



HIRA

GODAWARI POWER & ISPAT



REF: GPIL/NSE & BSE/2020/4252

Date: 14.12.2020

To,

1. The Listing Department,
The National Stock Exchange of India Ltd,
Exchange Plaza, BandraKurla Complex,
Bandra (E),MUMBAI – 400051
NSE Symbol: GPIL
2. The Corporate Relation Department,
The BSE Limited, Mumbai,
1st Floor, Rotunda Building,
Dalal Street, MUMBAI – 400 001
BSE Security Code: 532734

Dear Sir,

Sub: Submission of Minutes of the Extra-ordinary General Meeting (EGM) held on 10th December, 2020.

Please find attached herewith the certified true copy of Minutes of the Extra-ordinary General Meeting of the shareholders of Godawari Power and Ispat Limited held on 10th December, 2020 through video conferencing (VC)/other audio visual means (OAVM).

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	Extra-Ordinary General Meeting (EGM)
Name of the Company	Godawari Power & Ispat Limited
Day & Date of Meeting	Thursday the 10 th December, 2020
Deemed Venue of Meeting	Registered Office of the Company at 428/2, Phase 1, Industrial Area, Siltara, Raipur 493 111
Mode of Meeting	Video Conferencing and Other Audio Visual Means
Time of Commencement	11.32 AM
Time of Conclusion	11.58 AM

JOINED THROUGH VIDEO CONFERENCING:

1.	Mr. Biswajit Choudhuri	Chairman
2.	Mr. Bajrang Lal Agrawal	Managing Director & Member
3.	Mr. Dinesh Agrawal	Executive Director & Member
4.	Mr. B.N. Ojha	Independent Non-Executive Director
5.	Ms. Bhavana G. Desai	Independent Non-Executive Women Director & Member
6.	Mr. Dinesh Gandhi	Non-Executive Director & Member
7.	Mr. Hari Shankar Khandelwal	Independent Non-Executive Director & Member
8.	Mr. Shashi Kumar	Independent Non-Executive Director
9.	Mr. Siddharth Agrawal	Non-Executive Director & Member
10.	Mr. Vinod Pillai	Executive Director
11.	Mr. Y.C. Rao	Company Secretary & Member
12.	Mr. Sanjay Bothra	Chief Financial Officer
13.	Mr. Vivek Agrawal	Chief Operating Officer & Member
14.	Mr. Brajesh R Agrawal	Scrutinizer

And 25 other members were present and 04 members were present through their authorized representatives in the meeting through Video Conferencing/Other Audio Visual Means (OAVM).

In view of massive outbreak of Covid-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular No. 20/2020 dated 5th May, 2020 read with MCA General Circular No. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, physical attendance of the Members to the EGM venue is not required and EGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

CERTIFIED TRUE COPY
For Godawari Power & Ispat Ltd.


Company Secretary

In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA circulars, the EGM of the Company is being held through VC / OAVM.

Mr. Y.C. Rao, Company Secretary, welcomed all the Members, Chairman, Managing Director, all the Directors and the Scrutinizer present at the Meeting and informed the members that the notice of EGM has been sent by e-mail to all the shareholders whose e-mail addresses are registered with the company or depository participants. The Notice has also been uploaded in the company's website as well as the websites of both National Stock Exchange and Bombay Stock Exchange.

PROXIES: The Company Secretary informed that as the EGM was conducted through Video Conference/Audio Visual Means, the requirement for appointment of proxy and its related compliances were not applicable.

VOTING PROCESS:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company has provided facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company had entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting during the EGM was provided by NSDL.

The Company Secretary explained the members about the voting process. He informed the Members that pursuant to Section 108 of the Companies Act, 2013, the Company has provided remote e-voting facility for the Shareholders of the Company to enable them to cast their votes electronically between 07.12.2020 (9:00 AM) and 09.12.2020 (5:00 PM) on the resolution mentioned in the notice convening the EGM and CS Brajesh R Agrawal, Practicing Company Secretary was appointed as the Scrutinizer for the E-voting Process.

The Company Secretary further mentioned that for the benefit of Shareholders who could not be able to exercise remote e-voting and are present at the Extra-Ordinary General Meeting through Audio Visual means, arrangements for e-voting at the EGM have also been made to enable them to cast their vote. However the shareholders who have already cast their vote by remote e-voting were not allowed to vote by way of e-voting at the meeting, and, if voted, the same will not be counted. The Company Secretary further mentioned that the scrutinizer appointed by the Board to conduct voting in a fair and transparent manner will submit his report after the voting is completed. The combined result, based on scrutinizer report for remote e-voting and e-voting at the meeting, on the resolution at the Extra-Ordinary



General Meeting shall be submitted to the stock exchanges (i.e. NSE & BSE), displayed on the Company's website www.godawaripowerispat.com and also on the website of NSDL.

The Secretary then stated that the following agenda shall be transacted in this Extra-Ordinary General Meeting:

1. To approve partial divestment of its shareholding in Ardent Steel Limited, a material subsidiary of the Company:

Then, the Company Secretary requested the Chairman to continue the proceedings of the meeting.

CHAIRMAN: Mr. Biswajit Choudhuri, Chairman of the company then presided over the meeting and conducted the proceedings of the meeting.

QUORUM: The Chairman welcomed the Members to the Extra-Ordinary General Meeting (EGM). The Chairman announced that the requisite quorum being present, the meeting was called to order.

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

The Chairman then introduced all other Directors present at the meeting through video conference and thereafter, in his speech the Chairman gave a brief information about the agenda and the resolution to be passed forming part of the Notice to the Shareholders of the company. The chairman informed the members that there was in total only one (1) Resolution proposed to be passed in the EGM for divestment of 40, 66,200 Equity Shares of face value of Rs. 10 each fully paid-up by the Company in Ardent Steel Limited to Transtek Coal and Minerals Pvt. Ltd. (Strategic Investor) at a price of Rs 214/- per share.

Then the Chairman invited queries from the shareholders on the above proposal. However there were no queries raised from the shareholders on the above proposal.

RESOLUTIONS PROPOSED AND EXPLANATORY STATEMENT:

The resolution proposed to be passed in this Extra-Ordinary General Meeting is given below as **Annexure 1**. Copy of the Explanatory Statement is annexed herewith as **Annexure 2** below which shall form an integral part of these minutes.



VOTE OF THANKS

The Company Secretary proposed vote of thanks to the Shareholders for their co-operation in conducting the meeting through Video Conferencing and other Audio Visual means.

The Company Secretary also proposed vote of thanks to the Chairman and all Directors of the Company who had joined the meeting. Further he stated that the voting will continue for next 10 minutes and meeting would be concluded after 10 minutes.

12.12.2020

Sd/-
BISWAJIT CHOUDHURI
CHAIRMAN



ANNEXURE 01

Following agenda and resolutions as mentioned in the Notice of the EGM were put to motion for voting:

RESOLUTION NO.1:

TO APPROVE PARTIAL DIVESTMENT OF ITS SHAREHOLDING IN ARDENT STEEL LIMITED, A MATERIAL SUBSIDIARY OF THE COMPANY:

“**RESOLVED THAT** pursuant to the provisions of Regulation 24 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘LODR Regulations’) and other applicable SEBI regulations, applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other governmental or statutory authorities and subject to such other requisite approvals, consents, permissions and sanctions as may be required and the Memorandum and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (‘the Board’, which term shall be deemed to mean and include any Committee constituted by the Board) of the Company, to effect partial divestment in Ardent Steel Limited (ASL) (a material subsidiary) by way of sale, transfer or otherwise dispose of 40,66,200 equity shares of Rs.10 each fully paid up held by the Company to Transtek Coal and Minerals Pvt. Ltd. (Strategic Investor) at a price of Rs 214/- per share.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalize, settle and execute required transactional documents in relation to the proposed divestment and/or as required in accordance with the SPA, including but not limited to agreements, arrangements (including with respect to indemnities, guarantees etc.), undertakings, letters and any other documents as may be required from time to time and to do and perform all such acts, deeds, matters and things, as may be required or deemed necessary and in the best interest of the Company to give effect to the Resolution for completion of the proposed transaction, without being required to seek any further consent or approval of the shareholders of the Company, and to delegate all or any of the powers or authorities herein conferred or to engage any Committee of the Board, employee or officer of the Company, advisor, consultant, agent or intermediary, as may be deemed necessary.”

12.12.2020

Sd/-
BISWAJIT CHOUDHURI
CHAIRMAN



ANNEXURE 2

EXPLANATORY STATEMENT TO THE NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 :

The following explanatory statement sets out all the material facts relating to the business mentioned in the accompanying Notice:-

Introduction and transactions structure

The Board of Directors of the Company at its meeting held on 5th November, 2020, subject to approval of shareholders, had approved the partial divestment of 40,66,200 equity shares of Rs 10/- each out of 80,65,000 held by the Company in Ardent Steel Limited (ASL) by dilution of its stake from 80,65,000 equity shares (76.34%) to 39,98,800 equity shares, which represents 37.85 % of paid up equity shares capital of ASL.

About Ardent Steel Limited

Ardent Steel Limited, a material subsidiary of the Company, was incorporated in the year 2007 for setting up a Iron Ore Pelletisation Plant in Odisha. ASL had originally set up a 6,00,000 TPA Pellet Plant in Village Phuljhar, Block Banspal, Tehsil Telkoi, District Keonjhar in the State of Odhisa in 2009-10. The capacity of the plant was enhanced to 6,90,000 TPA in the year 2019-20.

Rationale of the Proposed Transaction

GPIL had invested a sum of Rs.45 crores for 75% of equity shareholding in Ardent Steel Limited (ASL) for setting up Iron Ore Pellet Plant in joint venture with a local partner in the year 2009-10 in Odisha. Subsequently GPIL further invested a sum of Rs 3.39 crores March 2017 in equity share capital of ASL to meet lenders requirement at the time of restructuring of its debts and undertook to divest its stake in the subsidiaries as a condition for restructuring of the debt of the Company (GPIL). Since then, GPIL has been looking to divest its stake in ASL and other non-core businesses.



ASL is having a single product business and does not have any captive iron ore mines, to meet its raw material requirement and also does not have any value addition facilities. ASL has been operating as a merchant pellet plant. ASL's Pellet Plant was set up to gainfully utilize the opportunities thrown by the then prevailing market conditions and availability of iron ore fines in abundant quantity at very competitive price and very high iron ore lumps prices. Iron ore pellet replaces lump in steel making through DRI/Blast furnace route. However, there is significant change in iron ore availability in Odhisa subsequent to the amendments made in Mines & Mineral Development & Regulation Act (MMRDA) in 2015 and consequently recent auction of iron ore mines in March'20. These changes have thrown many challenges for the business of ASL in recent past. Further, around 30% of India's iron ore production was auctioned in March 2020 at very high premium and around 79% of these resources which were earlier with "Merchant Miners" have been acquired by "Large Steel Mills". This means that iron ore fines availability for standalone plants like Ardent steel has gone down substantially. This is believed to be a structural change and will have a long lasting impact resulting in sharp increase in iron ore prices and consequently making the operations of Ardent steel less profitable in long run, unless a long term tie up is made through an alternate source. The Strategic Investor proposed to be inducted into the business, having long experience in iron ore procurement and trading in Odisha, comes as a valued partner to help ensure availability of optimal quantity at competitive prices for ASL. Secondly, it allows GPIL's management to focus its energies and investments in Chhattisgarh where due to availability of captive iron ore mines has higher opportunity for profitable growth.

It has, therefore, been thought prudent by the management of GPIL and present JV partner, to induct a Strategic Investors, who will support the Company in sourcing the raw material required for ASL and integrate its operations preferably through captive mines to an Integrated Steel Plant in long run. GPIL will mainly focus on its standalone operations in Chhattisgarh where it has captive iron ore mines and also operate pellet plants with a capacity of 2.1 million and an integrated steel plant with an annual capacity of 0.4 million tonnes. GPIL is looking to consolidate its operations in Chhattisgarh and grow it gradually in sustainable manner, maintaining a healthy Balance Sheet. In the meanwhile, GPIL's focus will continue to be on repayment of long-term debt to make itself a debt free Company. The Board has, therefore, decided to partially divest its equity interest in ASL in favour of the Strategic Investor and



utilize the cash-flow thus generated from sale of investments for repayment of its long-term debt. The ASL shall continue to be actively managed by GPIL and its existing JV partner. The Strategic Investor will support in procurement of raw material and long-term linkages for iron ore supply. The transaction allows ASL to grow its business independently. ASL board shall be restructured to induct Directors nominated by the Strategic Investor. Further the Company will continue to be benefited from remaining equity stake in the ASL.

Transaction Information:

GPIL proposes to sale 40,66,200 equity shares representing 38.49 % of existing shareholding in ASL and 3,85,000 shares held by its step down subsidiary namely Hira Energy Limited at a price of Rs.214/- per share. GPIL will earn 3.5X the proportionate amount of investment in ASL for 38.49% stake in less than ten years in addition to the dividend amount received during the period. The consideration received from partial disinvestment will be exclusively utilised for repayment of long-term debt, which will further strengthen the Balance Sheet of the Company.

The fair value of the equity shares of ASL is arrived at Rs 205.26 based on the Valuation Report issued by of M/s Bansil S Mehta & Co, Chartered Accountants.

Regulatory Requirement

Regulation 24(5) of SEBI (Listing Obligations and Disclosure Regulations) 2015 provides that a listed entity shall not dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than fifty percent without passing a special resolution in its general meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under Section 31 of the Insolvency and Bankruptcy Code. Material subsidiary for the purpose of Regulation 24 of the Listing Regulations shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. Considering the contribution of ASL to the turnover of the Company and the fact that it is a material subsidiary of the Company, the proposed transaction will require



Shareholders' approval by way of special resolution in terms of Regulation 24 of the said Regulations.

Transtek Coal and Minerals Pvt. Ltd. (Strategic Investor) is not a related party and therefore, the proposed transaction does not fall under related party transaction within the meaning Section 188 of Companies Act, 2013 read with Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI (LODR) Regulations, 2015.

Recommendation of the Board

The Board is of the opinion that the proposed divestment is in the overall best interests of the Company and recommends the passing of the resolution as set out in the accompanying notice as a Special Resolution.

None of the directors or key managerial personnel of the Company and any relatives of such director or key managerial personnel are in any way concerned or interested in this resolution, financially or otherwise

REPORT OF THE SCRUTINIZER:

After unblocking the votes casted through remote e-voting in presence of two witnesses, CS Brajesh R Agrawal had scrutinized the votes casted through Remote E-voting and E-Voting during the EGM. The consolidated Scrutinizer's Report was submitted by CS Brajesh R Agrawal to the Company Secretary on 10.12.2020 and as per the said report, the resolution has been passed. A copy of the said report attached herewith as **Annexure 3** and shall form an integral part of these minutes.

12.12.2020

Sd/-
BISWAJIT CHOUDHURI
CHAIRMAN

Note: Chairman has gone through the draft minutes and approved the same. He also gave his consent to deem the said approved minutes to have been signed by him vide email dated 12.12.2020 sent at 16:50 hours.

CERTIFIED TRUE COPY
For, Godawari Power & Ispat Ltd,

Company Secretary



To
The Chairman
M/s. Godawari Power and Ispat Limited
Plot No.428/2,Phase-1,Industrial Area
Siltara,Raipur (CG)-493111

Meeting: Extra Ordinary General Meeting (EGM) of the Company through Video Conferencing (VC)/ Other Audio Visual Means (OVAM).

Day & Date of Meeting: Thursday, 10th December 2020.

Time of Meeting 11.30AM

Deemed Venue of AGM: 428/2,Phase-1,Industrial Area, Siltara, Raipur (CG)-493111

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted prior to the Extra Ordinary General Meeting (EGM) of M/s. Godawari Power and Ispat Limited held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) and remote e-voting conducted during the EGM, Pursuant to the provisions of section-108 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 Secretaries, Raipur was appointed as the scrutinizer by the Board of Directors of the Company in their Board Meeting held on 05/11/2020 for scrutinizing remote e-voting and e-voting conducted during the Extra Ordinary General Meeting of the Company held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without physical presence of the members (also referred as 'Shareholders') at a common venue.

Pursuant to my appointment and the provisions of section 108 and 109 of the Companies Act, 2013 (the Act) read with relevant rules of the Companies (Management and Administration) Rules, 2014 (including amendments) (the Rules), I have completed scrutiny of the remote-e-voting and e-voting conducted during the Extra Ordinary General Meeting of the Company.

1. The EGM notice dated 17/11/2020 as confirmed by the Company, was sent to the Shareholders in respect of the below mentioned resolution passed at the EGM of the Company through electronic mode to those members whose email addresses are registered with the Company/RTA/ Depositories participants as on 30/10/2020. The emails were sent



in compliance with the MCA Circular No. 20/2020 dated 05th May 2020 read with circulars 14/2020 dated 08th April 2020 and 17/2020 dated 13th April 2020 (collectively referred to as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020.

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 EGM.
3. The voting period for remote e-voting commenced on Monday, 07th December 2020 at 9.00AM (IST) and ended on Wednesday, 09th December 2020 at 5.00PM (IST) and the NSDL e-voting platform was disabled thereafter.
4. The Company had also provided e-voting facility of NSDL to the shareholders present at the EGM through VC, who had not casted their vote earlier.
5. The shareholders of the Company holding shares as on the "Cut off" of date 03rd December 2020 were entitled to vote on the resolutions forming the part of the notice of EGM.
6. After the closure of e-voting at the EGM the report on remote e-voting done during the EGM and vote cast under remote e-voting facility prior to the EGM were unblocked and counted diligently.
7. I have scrutinized and reviewed the remote e-voting prior to the EGM and during the EGM and vote cast therein based on the data downloaded from NSDL e-voting system.
8. 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 and during the EGM on the resolution forming the part of the Notice of EGM.
9. My responsibility as a scrutinizer for the remote e-voting is restricted to making a scrutinizers Report of the vote cast in favour or against the resolutions.

I now submit my consolidated Report on the result of the remote e-voting conducted prior to the EGM and during the EGM in respect of the said resolution, as under:

I would like to mention that the voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. 03rd December 2020 and as per the Register of Members of the Company.

Resolution 01 – Special Resolution

To approved partial divestment of its shareholding in Ardent Steel Limited, a material subsidiary of the Company.

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

Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during EGM	71	22876382	99.259
Total	71	22876382	99.259



(ii) Voted against the resolution:

Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during EGM	6	170810	0.741
Total	6	170810	0.741

(iii) Invalid votes

Type of e-voting	Number of Members Voted	No. of Votes cast by them
Remote e-voting and E-voting during EGM	NIL	NA
Total	NIL	NA


10. I am pleased to inform you that the Resolution specified in the notice dated 17/11/2020, have been duly passed with requisite majority.
11. Accordingly, you are requested to take on record the result of the remote e-voting and vote casted during the EGMs described above and declare the result.
12. The records relating to e-voting (Remote e-voting and E-voting during the EGM) containing details has been provided to the Company for safe keeping.

Thanking you.

Yours faithfully,

For, B R Agrawal & Associates
Practicing Company Secretary


Director/Company Secretary:
Authorized by Chairman


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



UDIN: F005771B001456737

Date: 10/12/2020

Place: Raipur

