ID: yarra.rao@hiragroup.com Website: www.godawaripowerispat.com INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5.30 p.m. (IST)

**LINK**Intime

Fax No.: +91 771 4082234:

Link Intime India Private Limited CIN: U67190MH1999PTC118368 Address: C-101, 1st Floor, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai-400 083 Contact Person: Mr. Shanti Gopalkrishnan Contact No.: +91 81081 14949 Email ID: godawari.buyback2024@linkintime.co.in Investor Grievance Email ID: godawari.buyback2024@linkintime.co.in

## MANAGER TO THE BUYBACK



MARK CORPORATE ADVISORS PRIVATE LIMITED

CIN: U67190MH2008PTC181996 Address: 404/1, L4, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai-400 057. Contact Person: Mr. Manish GauriMr. Niraj Kothari

Telephone No.: +91 22 2612 3207/08 Email ID: buyback@markcorporateadvisors.com

SEBI Reg. No.: INR000004058

Website: www.linkintime.co.in

Investor Grievance Email ID: investorgrievance@markcorporateadvisors.com SEBI Regn No.: INM000012128 Website: www.markcorporateadvisors.com

## DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material nformation and does not and will not contain any misleading information. For and on behalf of the Board of Directors of Godawari Power & Ispat Limited

Sd/-Sd/-Bajrang Lal Agrawal Abhishek Agrawal Managing Director

Sd/-Yarra Chandra Rao Company Secretary and Compliance Officer Membership No.: F3679

Date : June 18, 2024 Place: Raipur

DIN: 00479747

Executive Director DIN: 02434507



# **GODAWARI POWER & ISPAT LIMITED**

Corporate Identity Number (CIN): L27106CT1999PLC013756
Registered Office and Works: 428/2, Phase I, Industrial Area, Siltara, Raipur-493 111, Chhattisgarh

Corporate Office: Hira Arcade, Near New Bus Stand, Pandri, Raipur-492 001, Chhattisgarh

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PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF GODAWARI POWER & ISPAT LIMITED ("COMPANY"/ "GPIL") FOR THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement ("Public Announcement") is being made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of Godawari Power & Ispat Limited from the eligible equity shareholders I beneficial owners of the Equity Shares of the Company through the tender offer route using the stock exchange mechanism, pursuantto Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("SEBI Buyback Regulations") along with the requisite disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations specime in Schedule to the SCEN Bayback regulations read with Scheduler for the SCEN Bayback regulations read with the SEBI circular CRI/CFDI/POLICYCELL/1/2015 dated April 13, 2015, circular CFDi/DCR2/CIRI/P/2016/131 dated December 09, 2016, circular SEBI/HO/CFDI/DCR-III/CIRI/P/2021/615 dated August 13, 2021 and circular SEBI/HO/CFDI/PoD-2/P/CIR/2023/35 dated March 08, 2023, including further amendments thereof.

OFFER FOR BUYBACK UP TO 21,50,000 FULLY PAID-UP EQUITY SHARES HAVING FACE VALUE OF ₹5

(RUPEES FIVE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF \*1400.00 (RUPEES ONE THOUSAND FOUR HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS FROM ALL THE ELIGIBLE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (ii) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

#### DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

The Board of Directors of the Godawari Power & Ispat Limited ("Company") (the Board of Directors hereinafter referred to as the "Board", which expression shall include any Committee constituted and authorized by the Board to exercise its powers) at its meeting held on June 15, 2024 ("Board Meeting") had, subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the Buyback of up to 21,50,000 (Twenty One Lakhs Fifty Thousand) fully paid-up equity shares having face value of ₹5 (Rupees Five Only) each ('Maximum Buyback Shares'), representing up to 1.64% of the total number of Equity Shares in the paid-up equity share capital of the Company (excluding 45,00,000 shares held by Trust in Treasury) as on March 31, 2024 at a price of ₹1400,00 (Rupees One Thousand Four Hundred only) per Equity Share ("Buyback Price"), payable in cash, for an aggregate amount not exceeding ₹301,00 Crores (Rupees Three Hundred and One Crores only) ("Buyback Size"), representing 7.00% and 6.66% of the aggregate of the total paid up equity share capital and free reserves of the Company (including Securities Premium Account) based on the audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively (the "Buyback") (being the latest audited standalone financial statements and audited consolidated financial statements and available at the latest audited standalone financial statements and audited consolidated financial statements available at the Board Meeting) excluding any expenses incurred or to be incurred for the Buyback viz. brokerage, costs, the Board Meeting) excluding any expenses incurred or to be incurred for the Buyloack viz, brokerage, costs, fees, tumover charges, taxes such as Buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs"), from all the eligible equity shareholders/beneficial owners of the Equity Shareholders/beneficial owners of the Equity Shareholders/beneficial owners of the Company. The Buyback is proposed to be undertaken from equity shareholders/beneficial owners of the Company as on Friday, June 28, 2024 ("Record Date") (for further details on the Record Date, refer to point no. 12 of this Public Announcement), on a proportionate basis through the Tender Offer route using stock exchange mechanism. in accordance with the provisions of the Companies Act, 2013, as amended (the "Companies Act"Act") the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 (the "Management and Administration) Rules, 2014 (the "Management and Administration Rules"), the Socurities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI (LODR) Regulations, 2015"; Listing Regulations") to the extent applicable, and in compliance with the SEBI (Buy-Back of Securities) Regulations, 2018, as amended (hereinafter referred to as the "SEBI Buyback Regulations") and SEBI Circulars.

The Buyback Size represents 7.00% and 6.66% of the aggregate of the total paid-up capital and free reserves as per the audited standalone financial statements and audited consolidated financial statements of the Company as at March 31, 2024, respectively, and is within the statutory limit of 10% of the aggregate of the total paid-up capital and free reserves of the Company, based on both audited standatione financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively, through the board approval route under the Section 68(2)(b) of the Companies Act, 2013 and pursuant to the proviso to Regulation 5(i)(b) of SEBI Buyback Regulations, Further, under the Companies Act and SEBI Buyback Regulations, the maximum number of Equity Shares that can be bought back in any financial year shall not exceed 25,00% of the total paid-up equity capital of the Company in that financial year. The Company proposes to Buyback not exceeding 21,50,000 (Twenty One Lakhs Fifty Thousand) Equity Shares of the Company, representing 1,64% of the total number of Equity Shares of the existing total paid-up equity capital of the Company (excluding 45,00,000). hares held by Trust in Treasury) as on March 31, 2024, which is within the aforesaid limit of 25,00%

The Buyback is in accordance with Article 52 of the Articles of Association of the Company and Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, Buy-back Regulations read with SEBI Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements). Regulations, 2015, as amended ("SEBI (LODR) Regulations"), subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registrar of Companies, Chhattisgarh ("ROC"), Stock Exchanges where the Equity Shares of the Company are listed i.e. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively, the "Stock Exchanges") and/ or other authorities, institutions or bodies, (together with SEBI, ROC, Stock Exchanges, the "Appropriate Authorities") as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.

The Equity Shares are listed on BSE and NSE. The Buyback shall be undertaken on a proportionate basis from the holders of the Equity Shares of the Company as on Record Date ("Eligible Shareholders") through the tender offer route prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders. and settlement of the same through the stock exchange mechanism as specified by the Securities and Exchange Board of India ("SEBI") vide the SEBI Circulars. In this regard, the Company will request NSE to provide the acquisition window shall for facilitating tendering of Equity Shares under the Buyback and for the surposes of this Buyback, NSE will be the designated stock exchange

In terms of the Buyback Regulations, through Tender Offer Route, the Promoters and members of the Promoter Group and persons in control of the Company have the option to participate in the Buyback. In this regard, Promoters and members of the Promoter Group and persons in control of the Company, vide their letters dated June 17, 2024 have expressed their intention to participate in the Buyback and tender Equity Shares based on their entitlement. The extent of their intention of participation in the Buyback have been detailed in point no. 7.1. of this Public Announcement

The Buyback will not result in any benefit to the Promoters and members of the Promoter Group, persons The buyback will not result in any benefit to the Promoters and members of the Promoter Group, persons in control of the Company or any Director of the Company except to the extent of the Cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of equity shares which will lead to reduction in the equity share capital of the company post Buyback. The Buyback would be subject to the condition of maintaining minimum Public Shareholding requirements as specified in Regulation 38 of SEBI (LODR). Regulations, 2015, as amended. Any change in the Voting Rights of the Promoters and members of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

Participation in the Buyback by eligible Shareholders may trigger tax on distributed income to such shareholders ("Buyback Tax") in India and such tax liability is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income Tax Act, 1961 read with applicable rules framed thereunder. The transaction of the Buyback would also be chargeable to securities transaction tax in India. Participation in the Buyback by the Non-Resident eligible shareholders may trigger capital gains tax in the hands of such Shareholders in their country of residence. In due course, the eligible shareholders will receive Letter of Offer, which will contain a more detailed note on taxation. However, in the view of the particularised nature of tax consequences, the eligible shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buy-back Committee may, till one (1) working day prior to the record date increase the buy-back price and decrease the number of securities

proposed to be bought back, such that there is no change in the aggregate size of the buy-back. The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors! foreign portfolio investors, shall be subject to such approvals; if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI"), under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, each as amended and that such approvals shall be required to be taken by such non-resident shareholders.

A copy of this Public Announcement is available on the Company's website i.e., www.godawaripowerispat.com. Manager to the Buyback Offer's website i.e., www.markcorporateadvisors.com and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of the Stock Exchanges i.e., ww.bseindia.com and www.nseindia.com, during the period of the Buyback.

### **NECESSITY FOR THE BUYBACK AND DETAILS THEREOF**

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The growth of the business, robust cash generation and strong balance sheet position allows the Company to reward its shareholders from time to time, as in the current instance.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to approve Buyback of up to 21,50,000 (Twenty One Lakhs Fifty Thousand) Equity Shares at a price of ₹1400.00 (Rupees One Thousand Four Hundred only) per Equity Share for an aggregate amount not exceeding ₹301.00 Crores (Rupees Three Hundred and One Crores only) excluding the Transaction Costs, for distributing cash to the eligible shareholders. The Buyback is being undertaken, inter-alia, for the following reasons:

The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;

The Buyback will help the Company to optimise the capital structure;

The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve reservation of up to 15.00% of the equity shares, which the Company proposes to Buy back, for small shareholders or the actual number of equity shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;

The Buyback may help in improving financial ratios like earing per share, return on capital employed and return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders'

The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

#### MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED

The maximum amount required for Buyback will not exceed ₹301.00 Crores (Rupees Three Hundred and One Crores only) excluding Transaction Costs.

The Buyback Size represent 7.00% and 6.66% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on the audited standatone financial statements and audited consolidated financial statements of the company as at March 31, 2024, respectively (being the latest audited standatone financial statements and audited consolidated financial statements available at the Board Meeting). The Buyback Size does not exceed 10% of the total paid-up equity capital and free reserves (including securities premium) of the Company as per the audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, which is in compliance with Regulation 5(i)(b) of the SEBI Buyback Regulations and Section 68(2) of the Companies Act, 2013.

The funds required for the implementation of the Buyback will be sourced out of free reserves and securities premium of the Company and/or such other source as may be permitted by the Buyback Regulations or the

The Company shall transfer from its free reserves and securities premium, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account, and details of such transfer shall be disclosed in its subsequent audited financial statements.

The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback. Transaction Costs do not form part of the Buyback Size and will be appropriated out of the free reserves of

the Company BUYBACK PRICE AND THE BASIS OF ARRIVING AT BUYBACK OFFER PRICE

The Equity Shares of the Company are proposed to be bought back at a price of ₹1400.00 (Rupees One Thousand Four Hundred only) per Equity Share. The Buyback Price has been arrived at, after considering various factors including, but not limited to the trends in the volume weighted average prices and the closing price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, the net worth of the Company, impact on other financial parameters and the possible impact of Buyback on the earnings per

Equity Share.

4.2. The Buyback Offer Price represents:

ium of 67.41% and 66.71% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding June 08, 2024, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").

Premium of 49.09% and 49.08% over the volume weighted average market price of the Equity Sharer on NSE and BSE, respectively, for two weeks preceding the Intimation Date.

Premium of 43,58% and 43,60% over the closing price of the Equity Shares or NSE and BSE, respectively, as on June 07, 2024, being the day preceding the Intimation Date.

Premium of 33.40% and 33.63% over the closing price of the Equity Shares on NSE and BSE, respectively, as on June 10, 2024, being the day after the day of Intimation to Stock Exchanges as there was a trading holiday on the day of Intimation.

Premium of 29.77% and 29.85% over the closing price of the Equity Shares on NSE and BSE, respectively, as on 1 (one) day prior to the Board Meeting i.e., June 14, 2024, as there was a trading holiday on the day of Board Meeting for Buyback.

As required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company after the buyback will not be more than twice the paid-up capital and free

#### MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buy-back up to 21,50,000 (Twenty One Lakhs Fifty Thousand) Equity Shares having face value of ₹5 each representing 1.64% of the total number of Equity Shares in the paid-up equity capital of the Company (excluding 45,00,000 shares held by Trust in Treasury) as per the latest audited financial statement as on March 31, 2024 at the Buyback Price of ₹1400.00 (Rupees One thousand Four Hundred only) per share for an amount not exceeding ₹301.00 Crores (Rupees Three Hundred and One Crores only).

DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND

The aggregate shareholding of the (i) promoters and members of the promoter group ("Promoter and Promoter Group") and persons in control; (ii) Directors of the companies which are part of Promoter and promoter Group of GPIL and (iii) Directors and Key Managerial Personnel of GPIL ("Company") as on the date of the Board Meeting i.e., Saturday, June 15, 2024:

Aggregate Shareholding of the Promoters and members of the Promoter Group and persons who are in control of the Company as on the date of Board Meeting i.e., Saturday, June 15, 2024 Number of W of pold up applies above control

Sr. No.	Name of the Shareholders	Number of Equity Shares held	% of paid-up equity share capital as on the date of the Board Meeting i.e., June 15, 2024
Prom	oters		
1)	Bajranglal Agrawal	28,01,744	2.06%
2)	Dinesh Agrawal	72,63,211	5.34%
3)	N P Agrawal	22,90,798	1.69%
4)	Hanuman Prasad Agrawal	7,94,980	0.58%
	Sub-Total	1,31,50,733	9.67%
Memi	bers of Promoter Group		
5)	Sarita Devi Agrawal	13,87,126	1.02%
6)	Kumar Agrawal	44,95,711	3.31%
7)	Reena Agrawal	38,54,261	2.84%
8)	Madhu Agrawal	40,42,931	2.97%
9)	Abhishek Agrawal	45,03,921	3.31%
10)	Kanika Agrawal	27,57,279	2.03%
11)	Siddharth Agrawal	45,37,708	3.34%
12)	Vinay Agrawal	77,93,231	5.73%
13)	Pranay Agrawal	1,31,594	0.10%
14)	Prakhar Agrawal	50,75,924	3.73%
15)	Pratap Agrawal	3,69,640	0.27%
16)	Prakash Agrawal	3,69,640	0.27%
17)	Bajrang Lal Agrawal HUF	73,46,020	5.40%
18)	Narayan Prasad Agrawal HUF	18,28,945	1.35%
19)	Hanuman Prasad Agrawal HUF	1,92,521	0.14%
20)	Dinesh Agrawal HUF	27,30,721	2.01%
21)	Suresh Kumar Agrawal HUF	24,96,277	1.84%
22)	Hira Infra-Tek Limited	68,94,746	5.07%
23)	Hira Cement Limited	8,25,979	0.61%
24)	Hira Ferro Alloys Limited	48,00,000	3.53%
25)	Alok Ferro Alloys Limited	19,20,000	1.41%
26)	Bajranglal Agrawal Trustee GPIL Beneficiary Trust*	45,00,000	3.31%
	Sub-Total	7,28,54,175	53.59%
	Total	8,60,04,908	63.26%

Refers to the Treasury Shares and are deducted from the paid-up equity share capital. Aggregate Shareholding in GPIL of the Directors of companies which are forming part of Promoter/Promoter

Sr. No.	Name of the Shareholder	Designation	No. of Equity Shares held	% Shareholding
1)	N P Agrawal	Managing Director of Hira Ferro Alloys Limited	22,90,798	1.69%
2)	Vinay Agrawal	Whole Time Director of Alok Ferro Alloys Limited	77,93.231	5.73%
3)	Yarra Chandra Rao	Director of Hira Ferro Alloys Limited and Alok Ferro Alloys Limited	1,132	Negligible
4)	Siddharth Agrawal	Director of Hira Infra-Tek Limited	45,37,708	3.34%

ate Shareholding of the directors of the Company ("Directors") and Key Managerial Personnel Aggregate Shareholding of the distributes of Society ("KMPs") of the Company as on the date of Board Meeting i.e., Saturday, June 15, 2024

Sr. No.	Name of the KMP's / Directors	Designation	Number of Equity Shares held	% of paid-up equity share capital as on the date of the Board Meeting i.e., Saturday, June 15, 24
1)	Bajranglal Agrawal	Managing Director	28,01,744	2.06%
2)	Abhishek Agrawal	Whole-time Director	45,03,921	3.31%
3)	Siddharth Agrawal	Whole-time Director	45,37,708	3.34%
4)	Dinesh Agrawal	Whole-time Director	72,63,211	5.34%
5)	Yarra Chandra Rao	Company Secretary	1,132	Negligible
	TOTA	L	1,91,07,716	14.05%

Aggregate number of Equity Shares purchased or sold by the Promoters and members of the Promoter Group, persons in control. Directors of Companies which are forming part of the PromoteriPromoter Group of GPIL and Directors and KMPs of the Company during a period of six months preceding the date of the Board

Meeting i.e., Saturday, June 15, 2024: Aggregate number of shares purchased or sold by the Promoter and members of the Promoter Group and

Sr. No.	Name of the Shareholder	No of shares acquired / (Sold)	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
1)	Pranay Agrawal (Transferor)	(25,00,000)	Inter-se Transfer (Gift) on April 09, 2024	N.A.	N.A.	N.A.	N.A.
2)	Prakhar Agrawal (Transferee)	25,00,000	Inter-se Transfer (Gift) on April 09, 2024	N.A.	N.A.	N.A.	N.A.

N.A. - Not Applicable.

persons who are in control of the Company

(ii)

Aggregate number of shares of Godawari Power & Ispat Limited purchased or sold by the Directors of companies, which are part of the Promoters/Promoter Group: Nil Aggregate number of shares purchased or sold by the Directors and Key Managerial Personnel ("KMPs") of the Company: Ni

INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK-

In terms of the SEBI Buyback Regulations, under the tender offer route, the promoters, members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the following promoters, members of the promoter group and persons in control of the Company have expressed their intention of participating in the Buyback vide their letters dated June 17, 2024 and may tender up to a maximum of 11,22,810 Equity Shares or such lower number of Equity Shares in accordance with the provisions of Buy-back Regulations or permitted under applicable law:

Sr. No.	Name of the Promoter/Promoter Group	Shares held as on the date of Board Meeting	Equity Shares which may be offered
1)	Bajranglal Agrawal	28,01,744	42,100
2)	Dinesh Agrawal	72,63,211	1,08,950
3)	N P Agrawal	22,90,798	34,400
4)	Hanuman Prasad Agrawal	7,94,980	11,930
5)	Sarita Devi Agrawal	13,87,126	20,900
6)	Kumar Agrawal	44,95,711	67,500
7)	Reena Agrawal	38,54,261	57,900
8)	Madhu Agrawal	40,42,931	60,700
9)	Abhishek Agrawal	45,03,921	67,600
10)	Kanika Agrawal	27,57,279	41,400
11)	Siddharth Agrawal	45,37,708	68,100
12)	Vinay Agrawal	77,93,231	1,17,000
13)	Pranay Agrawal	1,31,594	2,000
14)	Prakhar Agrawal	50,75,924	76,150
15)	Pratap Agrawal	3,69,640	5,600
16)	Prakash Agrawal	3,69,640	5,600
17)	Bajrang Lal Agrawal HUF	73,46,020	1,10,190
18)	Narayan Prasad Agrawal HUF	18,28,945	27,500
19)	Hanuman Prasad Agrawal HUF	1,92,521	2,900

Sr. No.	Name of the Promoter/Promoter Group	Number of Equity Shares held as on the date of Board Meeting	Maximum number of Equity Shares which may be offered
20)	Dinesh Agrawal HUF	27,30,721	41,000
21)	Suresh Kumar Agrawal HUF	24,96,277	37,500
22)	Hira Infra-Tek Limited	68,94,746	1,03,500
23)	Hira Cement Limited	8,25,979	12,390
	Total	7,47,84,908	11,22,810

The details of the date and price of acquisition of the Equity Shares that the promoters/members of the promoter group intend to tender in the Buyback are set forth below:

Bajranglal Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (?)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	50,000	10	Acquisition	10.00	5,00,000	50,000
2)	July 16, 2004	25,000	10	Acquisition	10.00	2,50,000	75,000
3)	October 27, 2004	1,49,500	10	Acquisition	20.00	29,90,000	2,24,500
4)	March 22, 2005	8,98,000	10	Bonus	NIL	NIL	11,22,500
5)	March 30, 2011	6,08,898	10	Merger*	NIL	NIL	17,31,398
6)	October 26, 2021	17,31,398	5	Sub- Division *	NIL	NIL	34,62,796
7)	October 30, 2021	34,62,796	5	Bonus	NIL	NIL	69,25,592
8)	December 30, 2022	(40,15,000)	5	Sale (Inter-se Transfer as Gift)	NIL	NIL	29,10,592
9)	April 24, 2023	(1,08,848)	5	Buyback	500.00	5,44,24,000	28,01,744

Dinesh Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	September 21, 1999	100	10	Subscriber	10.00	1,000	100
2)	March 31, 2004	35,000	10	Acquisition	10.00	3,50,000	35,100
3)	October 27, 2004	1,00,000	10	Acquisition	20.00	20,00,000	1,35,100
4)	March 22, 2005	5,40,400	10	Bonus	NIL	NIL	6,75,500
5)	May 13, 2006	95,000	10	Transmission	NIL	NIL	7,70,500
6)	March 30, 2011	10,75,847	10	Merger*	NIL	NIL	18,46,347
7)	October 26, 2021	18,46,347	5	Sub-Division ^	NIL	NIL	36,92,694
8)	October 30, 2021	36,92,694	5	Bonus	NIL	NIL	73,85,388
9)	August 22, 2022	9,28,000	5	Transmission	NIL	NIL	83,13,388
10)	March 04, 2023	(7,68,000)	5	Sale (Inter-se Transfer as Gift)	NIL	NIL	75,45,388
11)	April 24, 2023	(2,82,177)	5	Buyback	500.00	14,10,88,500	72,63,211

(iii)

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	49,500	10	Acquisition	10.00	4,95,000	49,500
2)	October 27, 2004	1,00,000	10	Acquisition	20.00	20,00,000	1,49,500
3)	March 22, 2005	5,98,000	10	Bonus	NIL	NIL	7,47,500
4)	March 30, 2011	5,085	10	Merger*	NIL	NIL	7,52,585
5)	January 05, 2012	7,000	10	Acquisition (Open Market)	77.41	5,41,881	7,59,585
6)	February 10, 2012	9,761	10	Acquisition (Open Market)	109.53	10,69,136	7,69,346
7)	October 26, 2021	7,69,346	5	Sub-Division ^	NIL	NIL	15,38,692
8)	October 30, 2021	15,38,692	5	Bonus	NIL	NIL	30,77,384
9)	December 30, 2022	(6,97,588)	5	Sale (Inter-se Transfer as Gift)	NIL	NIL	23,79,796
10)	April 24, 2023	(88,998)	5	Buyback	500.00	4,44,99,000	22,90,798

(iv)

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	1,00,000	10	Acquisition	10.00	10,00,000	1,00,000
2)	October 27, 2004	1,51,000	10	Acquisition	20.00	30,20,000	2,51,000
3)	March 22, 2005	10,04,000	10	Bonus	NIL	NIL	12,55,000
4)	October 26, 2021	12,55,000	5	Sub-Division ^	NIL	NIL	25,10,000
5)	October 30, 2021	25,10,000	5	Bonus	NIL	NIL	50,20,000
6)	December 30, 2022	(41,94,136)	5	Sale (Inter-se Transfer as Gift)	NIL	NIL	8,25,864
7)	April 24, 2023	(30,884)	5	Buyback	500.00	1,54,42,000	7,94,980

Sarita Devi Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	September 21, 1999	100	10	Subscriber	10.00	1,000	100
2)	March 31, 2004	50,000	10	Acquisition	10.00	5,00,000	50,100
3)	October 27, 2004	1,03,000	10	Acquisition	20.00	20,60,000	1,53,100
4)	March 22, 2005	6,12,400	10	Bonus	NIL	NIL	7,65,500
5)	March 30, 2011	5,60,229	10	Merger*	NIL	NIL	13,25,729
6)	October 16, 2015	2,00,000		Acquisition (Inter-se Transfer)	77.50	1,55,00,000	15,25,729
7)	October 26, 2021	15,25,729	5	Sub-Division *	NIL	NIL	30,51,458
8)	October 30, 2021	30,51,458	5	Bonus	NIL	NIL	61,02,916
9)	December 30, 2022	(46,61,900)	5	Sale (Inter-se Transfer as Gift)	NIL	NIL	14,41,016
10)	April 24, 2023	(53,890)	5	Buyback	500.00	2,69,45,000	13,87,126

Kumar Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	1,50,500	10	Acquisition	10.00	15,05,000	1,50,500
2)	October 27, 2004	50,000	10	Acquisition	20.00	10,00,000	2,00,500
3)	March 22, 2005	8,02,000	10	Bonus	NIL	NIL	10,02,500
4)	September 01, 2005	21,000	10	Sale	70.00	14,70,000	9,81,500
5)	March 30, 2011	56,898	10	Merger*	NIL	NIL	10,38,396
6)	March 29, 2017	14,22,280		Acquisition (Inter-se Transfer)	NIL	NIL	24,60,678
7)	July 01, 2021	10,00,000	10	Sale (Inter-se Transfer as Gift)	NIL	NIL	14,60,678
8)	October 26, 2021	14,60,678	5	Sub-Division *	NIL	NIL	29,21,356
9)	October 30, 2021	29,21,356	5	Bonus	NIL	NIL	58,42,712

Contd.

(vii)



10)	2022			(Inter-se Transfer as Gift)	,		00,10,000
11)	April 24, 2023	(2,44,589)	5	Buyback	500.00	12,22,94,500	62,95,711
12)	June 30, 2023	(18.00.000)	5	Market Sale	522.04	93,96,72,283	44,95,711
Reens	a Agrawal						
Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	1,01,000	10	Acquisition	10.00	10,10,000	1,01,000
2)	October 27, 2004	1,04,750	10	Acquisition	20.00	20,95,000	2,05,750
3)	March 22, 2005	8,23,000	10	Bonus	NIL	NIL	10,28,750
4)	March 29, 2017	9,27,750	10	Sale (Inter-se Transfer)	102.60	95,187,150	1,01,000
5)	July 01, 2021	9,00,000	10	Acquisition (Inter-se Transfer as Gift)	NIL	NIL	10,01,000
6)	October 26, 2021	10,01,000	5	Sub-Division *	NIL	NIL	20,02,000
7)	October 30, 2021	20,02,000	5	Bonus	NIL	NIL	40,04,000
8)	April 24, 2023	(1,49,739)	5	Buyback	500.00	7,48,69,500	38,54,261

No. of Equity Shares

Date of

10) December 30.

Face Value

(2)

6,97,588 5 Acquisition

Nature of

Issue/ Acquisition Price/Sale

Transaction

Cumulative **Equity Shares** 

NIL 65,40,300

II)	Madhu Agrawal												
	Sr.	Date of	No of Faulty	Face	Nature of	Issue/	Transaction	Cur					

No.	Transaction	Shares	Value (₹)	Transaction	Acquisition Price/Sale Price	Value (₹)	Equity Shares
1)	March 31, 2004	50,000	10	Acquisition	10.00	5,00,000	50,000
2)	October 27, 2004	1,38,000	10	Acquisition	20.00	27,60,000	1,88,000
3)	March 22, 2005	7,52,000	10	Bonus	NIL	NIL	9,40,000
4)	March 29, 2017	8,90,000	10	Sale (Inter-se Transfer)	102.60	9,13,14,000	50,000
5)	July 07, 2021	10,00,000	10	Acquisition (Inter-se Transfer as Gift)	NIL	NIL	10,50,000
6)	October 26, 2021	10,50,000	5	Sub-Division *	NIL	NIL	21,00,000
7)	October 30, 2021	21,00,000	5	Bonus	NIL	NIL	42,00.000
8)	April 24, 2023	(1,57,069)	5	Buyback	500.00	7,85,34,500	40,42,931

Sr. No.	Date of Transaction	No. of Equity Shares	Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	1,00,000	10	Acquisition	10.00	10,00,000	1,00,000
2)	July 16, 2004	45,000	10	Acquisition	10.00	4,50,000	1,45,000
3)	March 22, 2005	5,80,000	10	Bonus	NIL	NIL	7,25,000
4)	September 01, 2005	60,000	10	Sale	70.00	42,00,000	6,65,000
5)	March 30, 2011	1,52,466	10	Merger*	NIL	NIL	8,17,466
6)	March 30, 2017	7,32,466	10	Sale (Inter-se Transfer)	103.00	7,54,43,998	85,000
7)	October 26, 2021	85,000	5	Sub-Division *	NIL	NIL	1,70,000
8)	October 30, 2021	1,70,000	5	Bonus	NIL	NIL	3,40,000
9)	December 30, 2022	43,38,900	5	Acquisition (Inter-se Transfer as Gift)	NIL	NIL	46,78,900
10)	April 24, 2023	(1,74,979)	5	Buyback	500.00	8,74,89,500	45,03,921

### Kanika Agrawal on many burgers. Face warmer Issue/ warmers on

Sr. No.	Date of Transaction	No. of Equity Shares	Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	September 21, 1999	100	10	Subscriber	10.00	1,000	100
2)	March 31, 2004	1,51,000	10	Acquisition	10.00	15,10,000	1,51,100
3)	March 22, 2005	6,04,400	10	Bonus	NIL	NIL	7,55,500
4)	September 01, 2005	35,000	10	Sale	70.00	24,50,000	7,20,500
5)	March 30, 2011	76,271	10	Merger*	NIL	NIL	7,96,771
6)	March 29, 2017	6,80,671	10	Sale (Inter-se Transfer)	102.60	6,98,36,845	1,16,100
7)	July 01, 2021	6,00,000	10	Acquisition (Inter-se Transfer as Gift)	NIL	NIL	7,16,100
8)	October 26, 2021	7,16,100	5	Sub-Division ^	NIL	NIL	14,32,200
9)	October 30, 2021	14,32,200	5	Bonus	NIL	NIL	28,64,400
10)	April 24, 2023	(1,07,121)	5	Buyback	500.00	5,35,60,500	27,57,279

### (xi) Siddharth Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	49,000	10	Acquisition	10.00	4,90,000	49,000
2)	July 16, 2004	45,000	10	Acquisition	10.00	4,50,000	94,000
3)	March 22, 2005	3,76,000	10	Bonus	NIL	NIL	4,70,000
4)	March 30, 2011	1,27,119	10	Merger*	NIL	NIL	5,97,119
5)	March 30, 2017	5,03,119	10	Sale (Inter-se Transfer)	103.00	5,18,21,257	94,000
6)	October 26, 2021	94,000	5	Sub-Division*	NIL	NIL	1,88,000
7)	October 30, 2021	1,88,000	5	Bonus	NIL	NL	3,76,000
8)	December 30, 2022	43,38,000	5	Acquisition (Inter-se Transfer as Gift)	NIL	NIL	47,14,000
9)	April 24, 2023	(1,76,292)	5	Buyback	500.00	8,81,46,000	45,37,708

### (xii) Vinay Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	1,00,000	10	Acquisition	10.00	10,00,000	1,00,000
2)	March 22, 2005	4,00,000	10	Bonus	NIL	NIL	5,00,000
3)	March 29, 2017	13,75,466	10	Acquisition (Inter-se Transfer)	102.00	14,02,97,532	18,75,466
4)	July 01, 2021	9,00,000	10	Disposal (Inter-se Transfer as Gift)	NIL	NL	9,75,466
5)	October 26, 2021	9,75,466	5	Sub-Division *	NIL	NL	19,50,932
6)	October 30, 2021	19,50,932	5	Bonus	NIL	NL	39,01,864
7)	December 30, 2022	41,94,136	5	Acquisition (Inter-se Transfer as Gift)	NIL	NL	80,96,000
8)	April 24, 2023	(3,02,769)	5	Buyback	500.00	15,13,84,500	77,93,231

### (xiii) Pranay Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	50,000	10	Acquisition	10.00	5,00,000	50,000
2)	March 22, 2005	2,00,000	10	Bonus	NIL	NIL	2,50,000
3)	January 05, 2018	2,96,958	10	Transmission	NIL	NIL	5,46,958
4)	July 01, 2021	3,00,000	10	Disposal (Inter- se Transfer as Gift)	NIL	NIL	2,46,958
5)	October 26, 2021	2,46,958	5	Sub-Division <sup>A</sup>	NIL	NIL	4,93,916
6)	October 30, 2021	4,93,916	5	Bonus	NIL	NIL	9,87,832
7)	June 14, 2022	12,50,000	5	Transmission	NIL	NIL	22,37,832
8)	August 22, 2022	4,96,000	5	Transmission	NIL	NIL	27,33,832
9)	April 24, 2023	(1,02,238)	5	Buyback	500.00	5,11,19,000	26,31,594
10)	April 09, 2024	(25,00,000)	5	Sale (Inter-se Transfer as Gift)	NIL	NIL	1,31,594

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (?)	Cumulative Equity Shares
1)	March 31, 2004	46,500	10	Acquisition	10.00	4,65,000	46,500
2)	March 22, 2005	1,86,000	10	Bonus	NIL	NIL	2,32,500
3)	January 05, 2018	3,00,000	10	Transmission	NIL	NIL	5,32,500
4)	July 01, 2021	3,00,000	10	Disposal (Inter- se Transfer as Gift)	NIL	NIL	2,32,500
5)	October 26, 2021	2,32,500	5	Sub-Division ^	NIL	NIL	4,65,000
6)	October 30, 2021	4,65,000	5	Bonus	NIL	NIL	9,30,000
7)	June 14, 2022	12,50,000	5	Transmission	NIL	NIL	21,80,000
8)	August 22, 2022	4,96,000	5	Transmission	NIL	NIL	26,76,000
9)	April 24, 2023	(1,00,076)	5	Buyback	500.00	5,00,38,000	25,75,924
10)	April 09, 2024	25,00,000	5	Acquisition (Inter Se Transfer as Gift)	NIL	NIL	50,75,924

### (xv) Pratap Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (?)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 04, 2023	3,84,000	10	Acquisition (Inter-se Transfer as Gift)	NIL	NIL	3,84,000
2)	April 24, 2023	(14,360)	5	Buyback	500.00	71,800	3,69,640

#### (xvi) Prakash Agrawal

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 04, 2023	3,84,000	10	Acquisition (Inter-se Transfer as Gift)	NIL	NIL	3,84,000
2)	April 24, 2023	(14,360)	5	Buyback	500.00	71,80,000	3,69,640

### (xvii)

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
)	March 31, 2004	1,04,000	10	Acquisition	10.00	10,40,000	1,04,000
2)	July 16, 2004	60,000	10	Acquisition	10.00	6,00,000	1,64,000
3)	October 27, 2004	50,000	10	Acquisition	20.00	10,00,000	2,14,000
4)	March 22, 2005	8,56,000	10	Bonus	NIL	NIL	10,70,000
5)	March 30, 2011	1,13,347	10	Merger*	NIL	NIL	11,83,347
6)	March 21, 2017	3,20,000	10	Acquisition	125.00	4,00,00,000	15,03,347
7)	March 30, 2017	12,35,585	10	Acquisition (Inter-se Transfer)	103.00	12,72,65,255	27,38,932
8)	October 26, 2021	27,38,932	5	Sub-Division *	NIL	NIL	54,77,864
9)	October 30, 2021	54,77,864	5	Bonus	NIL	NIL	1,09,55,728
10)	April 24, 2023	(4,09,708)	5	Buyback	500.00	20,48,54,000	1,05,46,020
11)	June 30, 2023	(32.00,000)	5	Market Sale	524.64	1,67,88,32,220	73,46,020

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	50,000	10	Acquisition	10	5,00,000	50,000
2)	October 27, 2004	45,000	10	Acquisition	20	9,00,000	95,000
3)	March 22, 2005	3,80,000	10	Bonus	NIL	NIL	4,75,000
4)	October 26, 2021	4,75,000	5	Sub-Division *	NIL	NIL	9,50,000
5)	October 30, 2021	9,50,000	5	Bonus	NIL	NIL	19,00,000
6)	April 24, 2023	(71,055)	5	Buyback	500.00	3.55,27,500	18,28,945

### (xix) Hanuman Prasad Agrawal (HUF)

Sr. No.	Date of Transaction	No. of Equity Shares	Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 27, 2020	14	10	Acquisition	89.07	1247	14
2)	March 28, 2020	24,100	10	Acquisition	97.97	23,61,000	24,114
3)	March 30, 2020	18,000	10	Acquisition	100.81	18,14,658.57	42,114
4)	March 31, 2020	7,886	10	Acquisition	103.67	8,17,574	50,000
5)	October 26, 2021	50,000	5	Sub-Division ^	NIL	NL	1,00,000
6)	October 30, 2021	1,00,000	5	Bonus	NIL	NIL	2,00,000
7)	April 24, 2023	(7,479)	5	Buyback	500.00	37,39,500	1,92,521

### (xx)

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	30,000	10	Acquisition	10.00	3,00,000	30,000
2)	March 22, 2005	1,20,000	10	Bonus	NIL	NIL	1,50,000
3)	March 30, 2017	6,89,059	10	Acquisition (Inter-se Transfer)	103.00	7,09,73,077	8,39,056
4)	October 26, 2021	8,39,059	5	Sub-Division *	NIL	NIL	16,78,118
5)	October 30, 2021	16,78,118	5	Bonus	NIL	NIL	33,56,236
6)	April 24, 2023	(1,25,515)	5	Buyback	500.00	6,27,57,500	32,30,721
7)	June 30, 2023	(5,00,000)	5	Market Sale	534.69	26,73,45,012	27,30,72

### (xxi)

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2004	19,500	10	Acquisition	10.00	1,95,000	19,500
2)	March 22, 2005	78,000	10	Bonus	NIL	NIL	97,500

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
3)	March 29, 2017	6,80,671	10	Acquisition (Inter-se Transfer)	102.60	6,98,36,845	7,78,171
4)	October 26, 2021	7,78,171	5	Sub-Division ^	NIL	NIL	15,56,342
5)	October 30, 2021	15,56,342	5	Bonus	NIL	NIL	31,12,684
6)	April 24, 2023	(1,16,407)	5	Buyback	500.00	5,82,03,500	29,96,277
7)	June 30, 2023	(5,00,000)	5	Market Sale	520.00	26,00,00,000	24,96,277

### (xxii) Hira Infra-Tek Limited

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 31, 2009	5,50,560	10	Creeping Acquisition through Open market	47.32	2,60,50,561	5,50,560
2)	March 31, 2010	2,40,092	10	Creeping Acquisition through Open market	96.60	2,31,93,638	7,90,652
3)	July 07, 2012	10,00,000	10	Acquisition (Conversion of warrant into equity)	130.00	13,00,00,000	17,90,652
4)	October 26, 2021	17,90,652	5	Sub-Division ^	NIL	NIL	35,81,304
5)	October 30, 2021	35,81,304	5	Bonus	NIL	NIL	71,62,608
6)	April 24, 2023	(2,67,862)	5	Buyback	500.00	13,39,31,000	68,94,746

#### (xxxiii)

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (₹)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (₹)	Cumulative Equity Shares
1)	March 30, 2011	4,14,517	10	Merger*	NIL	NIL	4,14,517
2)	October 16, 2015	2,00,000	10	Sale (Inter Se Transfer)	77.50	1,55,00,000	2,14,517
3)	October 26, 2021	2,14,517	5	Sub-Division *	NIL	NIL	4,29,034
4)	October 30, 2021	4,29.034	5	Bonus	NIL	NIL	8,58,068
5)	April 24, 2023	(32,089)	5	Buyback	500.00	1,60,44,500	8,25,979

^ Sub division of 1 (One) equity share of Rs. 10 each into 2 (Two) equity share of Rs. 5 each.

\*Equity shares allotted pursuant to the Scheme of Arrangement under section 391 to 394 and other applicable provisions of the Companies Act, 1956 between Hira Industries Limited, R.R. Ispat Limited with Godawari Power & Ispat Limited and their respective shareholders as sanctioned by the Hon'ble High Court of Judicature at Bilaspur vide Order dated March 09, 2011.

#### NO DEFAULTS

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

### CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY As required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the

Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed an opinion that: Immediately following the date of the Board Meeting i.e., June 15, 2024 there will be no grounds on which the Company can be found unable to pay its debts: As regards the Company's prospects for the year immediately following the date of the Board Meeting, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to

the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting; In forming the aforesaid opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act and

#### the Insolvency and Bankruptcy Code, 2016. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS

#### AND THE COMPANIES ACT All the equity shares for Buyback are fully paid-up;

10.2. The Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus or convert any outstanding employee stock options/outstanding instruments into Equity Shares from the date of the Board Meeting, till the date of payment of consideration to shareholders who have accepted

10.3. The Company as per Regulation 24(i)(f) of the SEBI Buyback Regulations shall not raise further capital for a period of one year from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or ebentures into Equity Shares;

10.4. The Company has not undertaken a Buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;

The Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
The Company shall not Buyback its shares from any person through negotiated deal whether on or off the

stock exchanges or through spot transactions or through any private arrangement in the implementation of the

10.7. The Buyback Size i.e. ₹301.00 Crores (Rupees Three Hundred and One Crores only) does not exceed 10% of the aggregate of the fully paid-up (quipes) fine running and one cross only does not exceed order of the aggregate of the fully paid-up (quipes) share Capital and Free Reserves of the Company as per latest audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2024, whichever sets out a lower amount;

The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Act;
 The Company shall not withdraw the Buyback after the Public Announcement of the Buyback is made;

10.10. The Buyback shall be completed within a period of one year from the date of passing of the resolution by the

10.11. The Company shall not make any offer of Buyback within a period of one year reckoned from the expiry of the Buyback Period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

10.12. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act; 10.13. As required under Section 68(2)(d) of the Act and the SEBI Buyback Regulations, the ratio of the aggregate

of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share Capital and Free Reserves after the Buyback; 10.14. There are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Act, interest payment thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon

to any financial institution or banking company;

10.15. The Company shall not directly or indirectly facilitate the Buyback: (a) through any subsidiary company including its own subsidiary companies, if any; or

(b) through any investment company or group of investment companies 10.16. The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Act within 7 (seven) days of the expiry of the Buyback.

period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted 10.17. The consideration for the Buyback shall be paid only by way of cash;

10.18. That the maximum number of shares proposed to be purchased under the Buyback shall not exceed 25%

of the total number of fully paid-up Equity Shares in the paid-up Equity Share Capital of the Company as on March 31, 2024; 10.19. The Company shall not buyback out of the proceeds of an earlier issue of the same kind of shares or same

kind of other specified securities. 10.20. The Company shall not allow buy back of its shares unless the consequent reduction of its share capital is affected:

10.21. The Company shall not utilise any funds borrowed from banks and financial institutions in fulfilling its obligation under the Buyback;

10.22. The Company shall not buy-back its shares or other specified securities so as to delist its shares or other specified securities from the stock exchange as per Regulation 4(v) of SEBI Buyback Regulations

10.23. As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of the promoter group, and their associates be advised that they shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off market transactions (including inter-se transfer of Equity Shares among the promoters and members of the promoter group) from the date of passing the resolution by the Board, approving the Buyback till the closing of the Buyback offer;

10.24. The statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual and shall not contain any mis-statements or misleading information;

10.25. The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and/or the SEBI Buyback Regulations and any other applicable laws;

10.26. The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account;

10.27. The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI (LODR) Regulations, 2015; 10.28. As per Regulation 5(i)(c) and Schedule I (xii) of the SEBI Buyback Regulations, the company has obtained prior approval from its lenders i.e., Axis Bank Limited, IDBI Bank Limited and State Bank of India confirming

#### that there is no breach of any covena REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated June 15, 2024, received from the statutory auditor of the Company ("Auditor's Report") addressed to the Board of the Company is reproduced below:

## Quote

The Board of Directors Godawari Power & Ispat Limited

Plot No.428/2, Phase-1, Industrial Area, Siltara, Raipur-493 111. Chhattisgarh. Dear Sirs,

Independent Auditors' Report in respect of proposed buy-back of equity shares by Godawari Power & Ispat Limited in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended

This report is issued in accordance with the terms of our engagement letter dated June 11, 2024 with

Godawari Power & Ispat Limited ("Company"). The Board of Directors of the Company have approved a proposed buy-back of equity shares by the Company at its meeting held on June 15, 2024, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") read with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations").

The accompanying Statement of permissible capital payment ("Annexure A") as at March 31, 2024 (hereinafter referred as the "Statement") is prepared by the management of the Company.

### Management's Responsibility for the Statement

The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act and in compliance with Section 68, 69 and 70 of the Act and SEBI Buy-back Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and

- documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will be able to pay its debts from the date of board meeting approving the Buyback of its equity shares i.e. June 15, 2024 (hereinafter referred as the "date of the Board meeting") and will not be rendered insolvent within a period of one year from the date of board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and informing the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016.
- The Management of the Company is also responsible for ensuring that the Company complies with the requirements of the SEBI Buyback Regulations and the Companies Act.

#### Auditors' Responsibility

- Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance whether
  - We have inquired into the state of affairs of the Company in relation to the audited standalone financial statements and audited consolidated financial statements as on March 31, 2024;
  - The amount of permissible capital payment for the Buyback as stated in **Annexure A** for the proposed buyback of equity shares has been properly determined considering the audited standalone financial statements and audited consolidated financial statements as at March 31, 2024, in accordance with Section 68(2)(c) read with proviso to 68(2)(b) of the Act, Regulation 4(i) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations; and
  - The Board of Directors of the Company in their meeting dated June 15, 2024, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.

    The audited standalone financial statements and audited consolidated financial statements referred to in
- paragraph 6 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued an unmodified audit opinion vide our reports dated May 21, 2024. Our audits of these financial statements were conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material
- Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:
  - Examined that the amount of permissible capital payment for the buy back as detailed in Annexure A is in accordance with the provisions of Section 68(2)(c) read with proviso to 68(2)(b) of the Act, Regulation 4(i) and the proviso to Regulation 5(i)(b) of the SEBI Buyback
  - Inquired into the state of affairs of the Company with reference to the audited standalone financial statements and audited consolidated financial statements as at March 31, 2024;
  - Traced the amounts of paid-up equity share capital, retained earnings, general reserves and securities premium as mentioned in **Annexure A** from the audited standalone financial statements and audited consolidated financial statements as at March 31, 2024;
  - Examined authorization for buy back from the Articles of Association of the Company, approved by Board of Directors in its meeting held on June 15, 2024;

Verified the arithmetical accuracy of the amounts mentioned in Annexure A;

- Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves after such Buyback;
- Examined that all shares for buyback are fully paid-up;
- (viii) Obtained necessary representations from the management of the Company;
- 10. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics
- issued by the institute of Chartered Accountants of India.

  11. We have compiled with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- 12. We have no responsibility to update this report for events and circumstances occurring after the date of

- 13. Based on inquiries conducted and our examination as above, we report that:
  - We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements as on March 31, 2024;
  - The amount of permissible capital payment towards the proposed buy back of equity shares as computed in the Statement attached herewith is, in our view properly determined in accordance with Section 69(2)(c) read with proviso to 68(2)(b) of the Act, Regulation 4(i) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations. The amounts of share capital and free reserves have been extracted from the audited standalone financial statements and audited consolidated financial statements as on March 31, 2024; and
  - The Board of Directors of the Company, in their meeting held on June 15, 2024 have formed their opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date.
- 14. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaratio

### Restriction on Use

15. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act and SEBI Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer and other documents pertaining to buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, the stock exchanges, public shareholders and any other regulatory authority as per applicable law; (b) the Central Depository Services (India) Limited, National Securities Depository Limited; and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in

> For Singhi & Co. (ICAI Firm Regn No.: 302049E) Chartered Accountants Sanjay Dewangan Membership No.: 409524

: June 15, 2024 : Raipur : 24409524BKFBDB3850

### ANNEXURE A

Statement of determination of the permissible capital payment towards Buyback of Equity Shares ("the Statement") in accordance with Section 68(2) of the Companies Act, 2013 and Regulation 4 of the SEBI Buyback Regulations, based on the audited standalone financial statements and audited consolidated ncial statements as on March 31, 2024:

(Figures in Crores)

Particulars	Standalone	Consolidated
Paid up equity share capital (13,14,44,988 Equity Shares of ₹5 each fully paid up (excluding 45,00,000 shares held by Trust in Treasury))	65.72	62.36
Free Reserve; Retained earning General reserve Securities Premium	4,183.37 48.66 0.00	4,387.20 48.66 20.49
Total paid up equity capital and free reserves as at March 31, 2024	4,297.75	4,518.71
Maximum amount permissible for buy-back under Section 68(2)(c) of the Companies Act, 2013 read with Regulation 4(i) of SEBI Buyback Regulations (25% of the total paid up equity share capital and free reserves)	1,074.44	1,129.68
Maximum amount permissible for Buyback in accordance with proviso to Section 68(2)(b) of the Companies Act, 2013 and proviso to Regulation 5(i)(b) of SEBI Buyback Regulations requiring Board resolution (10% of the paid-up capital and free reserves)	429.78	451.87
Buyback amount proposed by the Board of Directors as per resolution dated June 15, 2024 based on the audited accounts for the year ended March 31, 2024	301.00	

Note: The Buyback amount does not include any expenses incurred or to be incurred for the buyback such as Securities and Exchange Board of India ("SEBI") fees, Stock Exchange(s) fees, advisory/legal fees, public announcement publication expenses, printing and dispatch expenses, brokerage, applicable taxes interalia including Buyback Taxes. Securities Transaction Tax. Goods and Services Tax. Stamp Duty and other incidental and related expenses ("Transaction Cost").

### For Godawari Power & Ispat Limited

For Singhi & Co. (ICAI Firm Regn No.: 302049E) Chartered Accountants

Y. C. Rao Company Secretary Membership No.: F3679

Sanjay Dewangan Membership No.: 409524

Date :June 15, 2024 Place: Raipur

### Unquote

### RECORD DATE AND SHAREHOLDER ENTITLEMENT

- As required under the SEBI Buyback Regulations, the Company has fixed Friday, June 28, 2024 as the ord Date for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback
- 12.2. As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, each Eligible Shareholder as on the Record Date will receive a Letter of Offer along with a Tender Form (including Form SH-4 as applicable) indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. The dispatch of the Letter of Offer shall be through electronic mode via email only, within two (2) working days from the Record Date and that in case any shareholder requires a physical copy of the Letter of Offer a request has to be sent to the Company or Registrar to the Buyback i.e. Link In time India Private Limited at the address mentioned as
- Paragraph 16 to receive a copy of the letter of offer in physical form and the same shall be provided. The Equity Shares to be bought back as a part of the Buyback is divided in two categories:
  - Reserved category for small shareholders (as defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchanges in which the highest trading volume in respect of such Equity Shares as on Record Date, is not more than ₹ 2,00,000 (Indian Rupees Two Lakh only); and General category for all other shareholders.
- 12.4. In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder".
- Based on the shareholding on the Record Date, the Company will determine the entitlement of each shareholder including small shareholders to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.
- In accordance with Regulation 9(x) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios does not receive a higher entitlement under the

- Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes' sub-accounts and have a different demat account nomenclature based on information prepared by the registrar and transfer agent as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body — broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- Shareholders' participation in Buyback will be voluntary. Shareholders holding Equity Shares of the Company can choose to participate and receive cash in lieu of Equity Shares accepted under the Buyback or they may choose not to participate, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored fo computation of entitlement to tender Equity Shares in the Buyback.
- The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 12.10. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Eq. Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified under SEBI Circulars. Eligible Shareholders will receive a letter of offer along with a tender/offer form indicating the intitlement of the equity shareholder for participating in the Buyback.
- Participation in the buyback by shareholders may trigger taxation in India and in their country of residence. The buyback transaction would also be subject to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the buyback.
- 12.12. The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders themselves.
- 12.13. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company/Registrar and transfer agent/ depository. However, on receipt of a request by the Manager to the Buyback or Registrar to the Offer to receive a copy of Letter of Offer in physical format from such Shareholder (to whom Letter of Offer and tender form were emailed), the same shall be sent physically

#### PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- The Buyback is open to all eligible shareholders/ beneficial shareholders of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares in physical form ("Physical Shares") and / or the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares").
- The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by as specified by SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee constituted by the Board to exercise its powers in relation to the Buyback, the "Buyback Committee"), on such terms and conditions as may be permitted by law from time to time.
- For implementation of the Buyback, the Company has appointed Ventura Securities Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

#### Ventura Securities Limited

CIN: U67120MH1994PLC082048

Address: I-Think Techno Campus, 8th Floor, B Wing, Off. Pokhran Road No. 2, Eastern Express Highway, Thane, Maharashtra-400 607.

Contact Person: Mr. Nilesh Mehta Tel. No.: +91 22 6754 7000/7020

Email ID: nilesh@ventura1.com SEBI Registration No.: INZ000045432

- The Company shall request National Stock Exchange of India Limited ("NSE"), being the designated stock exchange ("Designated Stock Exchange"), to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by NSE from time to time. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with NSE as a trading member stock broker, then that Eligible Shareholder can approach any NSE registered stock broker and can registe themselves by using quick unique client code ("UCC") facility through the NSE registered stock broker (after submitting all details as may be required by such NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other NSE registered broker, Eligible Shareholders may approach Company's Broker i.e., Ventura Securities Limited to
- At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Compan through Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's broker.
- The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed
- during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance. The cumulative quantity tendered shall be made available on the website of NSE (www.nseindia.com/ throughout the trading session and will be updated at specific intervals during the tendering period.
- Further, the Company will not accept Equity Shares tendered for Buyback which under restraint Order of the Court for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

### 13.10. Procedure to be followed by shareholders holding Demat Shares:

- Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
- The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the NSE (Designated Stock Exchange). For further details, Eligible Shareholders may refer to the circulars issued by NSE and NSE Clearing Limited (formerly known as National Securities Clearing Corporation Limited) ("Clearing Corporation")
- The relevant details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback shall be informed in the issue opening circular that will be issued by the Designated Stock Exchange or the Clearing Corporation.
- (iv) The lien shall be marked by the Shareholder Broker in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to the Clearing Corporation. In case the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing
- (v) For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian
- Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc. It is clarified that in case of dematerialised Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to clearing corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the eligible shareholders would be returned to them by clearing corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the eligible shareholder. In case of custodian participant orders, excess dematerialized shares or dematerialized shares, if any, will be returned to the respective custodian depository pool account.
- (viii) Eligible shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to); (i) duly attested power of attorney, if any person other than the eligible shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/ legal heirship certificate, in case any eligible shareholder is deceased, or court approved scheme of merger/ amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/ or general meeting

## 13.11. PROCEDURE TO BE FOLLOWED BY THE SHAREHOLDERS HOLDING PHYSICAL SHARES:

In accordance with SEBI Circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/144), shareholders holding securities in physical form are allowed to tender share Buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations and terms of Letter of Offer.

Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback

will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (b) original share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN Card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar card, voter identity card or passport.

3

- Based on these documents, the concerned Shareholder Broker shall place an orderibid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of NSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares
- (iv) Any Shareholder Broker/ Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback Offer on or before the Buyback closing date. The envelope should be superscribed as "Godawari Power & Ispat Limited Buyback Offer 2024" to the Registra to the buyback at their office, so that the same are received within 2 days of bidding by Seller Member and the same should reach not later than the buyback closing date (by 05:00 p.m.).. One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker.
- The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, NSE shall display such bids as 'unconfirmed physical bids. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids' and displayed on the Stock Exchange website.
- In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- (vii) An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any, in the tendering process, the shareholder's broker may also process the orders received from the Eligible
- 13.12. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any and that such approvals shall be required to be taken by such non-resident shareholders.
- The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Seller Member.

#### METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- (i) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- The Company will pay funds pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlement of fund obligation for Demat Shares shall be affected as per the SEBI Circulars and as prescribed by NSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds pay out in their bank account as provided by the depository system directly to the Clearing Corporation. If such Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons then the amount payable to the concerned shareholders will be transferred to the settlement account of the Shareholder Broker for onward transfer to such Eligible Shareholders.
- For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds pay-out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds pay-out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the NSE and the Clearing Corporation from
- Details in respect of shareholder's entitlement for tender process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation
- (vi) In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted share: in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository. either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- (vii) The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of NSE
- (viii) The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- (ix) Any excess Demat Shares tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholders' DP Account. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback, then the Company is auth the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBIHO/MIRSD/MIRSD RTAMB/ P/CIR/2022/ 8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with stamp "Letter of Confirmation issued" on the face / reverse of the certificate to the extent of the excess physical shares.
- The Shareholder Brokers would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company Broker would issue a contract note to the Company for the Equity Shares accepted under the Buyback
- (xi) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buyback accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
- (xii) The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- (xiii) The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

### COMPLIANCE OFFICER

The Company has appointed Yarra Chandra Rao as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e., 10:00 a.m. to 5:00 p.m. on any day except Saturday, Sunday and public holidays, at the following address: Yarra Chandra Rao- Company Secretary and Compliance Officer

Godawari Power & Ispat Limited Corporate Identity Number (CIN): L27106CT1999PLC013756 428/2 Phase I, Industrial Area, Siltara, Raipur-493111, Chhattisgarh Tel. No.: +91 771 4082333: Fax No.: +91 771 4082234; Email ID: yarra.rao@hiragroup.com

## INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5:30 p.m. (IST)



Website: www.oodawaripowerispat.com

Link Intime India Private Limited LINKIntime CIN: U67190MH1999PTC118368 Address: C-101, 1st Floor, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai-400 083 Contact Person: Mr. Shanti Gopalkrishnan

Contact No.: +91 81081 14949 Email ID: godawari.buyback2024@linkintime.co.in Investor Grievance Email ID: godawari.buyback2024@linkintime.co.in SEBI Reg. No.: INR000004058

Website: www.linkintime.co.in MANAGER TO THE BUYBACK



MARK CORPORATE ADVISORS PRIVATE LIMITED

CIN: U67190MH2008PTC181996 Address: 404/1, L4, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai-400 057. Contact Person: Mr. Manish Gaur/Mr. Niraj Kothari

Telephone No.: +91 22 2612 3207/08 Email ID: buyback@markcorporateadvisors.com

Investor Grievance Email ID: investorgrievance@markcorporateadvisors.com SEBI Regn No.: INM000012128 Website: www.markcorporateadvisors.com

DIN: 00479747

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. For and on behalf of the Board of Directors of Godawari Power & Ispat Limited

Sd/-Bajrang Lal Agrawal Managing Director

Abhishek Agrawal Executive Director DIN: 02434507

Yarra Chandra Rao Company Secretary and Compliance Officer Membership No.: F3679

Sd/-

Date : June 18, 2024 Place: Raipur