



HIRA

GODAWARI POWER & ISPAT



REF: GPIL/NSE&BSE/2024/5634

Date: 01.10.2024

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: Submission of Minutes of the 25th Annual General Meeting (AGM) held on 21st September, 2024.

Please find attached herewith the certified true copy of Minutes of the 25th Annual General Meeting of the shareholders of Godawari Power and Ispat Limited held on 21st September, 2024 at Raipur, Chhattisgarh

Please take the same on records.

Thanking you,
Yours faithfully,

FOR, GODAWARI POWER AND ISPAT LIMITED

Y.C. RAO
COMPANY SECRETARY
Encl: As Above



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

MINUTES

Type of Meeting	25 th Annual General Meeting
Name of the Company	Godawari Power & Ispat Limited
Day & Date of Meeting	Saturday, the 21 st September, 2024
Deemed Venue of Meeting	Conference Hall, Mayfair Lake Resort, Jhaanjh Lake, Sector 24, Atal Nagar-Naya Raipur, Tuta, Raipur, Chhattisgarh, 492101
Mode of Meeting	Physical
Time of Commencement	12:30 PM
Time of Conclusion	01.15 PM

PRESENT:

1.	Mr. Bajrang Lal Agrawal	Chairman cum Managing Director, Member and Representative of Bajrang Lal Agrawal HUF
2.	Mr. Abhishek Agrawal	Whole time Director and Member
3.	Mr. Dinesh Agrawal	Whole time Director, Member and Representative of Dinesh Agrawal HUF
4.	Mr. Dinesh Kumar Gandhi	Whole time Director
5.	Mr. Siddharth Agrawal	Whole time Director and Member
6.	Mr. Raj Kamal Bindal	Independent Director
7.	Mr. Samir Agarwal	Independent Director and Member
8.	Mrs. Roma Ashok Balwani	Independent Director
9.	Mr. Sunil Duggal	Independent Director
10.	Mr. Hukum Chand Daga	Independent Director and Member
11.	Mrs. Neha Sunil Huddar	Independent Director
12.	Mr. Y.C. Rao	Company Secretary and Member
13.	Mr. Sanjay Bothra	Chief Financial Officer
14.	CMA Sanat Joshi	Partner of M/s Sanat Joshi & Associates, Cost Auditor
15.	CS. Tanveer Kaur Tuteja	Secretarial Auditor
16.	CS. Brajesh R. Agrawal	Scrutinizer

And 27 other members were present and 04 members were present through their authorized representatives and 10 Proxies were present in the meeting.



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For Godawari Power and Ispat Limited


Company Secretary

QUORUM: The Secretary commenced the meeting by welcoming the Members to the 25th Annual General Meeting (AGM). The Secretary announced that the requisite quorum being present, the meeting was called to order.

PROXIES: The Secretary then announced that until 48 hours before the time of the commencement of the Annual General Meeting, 04 representations under Section 113 of the Companies Act, 2013 from bodies corporate holding in aggregate 1,44,40,725 equity shares of Rs.10/- each and 10 proxies under section 105 of the Companies Act, 2013 from members holding in aggregate 17,79,443 equity shares of Rs.10/- each from had been received and the same were laid on the table.

NOTICE: With the consent of the all the members present in the meeting the Notice convening the Annual General Meeting as circulated to the members of the company was taken as read.

REGISTERS KEPT FOR INSPECTION: Secretary declared that the following documents and Registers were kept at the meeting for inspection by the members:

- a. Register of Directors and Key Managerial Persons and their shareholdings;
- b. Register of Contracts in which Directors are interested;
- c. Register of proxies along with the proxies received.
- d. Auditors' Report on the Financial Statements of the company for the year 2023-24;
- e. Secretarial Auditors' Report on the compliances of the applicable statutory provisions for the year ended 31.03.2024.

VOTING PROCESS: The Secretary explained the members about the voting process. He then informed the Members that pursuant to Section 108 of the Companies Act, 2013, the Company has provided remote e-voting facility as an alternate for the Shareholders of the Company to enable them to cast their votes electronically between 18.09.2024 (9:00 am) and ends on 20.09.2024 (5:00 pm) on the resolutions mentioned in the notice convening the AGM and CS Brajesh R Agrawal, Practicing Company Secretary was appointed as the Scrutinizer for the E-voting Process.

The Secretary further informed that those Members who had not cast their vote through e-voting process were provided Ballot Papers to cast vote on Poll. CS Brajesh R Agrawal, Practicing Company Secretary was appointed as the Scrutinizer for the Poll process also.

The Secretary then informed the Shareholders about the flow of events at the AGM and stated that after his speech, he would first move all the resolutions as set out in the notice of AGM and then, in accordance with section 109 of the Companies Act, 2013 would order for Poll to be conducted on every item of the Agenda separately. After movement of each resolution queries will be invited and the same will be addressed by the management to the satisfaction of the members. The Secretary further stated that on conclusion of the question & answer session, the Shareholders may cast their votes through poll and thereafter a report on the combined results of e-voting and Poll by Ballot would be prepared by the Scrutinizer and the same shall



Agc 25

be displayed on the website of the Company and the Stock Exchanges. The Shareholders gave their consent to the said flow of the AGM proceedings.

AGENDA: The Company Secretary then briefed about the agenda to be transacted in this Annual General Meeting as under:

1. Adoption of Standalone Financial Statements of the Company for the year ended 31st March, 2024 along with the reports of the Board of Directors and Auditors thereon;
2. Adoption of Consolidated Financial Statements of the Company for the year ended 31st March, 2024 along with the reports of Auditors thereon;
3. To appoint a Director in place of Mr. Abhishek Agrawal, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment;
4. To appoint a Director in place of Mr. Dinesh Kumar Gandhi, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment;
5. Declaration of Final Dividend of Rs.5/- per equity share of Face Value of Rs.5/- each fully paid for the year 2023-24;
6. Sub-Division of Equity Shares from the Face Value of Rs.5/- per share to Re.1/- per share;
7. Alteration of the Capital Clause in the Memorandum of Association consequent upon Sub-Division.

Secretary, thereafter, requested the Chairman to conduct the proceedings of the meeting.

CHAIRMAN: Mr. Bajrang Lal Agrawal welcomed all the Directors, Members present and introduced all the Directors present in the meeting to the shareholders and stated that all the Directors were present at the meeting and thereafter, he read his speech.

In his speech he highlighted all the important activities and achievements during the financial year 2023-24. He then conducted the proceedings of the meeting.

Upon the request by the Chairman, the Secretary then took up the official business of the meeting chronologically:-



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AUDIT REPORTS & BOARD'S REPORT:

Upon completion of his opening remarks, the Secretary informed the Shareholders there are no qualifications, observations, disclaimers and adverse remarks in the Statutory Auditor's Report on the Annual Standalone and Consolidated Financial Statements of the company for the year 2023-24. He further stated that there are no qualifications, observations, disclaimers and adverse remarks in the Secretarial Auditor's Report also.

The Secretary informed that in terms of section 145 of the Companies Act, 2013, only the qualifications, observations or comments, mentioned in the Auditor's Report, which had any adverse effect on the functioning of the Company, were required to be read at the General Meeting. Since there were no such qualifications, observations or comments both in the Statutory Auditors' Report and Secretarial Audit Report, the same were taken as read.

With the consent of all the members present the Director's Report along with Annexures thereto and the Financial Statements for the Financial Year ended 31st March, 2024 were taken as read.

ITEM NO. 1: ADOPTION OF STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024:

The Secretary took up the first agenda and stated that the Standalone Financial Statements of the company for the financial year 2023-24 have been circulated to all the shareholders along with the Notice.

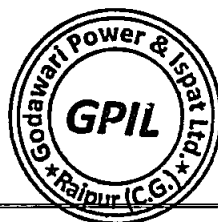
The Secretary then invited queries, if any, on the said Financial Statements of the Company from the members present. However, no queries were raised by any of the members present in the meeting.

The Secretary then requested members to propose and second the resolution.

Mr. Piyush Jain, Proposed and Mr. Bharat Pathak, Seconded the following Resolution to be passed as an Ordinary Resolution for item no. 1 of the Notice pertaining to adoption of Standalone Financial Statements for the financial year ended 31st March, 2024 and reports of the Auditors and Directors thereon.

The Secretary then put the following Resolution into motion:

"RESOLVED THAT the Annual Audited Standalone Financial Statements comprising of Balance Sheet as on 31st March, 2024 and the Profit and Loss Account for the year ended on 31st March, 2024 together with Directors' and Auditor's Reports thereon be and are hereby considered and adopted."



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ITEM NO. 2: ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024:

The Secretary took up the second agenda and stated that the Consolidated Financial Statements of the company for the financial year 2023-24 have been circulated to all the shareholders along with the Notice.

The Secretary then invited queries, if any, on the Consolidated Financial Statements of the Company from the members present. However, no queries were raised by any of the members present in the meeting.

The Secretary then requested members to propose and second the resolution.

Mr. Mohit Chande, Proposed and Mr. Kuldeep Kashyap, Seconded the following Resolution to be passed as an Ordinary Resolution for item no. 2 of the Notice pertaining to adoption of Consolidated Financial Statements for the financial year ended 31st March, 2024 and reports of the Auditors and Directors thereon.

The Secretary then put the following Resolution into motion:

"RESOLVED THAT the Annual Audited Consolidated Financial Statements comprising of Balance Sheet as on 31st March, 2024 and the Profit and Loss Account for the year ended on 31st March, 2024 together with Directors' and Auditor's Reports thereon be and are hereby considered and adopted."

ITEM NO. 3: TO APPOINT A DIRECTOR IN PLACE OF MR. ABHISHEK AGRAWAL (DIN: 02434507), WHO RETIRES BY ROTATION AND BEING ELIGIBLE FOR RE-APPOINTMENT, OFFERS HIMSELF FOR RE-APPOINTMENT

The Secretary then took up the third agenda related to Re-appointment of Mr. Abhishek Agrawal (DIN: 02434507) as Director of the Company.

The Secretary then invited queries, if any, from the members present. However, no queries were raised.

The Secretary then requested members to propose and second the resolution.

Mr. Bharat Pathak, Proposed and Mr. Rajesh Kumar, seconded the following Resolution to be passed as Ordinary Resolution for item no.3 of the Notice pertaining to re-appointment of Mr. Abhishek Agrawal as Director of the Company.

The Secretary then put the following Resolution into motion:

"RESOLVED THAT Mr. Abhishek Agrawal, having Director Identification Number 02434507, who retires by rotation, being eligible for re-appointment and offered himself for re-appointment, be and is hereby re-appointed as Director of the Company."

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ITEM NO. 4: TO APPOINT A DIRECTOR IN PLACE OF MR. DINESH KUMAR GANDHI (DIN: 01081155), WHO RETIRES BY ROTATION AND BEING ELIGIBLE FOR RE-APPOINTMENT, OFFERS HIMSELF FOR RE-APPOINTMENT

The Secretary then took up the third agenda related to Re-appointment of Mr. Dinesh Kumar Gandhi (DIN: 01081155) as Director of the Company.

The Secretary then invited queries, if any, from the members present. However, no queries were raised.

The Secretary then requested members to propose and second the resolution.

Mr. Rishi Dave, Proposed and Mr. Piyush Kumar, seconded the following Resolution to be passed as Ordinary Resolution for item no.34 of the Notice pertaining to re-appointment of Mr. Dinesh Kumar Gandhi as Director of the Company.

The Secretary then put the following Resolution into motion:

“RESOLVED THAT Mr. Dinesh Kumar Gandhi, having Director Identification Number 01081155), who retires by rotation, being eligible for re-appointment and offered himself for reappointment be and is hereby re-appointed as Director of the Company.”

ITEM NO. 5: DECLARATION OF FINAL DIVIDEND OF RS. 5/- PER EQUITY SHARE OF FACE VALUE OF RS.5/- EACH FULLY PAID FOR THE FINANCIAL YEAR 2023-24.

The Secretary then took up the fifth agenda related to declaration of final dividend of Rs. 5/- per equity share of face value of Rs.5/- each fully paid for the financial year 2023-24.

The Secretary then invited queries, if any, from the members present. However, no queries were raised.

The Secretary then requested members to propose and second the resolution.

Mr. Baban Tamrakar, Proposed and Mr. Reetesh Kumar, seconded the following Resolution to be passed as Ordinary Resolution for item no. 5 of the Notice pertaining to declaration of final dividend of Rs. 5/- per equity share of face value of Rs.5/- each fully paid.

The Secretary then put the following Resolution into motion:

“RESOLVED THAT a Final Dividend of Rs.5/- per equity share of face value of Rs.5 each fully paid for the financial year 2023-24 be and is hereby paid to the shareholders of the company who shall be holding shares of the company as on the record date.”



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ITEM NO. 6: SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS.5/- PER SHARE TO RE.1/- PER SHARE

The Secretary then took up the sixth agenda related to sub-division of equity shares from the face value of Rs.5/- per share to Re.1/- per share

The Secretary then invited queries, if any, from the members present. However, no queries were raised.

The Secretary then requested members to propose and second the resolution.

Mr. Rajesh Kumar, Proposed and Ms. Niharika Verma, seconded the following Resolution to be passed as Ordinary Resolution for item no. 6 of the Notice pertaining to sub-division of equity shares from the face value of Rs.5/- per share to Re.1/- per share.

The Secretary then put the following Resolution into motion to pass the following resolution as Ordinary Resolution:

“RESOLVED THAT:

- a) pursuant to the provisions of Section 61(1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Article 47 and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, consent of the Members be and is hereby accorded to Sub-divide each of the Equity Shares of the Company having a face value of Rs.5/- each in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Company be sub-divided into Five (5) Equity Shares having a face value of Re.1/- each fully paid, of the Company, with effect from the Record Date as may be Fixed for the purpose.
- b) pursuant to the Sub-division of the Equity Shares of the Company, all the issued, subscribed and paid-up Equity Shares of nominal value of Rs.5/- each of the Company existing on the Record Date shall stand Sub-divided into Equity Shares of nominal value of Re.1/- each fully paid up.
- c) upon Sub-division of the Equity Shares as aforesaid, Five (5) Equity Shares of the face value of Re.1/- each to be allotted in lieu of existing One (1) Equity Share of Rs.5/- each, subject to the terms of the Memorandum and Article of Association of the Company and shall rank pari-passu in all respects with the existing fully paid-up



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Equity Shares of Rs.5/- each of the Company and shall be entitled to participate in full after the Sub-divided Equity Shares are allotted.

- d) upon the Sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs.5/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of Sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division.
- e) the Board of Directors of the Company (“the Board”), (which expression shall also include a committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution.”

ITEM NO. 7 ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION CONSEQUENT UPON SUB-DIVISION

The Secretary then took up the seventh agenda related to Alteration of the Capital Clause in the Memorandum of Association consequent upon Sub-Division

The Secretary then invited queries, if any, from the members present. However, no queries were raised.

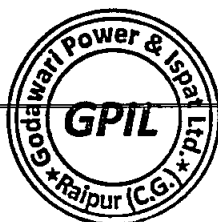
The Secretary then requested members to propose and second the resolution.

Mr. Bharat Pathak, Proposed and Ms. Savita Tiwari, seconded the following Resolution to be passed as Special Resolution for item no. 7 of the Notice pertaining to Alteration of the Capital Clause in the Memorandum of Association consequent upon Sub-Division

The Secretary then put the following Resolution into motion to pass the following resolution as Special Resolution:

“RESOLVED THAT:

- a) pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 read with other applicable provisions if any of the Companies Act, 2013 (including any



A handwritten signature in black ink, appearing to be 'Savita Tiwari', located to the right of the stamp.

amendments there to or re-enactment thereof) and the rules framed thereunder, the consent of the Members of the Company be and is hereby accorded to alter the Authorized Share Capital of the Company from existing Rs.74,00,00,000/- (Rupees Seventy Four Crores only) divided into 14,16,00,000 Equity Shares of Rs.5/- each and 32,00,000 Preference Shares of Rs.10/-each to Rs.74,00,00,000/- (Rupees Seventy Four Crores only) divided into 70,80,00,000 Equity Shares of Re.1/- each and 32,00,000 Preference Shares of Rs.10/-each.

- b) the Memorandum of Association of the Company be altered in the following manner i.e., existing Clause V of the Memorandum of Association be substituted with the following new clause as Clause V:


V. The Authorized Share Capital of the Company is Rs.74,00,00,000/- (Rupees Seventy-Four Crores only) divided into 70,80,00,000 (Seventy Crores Eighty Lakhs only) Equity Shares of Re.1/- (Rupee One) each and 32,00,000 (Thirty-Two Lakhs) Preference Shares of Rs.10/- (Rupees Ten) each.

- c) For the purpose of the giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution.”

Explanatory Statements in respect of the Special Businesses are given below as Annexure-01 both of which shall form an integral part of these minutes.

VOTE OF THANKS

There being no other business to transact, the meeting terminated after completion of casting of all the votes, with a vote of thanks to the Chair.


B.L. AGRAWAL
CHAIRMAN

Date: 25.09.2024





ANNEXURE-01

EXPLANATORY STATEMENT TO THE NOTICE OF THE 25TH ANNUAL GENERAL MEETING IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.6:

Presently the Authorised Share Capital of the Company is Rs.74,00,00,000/- and its paid-up share capital is Rs.66,89,74,940/- consisting 13,37,94,988 equity shares of Rs.5/- each. The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited and BSE Limited.

In order to provide enhanced liquidity to the Company's equity shares in the stock market and to make it more affordable for small investors, it is proposed to sub-divide each equity share of face value of Rs.5/- into five equity shares of the face value of Re.1/- each pursuant to the provisions of Section 61(1) (d) of the Companies Act, 2013 ("the Act"), the rules made thereunder and other applicable provisions. After approval of the shareholders for sub-division, the record date will be fixed by the Board for the purpose of sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore, the Board at its meeting held on August 07, 2024, approved the aforesaid proposal for sub-division subject to requisite approval of the members. There will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company consequent upon sub-division of equity shares.

The sub-division of equity shares proposed under business item No. 6 of this Notice shall also require amendment to the existing Clause V of the Memorandum of Association of the Company of the Company as set out under item no. 7 of this Notice.

Pursuant to Sections 13, 14, 61 and other applicable provisions of the Act and the Rules made thereunder, approval of the members by way of Ordinary Resolution is required for sub-division and for carrying out required amendments in the Memorandum and Articles of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution in the accompanying Notice. The Board recommends the above Ordinary Resolution set out under item no. 6 of the Notice for approval of the Members.

ITEM NO.7:

The aforesaid sub-division of equity shares of Rs.5/- (Rupees Five only) each into Five (5) equity shares of Re.1/- (Rupee One only) each fully paid would require amendment to existing Capital Clause V of the Memorandum of Association. After approval of the resolutions set out



at Item No. 6 the Board of Directors will fix the record date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the same shall be notified to the members through appropriate medium.

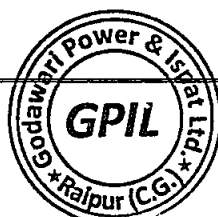
A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of this meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution in the accompanying Notice. The Board recommends the above Special Resolution set out under item no. 7 of the Notice for approval of the Members.

ANNEXURE-A

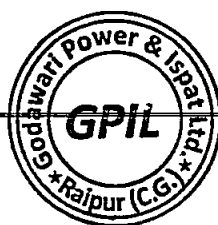
Particulars of Directors seeking appointment / reappointment/ Retiring by Rotation at the ensuing Annual General Meeting (In Pursuance of Regulation 36(3) of Listing Regulations and SS-2)

Name	Mr. Abhishek Agrawal	Mr. Dinesh Kumar Gandhi
Category of Director	Executive Director	Executive Director
DIN	02434507	01081155
Brief resume		
i) Age	40 years	61 years
ii) Qualification	Master Degree in International Business from Leeds University, U.K. and Bachelors of Engineering (Electronic Engineering)	Fellow Member of Institute of Chartered Accountant of India (ICAI) and The Institute of Company Secretaries of India (ICSI)
iii) Experience in specific functional area	Involved in overseeing the setting-up and operations of pellet plant and also looks after the operations of all the production capacities of the Siltara unit of GPIL.	Accounts, finance, project planning and financing. A dynamic financial analyst, his competence strategically directs the company
iv) Date of Appointment/ Re-Appointment on the Board of the Company	09.11.2011 Re-appointed 09.11.2016 Re-appointed 09.11.2021	02.02.2005 Re-designated as Executive Director w.e.f. 01.04.2022
Terms and conditions of	As per the resolution at Item No. 5 of the Notice convening AGM dated 19.07.2021 read with explanatory	As per the resolution at Item No. 3 of the Notice



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appointment or re-appointment	statement thereto. The copy of the notice is available at website of the Company at https://www.godawaripowerispat.com/general-meeting-postal-ballot/	convening AGM dated 30.06.2022 read with explanatory statement thereto. The copy of the notice is available at website of the Company at https://www.godawaripowerispat.com/general-meeting-postal-ballot/
Remuneration last drawn (including sitting fees, if any)	Rs.3,00,00,000 p.a. (FY 2023-24)	Rs.1,50,00,000 p.a. (FY 2023-24)
Remuneration / Sitting Fees proposed to be paid	In the slab of Rs.16,00,000 to Rs. 30,00,000 per month along with other perquisites. Sitting Fee will not be paid.	In the slab of Rs.2,50,000 to Rs. 20,00,000 per month along with other perquisites. Sitting Fee will not be paid.
Nature of expertise in specific functional areas	More than a decade of experience in overseeing the setting-up and operations of pellet plant and also looks after the operations of all the production capacities of the Siltara unit of GPIL	Over 4 decades of experience in the areas of accounts, finance, project planning and financing. A dynamic financial analyst, his competence strategically directs the company.
Name(s) of other Listed entities and other Board in which the person holds the Directorship	NIL	<u>Listed Companies:</u> 1. Deccan Gold Mines Limited <u>Public Companies:</u> 1. Hira Ferro Alloys Limited <u>Private Limited Companies:</u> 1. DMG Financial Services Private Limited
*Chairman/Member of the Committee of the Board of Directors of the Company	1. Corporate Social Responsibility Committee (Member) 2. Risk Management Committee 3. ESG Committee	2. Stakeholders Relationship Committee (Member)
*Chairman/Member of the Committee of the Board of Directors of other Companies in	NIL	NIL



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which he is a Director.		
Listed Entities from which resigned in past 3 years	None	None
No. of Shares of Rs 5/- each held by the Directors	44,36,321	NIL
Relationship with Directors inter-se (As per Section 2 (77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014)	Son of Mr. Bajrang Lal Agrawal, Managing Director and Brother of Mr. Siddharth Agrawal, Whole-time Director of the Company and not related to any other Director/ KMP	Not related to any Director / Key Managerial Personnel
No. of Board Meetings held/ attended during the year FY-2023-24	4/5	5/5

REPORT OF THE SCRUTINIZER:

After unblocking the votes cast through remote e-voting in presence of two witnesses, CS Brajesh R. Agrawal had scrutinized the votes cast through Remote E-voting and Voting during the AGM. The consolidated Scrutinizer's Report was submitted by CS Brajesh R. Agrawal to the Company Secretary on 21.09.2024 and as per the said report all the resolutions have been passed. A copy of the said report is attached herewith as Annexure-02 and shall form an integral part of these minutes.


BAJRANG LAL AGRAWAL
CHAIRMAN

Date: 25.09.2024

The Minutes recorded on 25.09.2024


COMPANY SECRETARY

CERTIFIED TRUE COPY

For Godawari Power and Ispat Limited


Company Secretary 



B. R. Agrawal & Associates

Practicing Company Secretaries

Goyal Enterprises 18/952, Civil Station Road
Opp. Hotel Satkar, Raipur (C.G.) - 492009,
Phone : 0771-4061914, 4911914
Mobile : 98264-26263
E-mail : corporategovernance03@gmail.com

To
The Chairman
M/s. Godawari Power and Ispat Limited
Plot No. 428/2, Phase-I, Industrial Area
Siltara, Raipur (C.G.)-493111

Type of Meeting: **The 25th Annual General Meeting (AGM) of M/s. Godawari Power and Ispat Limited (the Company).**

Day & Date of Meeting: Saturday, 21st September 2024

Time of Meeting 12.30 PM

Venue of the AGM: At the Conference Hall, Mayfair Lake Resort, Jhaanjh Lake, Sector 24, Atal Nagar-Naya Raipur, Tuta Raipur (Chhattisgarh) -492101.

Subject: **Consolidated Scrutinizer's Report on remote E-voting conducted prior to the Annual General Meeting (AGM) and Poll process during the AGM held on 21st September, 2024.**

Reference: Pursuant to the provisions of section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rule, 2014 as amended by the Companies (Management & Administration) Amendment Rule, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI Listing Regulations)

Dear Sir,

I, Brajesh R. Agrawal Proprietor of M/s. B. R. Agrawal & Associates, Practicing Company Secretary, Raipur was appointed as the scrutinizer by the Board of Directors in their Board Meeting held on 07th August 2024 for remote e-voting and poll process during the Annual General Meeting of the Company.

Pursuant to my appointment and the provisions of section 108 and 109 of the Companies Act, 2013 (the Act) read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (including amendments) (the Rules), I have completed scrutiny of the remote e-voting and poll process of the AGM. At the request of the management, I hereby submit my consolidated report on e-voting and poll as under:

1. As confirmed by the Company, the notice of AGM was sent to those members whose email addresses were registered with the Company/Depositories participants as on 17/08/2024. The emails were sent in compliance with the MCA Circular issued by Ministry of Corporate Affairs.
2. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the shareholders of the Company before the AGM.
3. The shareholders of the Company had option to vote on resolution either in the AGM through the physical ballot forms or through remote e-voting facility.
4. The voting period for remote e-voting had commenced on Wednesday, 18th September, 2024 at 9.00AM (IST) and concluded on Friday, 20th September, 2024 at 5.00 PM (IST) and the NSDL e-voting platform was disabled thereafter.
5. The shareholders of the Company holding shares as on the “Cut-off date” i.e. 14th September, 2024 were entitled to vote on the resolution forming the part of the notice of AGM.
6. At the AGM, 1 (One) ballot box was kept for polling and was duly locked in my presence.
7. The locked ballot box was subsequently opened in presence of two independent persons, who were not employees of the company, who have signed a statement enclosed with this report to that effect.
8. None of the shareholders had availed the facility of poll process during the AGM.
9. The NSDL provided me access to the records in pursuance of rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014 so as to ensure the members who have availed the facility of remote e-voting have not again voted in the Annual General Meeting.
10. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to remote e-voting

prior to the AGM and poll process during the AGM on the resolutions forming the part of the Notice of AGM.

11. I would like to mention that the voting rights of members had been counted in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. 14th September, 2024 and as per the Register of Members of the Company.
12. My responsibility as the Scrutinizer for the remote e-voting is restricted to making a Scrutinizers Report of the vote casted in favour or against the resolutions.

I hereby submit my Consolidated Report as under on the result of the remote e-voting conducted prior to the AGM available on NSDL portal and poll process during the AGM in respect of the said resolutions: -

ORDINARY BUSINESS

Resolution 01– Ordinary Resolution.

To receive, consider and adopt the Standalone Financial Statements of the Company for the year ended 31st March 2024 along with the reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting prior to the AGM	485	91555914	99.999
Poll process during the AGM	0	0	0.00
Total	485	91555914	99.999

(ii) Voted **against** the resolution:

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting prior to the AGM	4	68	0.001
Poll process during the AGM	0	0	0.00
Total	4	68	0.001

(iii) Invalid votes:

Type of Voting	Number of Members Voted	No. of Votes cast by them
Remote e-voting prior to the AGM	NIL	NIL
Poll process during the AGM	NIL	NIL
Total	NIL	NIL

Resolution 02 – Ordinary Resolution.

To receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended 31st March 2024 along with the reports of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting prior to the AGM	482	9155569	99.999
Poll process during the AGM	0	0	0.00
Total	482	9155569	99.999

(ii) Voted **against** the resolution:

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting prior to the AGM	4	68	0.001
Poll process during the AGM	0	0	0.00
Total	4	68	0.001

(iii) Invalid votes:

Type of Voting	Number of Members Voted	No. of Votes cast by them
Remote e-voting prior to the AGM	NIL	NIL
Poll process during the AGM	NIL	NIL
Total	NIL	NIL

Resolution 03 – Ordinary Resolution.

To appoint a Director in place of Mr. Abhishek Agrawal (DIN: 02434507), who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting prior to the AGM	453	72505566	99.446
Poll process during the AGM	0	0	0.00
Total	453	72505566	99.446

(ii) Voted **against** the resolution:

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting prior to the AGM	34	403952	0.554
Poll process during the AGM	0	0	0.00
Total	34	403952	0.554

(iii) Invalid votes:

Type of Voting	Number of Members Voted	No. of Votes cast by them
Remote e-voting prior to the AGM	NIL	NIL
Poll process during the AGM	NIL	NIL
Total	NIL	NIL

Resolution 04 – Ordinary Resolution.

To appoint a Director in place of Mr. Dinesh Kumar Gandhi (DIN: 01081155), who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting prior to the AGM	461	91471069	99.630
Poll process during the AGM	0	0	0.00
Total	461	91471069	99.630

(ii) Voted **against** the resolution:

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting prior to the AGM	30	339852	0.370
Poll process during the AGM	0	0	0.00
Total	30	339852	0.370

(iii) Invalid votes:

Type of Voting	Number of Members Voted	No. of Votes cast by them
Remote e-voting prior to the AGM	NIL	NIL
Poll process during the AGM	NIL	NIL
Total	NIL	NIL

Resolution 05 – Ordinary Resolution.

Declaration of Final Dividend of Rs. 5/- per equity share of Face Value of Rs. 5/- each fully paid for the Financial Year 2023-24.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting prior to	483	91812071	99.999

the AGM			
Poll process during the AGM	0	0	0.00
Total	483	91812071	99.999

(ii) Voted **against** the resolution:

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting prior to the AGM	7	480	0.001
Poll process during the AGM	0	0	0.00
Total	7	480	0.001

(iii) Invalid votes:

Type of Voting	Number of Members Voted	No. of Votes cast by them
Remote e-voting prior to the AGM	NIL	NIL
Poll process during the AGM	NIL	NIL
Total	NIL	NIL

SPECIAL BUSINESS

Resolution 06 – Ordinary Resolution.

Sub-Division of Equity Shares from the Face Value of Rs. 5/- per shares to Re. 1/- per share pursuant to the provisions of section 61(1)(d) of the Companies Act 2013.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting prior to the AGM	484	91829678	99.999
Poll process during the AGM	0	0	0.00
Total	484	91829678	99.999

(ii) Voted **against** the resolution:

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting prior to the AGM	8	163	0.001
Poll process during the AGM	0	0	0.00
Total	8	163	0.001

(iii) Invalid votes:

Type of Voting	Number of Members Voted	No. of Votes cast by them
Remote e-voting prior to the AGM	NIL	NIL
Poll process during the AGM	NIL	NIL
Total	NIL	NIL

Resolution 07 – Special Resolution.

Alternation of the Capital Clause in the Memorandum of Association consequent upon Sub-Division pursuant to provisions of section 13, 61 and 64 of the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting prior to the AGM	481	91810531	99.999
Poll process during the AGM	0	0	0.00
Total	481	91810531	99.999

(ii) Voted **against** the resolution:

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting prior to	8	720	0.001

the AGM			
Poll process during the AGM	0	0	0
Total	8	720	0.001

(iii) Invalid votes:

Type of Voting	Number of Members Voted	No. of Votes cast by them
Remote e-voting prior to the AGM	NIL	NIL
Poll process during the AGM	NIL	NIL
Total	NIL	NIL

13. I am pleased to inform you that the Resolutions specified in the notice dated 08/08/2024, have been duly passed with requisite majority.
14. Accordingly, you are requested to take on record the result of the remote e-voting and vote casted during the AGM as described above and declare the results.
15. I have kept the register of assent or dissent in electronic mode as well as physical mode for recording votes under remote e-voting and poll process in the AGM. The same shall be handed over to Mr. Yarra Chandra Rao, Company Secretary of the Company for the purpose of safe keeping in compliance with the provisions of the Companies Act, 2013 and rules made there under.

Thanking you.

Yours faithfully,

**For, B. R. Agrawal & Associates
Practicing Company Secretary**

BRAJESH R Digitally signed by
BRAJESH R AGRAWAL
AGRAWAL Date: 2024.09.21
16:37:21 +05'30'

(CS Brajesh R. Agrawal)
Proprietor
FCS 5771 | CP 5649

Date: 21/09/2024
Place: Raipur
UDIN:F005771F001276590
P.R. No. 4710/2023

**Director/Company Secretary:
Authorized by Chairman**

Yarra Chandra Rao Digitally signed by
Yarra Chandra Rao
Date: 2024.09.21
17:59:47 +05'30'

(Y.C. Rao)
Company Secretary
M No. F3679

Date: 21/09/2024
Place: Raipur