



HIRA

GODAWARI POWER & ISPAT



REF: GPIL/NSE & BSE/2019/ 3696

Date: 24.01.2019

To,

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

Dear Sir,

Sub: Submission of Combined Scrutinizer's Report

In continuation of our Letter No. GPIL/NSE & BSE/2019/ 3693 dated 22nd January, 2019, wherein we have intimated you about the outcome of the Hon'ble National Company Law Tribunal (NCLT) Convened Meeting. The copy of Combined Scrutinizer's Report and Scrutinizer's Report on Public Shareholder's voting relating to e-voting, postal ballot and poll process are collectively annexed as **Annexure -A**.

The Agenda item as stated in the notice of the NCLT Convened Meeting dated 27th day of November 2018, have been carried and passed by requisite majority.

Kindly disseminate the information on the official website of the exchange for the information of all members of the Exchange and Investors.

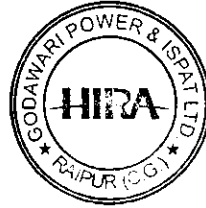
Thanking you,

Yours faithfully,

For, **GODAWARI POWER AND ISPAT LIMITED**

COMPANY SECRETARY

Encl: As above



Godawari Power & Ispat Limited

An ISO 9001:2015, ISO 14001:2015 & OHSAS 18001:2007 certified company
CIN L27106CT1999PLC013756

Registered Office and Works: Plot No. 428/2, Phase I, 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



ANNEXURE-A

Combined Scrutinizer's Report

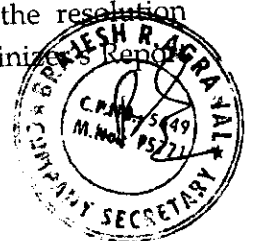
To,
The Chairman,
Appointed by the National Company Law Tribunal, Mumbai Bench,
Mumbai, for the Meeting of Equity Shareholders of
Godawari Power and Ispat Limited,
Plot no 428/2, Phase- 1, Industrial Area,
Siltara Raipur- 492001.

Sub.: Passing of Resolution through e-voting, postal ballot and poll conducted at the National Company Law Tribunal (NCLT) convened Meeting of the Equity Shareholders of Godawari Power and Ispat Limited ("the Company") held on Tuesday, 22nd January, 2019 at 11.00 A.M.

Dear Sir,

I, Brajesh R. Agrawal Proprietor of M/s. B. R. Agrawal & Associates, Company Secretaries in Practice, Raipur, (Membership No. FCS 5771/CP 5649), have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai (NCLT) by its order dated 19th November, 2018 as "the Scrutinizer" for the purpose of conducting the voting done through the e-voting process, the postal ballot process and the voting done at the venue of the meeting of the Equity Shareholders (including public shareholders) of Godawari Power and Ispat Limited held on Tuesday, 22nd January, 2019 at 11.00 A.M. convened by the order of NCLT, Mumbai Bench at 2nd Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur (Chattisgarh) 492001, pursuant to the provisions of the Companies Act, 2013 read with applicable rules made thereunder as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolution, seeking approval of the Equity Shareholders to the Scheme of Amalgamation between "Jagdamba Power and Alloys Limited" ("Transferor Company") with Godawari Power and Ispat Limited ("Transferee Company") and their respective shareholders in the terms of the notice dated 27th November, 2018 convening the said meeting and submit my report as under:

- 1) The Company had appointed National Securities Depository Limited (NSDL) as the service provider for extending the facility of Electronic Voting to the Shareholders of the Company from 22nd December, 2018 (09:00 A.M. IST) to 21st January, 2019 (05:00 P.M. IST). The E-voting results were unblocked by me on 22nd January, 2019 at 12.10 PM in the presence of two witnesses. For further details, kindly refer to my Scrutinizer's report on e-voting dated 23rd January, 2019 which is attached herewith.
- 2) The Company had provided the facility of voting through Postal ballot from 22nd December, 2018 to 21st January, 2019 to the Equity Shareholders of the Company on the resolution contained in the notice dated 27th November, 2018. I have issued separate Scrutinizer's Report dated 23rd January, 2019 on the Postal Ballot Forms, which is attached herewith.



- 3) At the National Company Law Tribunal (NCLT) Mumbai convened Meeting of the Company held 22nd January, 2019, the Chairman of the Company had, as statutorily required, called for a poll to facilitate the Members present in the meeting who could not participate in the e-voting and postal ballot process to record their votes through the poll process. The Chairman of the NCLT Convened meeting has appointed me as the Scrutinizer for the same. For further details kindly refer my Scrutinizers Report in Form MGT-13 dated 23rd January 2019, which is attached herewith.
- 4) The result of the E-voting, Postal Ballot together with that of the Poll is as under:

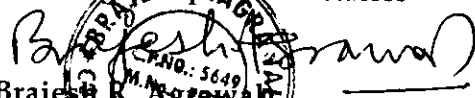
Sr. No.	Subject matter (as set out in the Notice dated 27 th November, 2018)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid votes /Ballot
1	Approval of the arrangement embodied in the Scheme of Amalgamation of "Jagdamba Power and Alloys Limited" ("Transferor Company") with Godawari Power and Ispat Limited ("Transferee Company") and their respective shareholders.	E- voting	2,38,21,327	4,140	-
		Postal Ballots	7,202	-	1
		Voting Conducted at the venue of the Meeting	206	-	-
		Total	2,38,28,735	4,140	1

- 5) Since the total value of shareholders casting vote in favour of the resolution is Rs. 23,82,87,350/- and those who casted against the resolution is Rs. 41,400/-, hence the proposed resolution is carried with more than 3/4th majority in value of the Equity Shareholders. Based on the foregoing, the Resolution as mentioned in Serial No. 1 forming part of the Notice dated 27th November, 2018 stand passed with requisite majority under E-voting, Postal Ballot process and poll either in person or by proxy as required under section 230 to 232 of the Companies Act, 2013.

Thanking You.

Yours faithfully,

For B. R. Agrawal & Associates
Practicing Company Secretaries


(Brajesh K. Agrawal)
Proprietor
FCS No. 578
COP No. : 5649

Place: Raipur

Date: 23/01/2019



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 : office.csps@gmail.com

Scrutinizer's Report

To,
The Chairman,
Appointed by the National Company Law Tribunal,
Mumbai Bench, Mumbai, for the Meeting of Equity Shareholders of
Godawari Power and Ispat Limited,
Plot No 428/2, Phase- 1, Industrial Area,
Siltara, Raipur (C.G.) - 492001.

Dear Sir,

Reg: Passing of Resolution by Public Shareholders through e-voting, Postal Ballot and poll conducted at the National Company Law Tribunal (NCLT) convened Meeting of the Equity Shareholders of Godawari Power and Ispat Limited ("the Company") held on Tuesday, 22nd January, 2019 at 11.00 A.M.

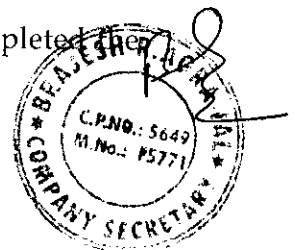
I, Brajesh R. Agrawal Proprietor of M/s. B. R. Agrawal & Associates, Company Secretaries in Practice, Raipur (Membership No. FCS 5771/CP 5649), have been appointed by the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench, Mumbai by its order dated 19th November, 2018 as "the Scrutinizer" for the purpose of conducting the voting done through the e-voting process, the Postal Ballot process and the voting done at the venue of the meeting of the Equity Shareholders of Godawari Power and Ispat Limited, held on Tuesday, 22nd January, 2019 at 11.00 A.M. at 2nd Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur (Chattisgarh) 492001, pursuant to the provisions of the Companies Act, 2013, read with applicable rules made and amended as there under and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolution, seeking approval of the Equity shareholders to the Scheme of Amalgamation of "Jagdamba Power and Alloys Limited" ("Transferor Company") with "Godawari Power and Ispat



Limited" ("Transferee Company") and their respective shareholders in the terms of the notice dated 27th November, 2018 convening the said meeting and submit my report as under:

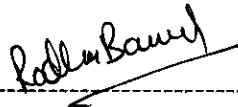
I submit my report with regard to the result of the postal ballot, remote e-voting and poll in respect of public shareholders pursuant to Securities and Exchange Board of India (SEBI) Circular No. CFD/DIL3/CIR/2017 /21 dated 10th March, 2017 as under:

- 1) The Company had appointed National Securities Depository Limited (NSDL) as the service provider for extending the facility of Electronic Voting to the shareholders of the Company.
- 2) The Management of the Company is responsible for ensuring compliance with the requirement relating to voting done through postal ballot, e-voting and ballot voting at the venue on the resolution contained in the Notice of the Meeting.
- 3) The cut - off date was Friday, 30th November, 2018 for the purpose of deciding the Equity Shareholders (including public Shareholders) entitled to vote through postal ballot and e-voting and ballot voting at the venue on the resolution seeking their approval.
- 4) The voting through postal ballot and e-voting had commenced at 9.00 A.M. on Saturday 22nd December, 2018 and closed at 05:00 P.M. on Monday 21st January, 2019.
- 5) Our responsibility as a scrutinizer for the voting process (through postal ballot and remote e-voting and ballot voting at the venue) is restricted to scrutinize the postal ballot, poll papers and remote e- voting process in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in Favour or Against the resolution stated in the Notice, based on postal ballot, poll papers and the reports generated from the e- voting system.
- 6) The Company had on the basis of the register of Members and the list of beneficial owners made available by the National Securities Depository Limited and Central Depository Services (India) Limited, ("Depositories") completed

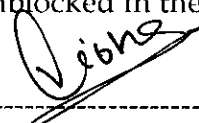


dispatch of the Notice of the meeting along with relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company (holding the Equity Shares as of the cut-off date i.e. Friday 30th November, 2018) by Saturday, 15th December, 2018 through e-mail and by Speed Post and has also published an advertisement in this regard in The Hitvada (Raipur Edition) in English language and translation thereof in Dainik Bhaskar (Raipur edition) in Hindi Language on Sunday, 16th day of December, 2018.

- 7) The E- voting mode was disabled and blocked by National Securities Depository Limited ("NSDL") after voting on 21st January, 2019 at 05:00 P.M.
- 8) The Equity Shareholders were required to send the completed and signed postal ballot forms so as to reach me on or before 05:00 P.M. on 21st January, 2019.
- 9) That the said Remote E-voting at portal www.evoting.nsdl.com was unblocked by me at 12.10 P.M on 22nd January, 2019. The said Remote E-Voting was unblocked by me in the presence of two witnesses namely Ms. Radha Bansal and Ms. Vibha Patni who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.



Name:- CS Radha Bansal



Name:- CS Vibha Patni

- 10) The postal ballot forms which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
- 11) On Tuesday, 22nd January, 2019, at the venue of the NCLT Convened Meeting, at the end of discussion, the Chairman of the Meeting directed for conducting the voting through poll for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the remote e-voting.



- 12) On completion of the voting at the NCLT Convened Meeting, the Company provided to me the list of the shareholders who were present at the meeting either in person or through proxies and who had cast their votes, their holding details and the details of the votes cast on the Resolution.
- 13) I first counted the votes cast at the venue of the meeting. The votes cast through Poll were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

The result of the voting through e-voting, Postal Ballot and poll conducted at the National Company Law Tribunal (NCLT) Convened Meeting of "Public Shareholders" is as under :

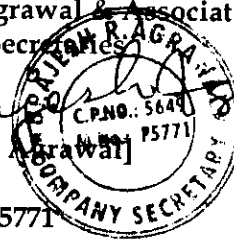
Approval of the Scheme of Amalgamation of "Jagdamba Power and Alloys Limited" ("Transferor Company") with Godawari Power and Ispat Limited ("Transferee Company") and their respective shareholders.

Sr. No.	Subject matter (as set out in the Notice dated 27 th November, 2018)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid votes /Ballot
1.	Approval of the arrangement embodied in the Scheme of Amalgamation of "Jagdamba Power and Alloys Limited" ("Transferor Company") with Godawari Power and Ispat Limited ("Transferee Company") and their respective shareholders.	E- voting	18,35,474	4,140	-
		Postal Ballots	7,202	-	1
		Voting Conducted at the venue of the Meeting	206	-	-
		Total	18,42,882	4,140	1

The postal ball forms, poll papers and other relevant records with respect to the voting by Public Shareholders were handed over to the Chairman for safe keeping.

For B. R. Agrawal & Associates
Company Secretary

[Brajesh R. Agrawal]
Proprietor
F.C.S. No. : 5771
COP No. : 5649



Place: Raipur
Date : 23/01/ 2019