

REF: GPIL/NSE&BSE/2023/5049

Date: 03.02.2023

To,

1. The Listing Department,
The National Stock Exchange (India) Ltd,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), MUMBAI – 400051
NSE Symbol: GPIL
2. The Corporate Relation Department,
The BSE Limited, Mumbai
1st Floor, Rotunda Building,
Dalal Street, MUMBAI – 400001
BSE Security Code: 532734

Dear Sir,

**Sub: Submission of Minutes of the Extra-ordinary General Meeting (EGM) held on
21st January 2023.**

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 21st January, 2023 at Conference Room, Second Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh-492004.

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	Saturday, the 21 st January, 2023
Venue of Meeting	Conference Room, Second Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh-492004
Time of Commencement	11:30 AM
Time of Conclusion	12:15 PM

PRESENT:

1.	Shri Dinesh Agrawal	Director, Member and Karta of Dinesh Agrawal (HUF)
2.	Shri Dinesh Kumar Gandhi	Director
3.	Shri Vinod Pillai	Director
4.	Shri Y.C. Rao	Company Secretary, Member and Authorised Representative of Alok Ferro Alloys Limited.
5.	CS Brajesh R. Agrawal	Scrutinizer of the Meeting.

and 24 other Members were present personally and 03 Body Corporate were present through their Authorized Representatives and 1 was present through their Proxy.

CHAIRMAN: Shri Shashi Kumar, Chairman of the Company could not attend the meeting. Hence the other Directors present elected Shri Vinod Pillai, Director of the Company as the Chairman of the Meeting and thereafter Shri Vinod Pillai took the chair and conducted the proceedings of the meeting.

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

PROXIES & REPRESENTATIONS: The Chairman then announced that until 48 hours before the time of the commencement of the Extra-Ordinary General Meeting, the Company has received only one proxy from the Mr. Prakhar Agrawal, shareholder of the Company and has received 04 representations under Section 113 of the Companies Act, 2013 from bodies Corporate covering 1,47,40,676 Equity Shares of Rs. 5/- each 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 Extra Ordinary General Meeting as circulated to the members of the Company was taken as read.

CERTIFIED TRUE COPY
For, Godawari Power & Ispat Ltd.


Company Secretary

VOTING PROCESS: The Chairman explained to 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 as an alternate for the Shareholders of the Company to enable them to cast their votes electronically between 18th January, 2023 (09:00 am) to 20th January, 2023 (05:00 pm) on the resolutions mentioned in the notice convening the EGM and CS Brajesh R. Agrawal, Practicing Company Secretary was appointed as the Scrutinizer for the remote E-voting Process.

The Chairman further informed that those Members who had not cast their vote through e-voting process would be 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 Chairman then informed the Shareholders about the flow of events at the EGM and stated that he would first move the resolution as set out in the notice of EGM and then, in accordance with section 109 of the Companies Act, 2013 would order for Poll to be conducted on the Agenda. He further stated that after movement of resolution queries will be invited and the same will be addressed by the management. The Chairman further stated that on conclusion of the question & answer session, the Shareholders who had not exercised their votes through remote e-voting 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 be displayed on the website of the Company and the Stock Exchanges. The Shareholders gave their consent to the said flow of the EGM proceedings.

The Chairman then introduced all other Directors present in the meeting to the shareholders and explained the reasons for absence of the Directors who were not present at the meeting and thereafter took up the agenda.

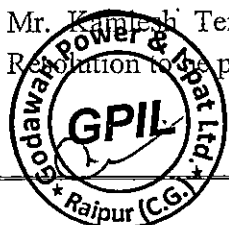
The Chairman then stated that the following agenda shall be transacted in this Extra-Ordinary General Meeting:

ITEM NO.1 APPROVAL FOR APPOINTMENT OF M/S SINGHI & CO. AS STATUTORY AUDITOR OF THE COMPANY CONSEQUENT UPON MERGER OF M/S. JDS & CO..

The Chairman took up the first agenda and stated that the printed copies of the notice along with its explanatory statement and other annexure have been circulated to all the shareholders along with the Notice.

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

Mr. Karanesh Tembhare Proposed and Mr. Kuldeep Kumar Kashyap Seconded the following Resolution to be passed as Special Resolution for item no. 1 of the Notice pertaining to approval for



appointment of M/s Singhi & Co. as statutory auditor of the company consequent upon merger of M/s. JDS & Co., as per the details more specifically mentioned in the resolution.

The Chairman then put the following Resolution into motion:

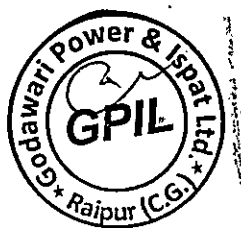
“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and all other applicable provisions of the Companies Act 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby granted to approve and take note of the change of name of statutory auditor firm of the company from M/s JDS & Co. (FRN: 018400C) to M/s. Singhi & Co (FRN: 302049E) pursuant to merger of M/s JDS & Co. with M/s. Singhi & Co on same terms and conditions including remuneration and tenure on which M/s JDS & Co. was appointed by the shareholders and board of directors of the company for a period of five years from the financial year 2022-23 to financial year 2026-27 i.e. till conclusion of the Annual General Meeting to be held in the year 2027 on a remuneration to be decided mutually, by the Board of Directors of the Company and the Statutory Auditor from time to time.”

VOTING BY POLL:

The Chairman of the Meeting suo moto announced poll to be taken from all the members present in the meeting who had not exercised their votes through remote voting and that the poll would be taken upto 12:15 PM and advised CS Brajesh R. Agrawal, the Scrutinizer appointed for the purpose to complete the poll process and submit his report as early as possible.

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.




VINOD PILLAI
CHAIRMAN

**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 :

M/s. JDS & Co., Statutory Auditors (FRC 018400C) was appointed as Statutory auditors for the second term of five years period to hold office from the conclusion of 23rd Annual General Meeting i.e. September 16, 2022 till conclusion of the 28th Annual General Meeting to be held in the year 2027.

Subsequently, M/s JDS & Co. has been merged with M/s Singhi & Co. Chartered Accountants having Firm Registration No. 302049E with effect from 15th November 2022. The Company has received aforesaid information on December 03, 2022 through a letter issued by M/s. Singhi & Co. Consequent upon aforesaid merger, the Board of Directors, upon recommendation of audit committee and subject to approval of shareholders has approved the appointment of Singhi & Co. as statutory auditor in its meeting held on 09th December 2022 and recommended for approval of the shareholders of the Company on the same terms and conditions including remuneration and tenure on which M/s JDS & Co. was appointed by the shareholders and Board of directors of the company.

Singhi & Co. has been in the profession for over 80 years and is one of the reputed audit firms in the country. They serve multiple listed companies and have tremendous experience in the field of Audit. Singhi & Co. has over 30 partners with 9 offices across the country.

The Audit Committee and the Board of Directors considered the following factors in recommending the appointment of Singhi & Co. as the Statutory Auditors, Performance of Singhi & Co. as Statutory Auditors, Experience of the firm in handling audits of large corporates; Competence of the leadership and of the audit team of the firm in conducting the audit of the financial statements of the Company; Ability of the firm to seamlessly scale and understand the Company's operations, systems and processes; and Geographical presence and ability of the firm in servicing the Company and its subsidiaries/Associates etc. at multiple locations.


The company has paid Rs.35.00 Lakhs towards Audit Fees for the FY 2021-22. The Audit Committee and the Board is of the view that Rs.40 Lakhs (plus applicable taxes and reimbursement of out-of-pocket expenses) is reasonable audit fee considering the size and scale of the Company for FY 2022-23. The remuneration to be paid to Statutory Auditors for the remaining term i.e. from FY 2023-24 through FY 2026-27 (till the conclusion of the 28th AGM of the Company to be held in the year 2027), shall be mutually agreed between the Board of Directors and the Statutory Auditors, from time to time.



VINOD PILLAI
CHAIRMAN

REPORT OF THE SCRUTINIZER:

CS Brajesh R. Agrawal has scrutinized the votes casted through ballot/Poll Paper at the EGM and thereafter unblocked the votes casted through remote e-voting in presence of two witnesses. The consolidated Scrutinizer's Report was submitted by CS Brajesh R. Agrawal to the Company Secretary on 21st January 2023 and as per the said report the resolutions as set out in the notice convening the meeting have been passed. A copy of the said report attached herewith as **Annexure 1**, shall form an integral part of these minutes.


VINOD PILLAI
CHAIRMAN

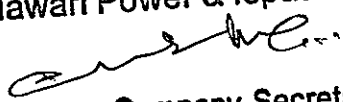
Note: Chairman has gone through the draft minutes and approved the same. The Draft Minutes have been signed by him dated 28.01.2023 at 11 AM./P.M.

The Minutes were entered in the Minutes Book on 28.01.2023


28.01.2023
COMPANY SECRETARY

CERTIFIED TRUE COPY

For, Godawari Power & Ispat Ltd.


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 Extra-Ordinary General Meeting (EoGM) of M/s. Godawari Power And Ispat Limited (the Company).

Day & Date of Meeting: Saturday, 21st January, 2023

Time of Meeting 11.30 AM

Venue of the EoGM: Conference Room, Second Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur (C.G.) -492004

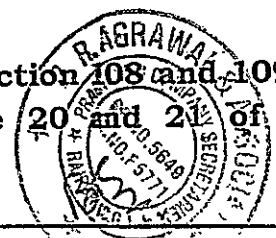
Subject: Consolidated Scrutinizer's Report on remote e-voting conducted prior to the Extra-Ordinary General Meeting (EoGM) and Poll process during the EoGM held on 21st January, 2023.

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,

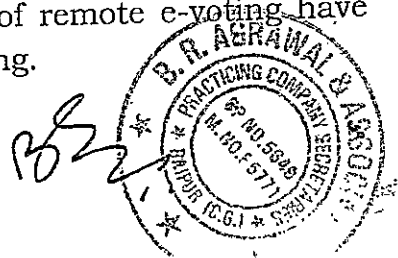
I, Brajesh R. Agrawal Proprietor of M/s. B. R. Agrawal & Associates, Practicing Company Secretary, Raipur was appointed as the scrutinizer by the Board of Directors in their Board Meeting held on Friday, 09th December 2022 for remote e-voting and poll process during the Extra-Ordinary General Meeting 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 EoGM. 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 EoGM notice dated 09/12/2022 was sent to the registered shareholders as on 09/12/2022 by e-mail to those members, whose email addresses were registered with the Company/ Depositories participants and physically to all other members at their addresses registered with the company as on that date through permitted mode. 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, 17/2020 dated 13th April 2020 02/2021 dated 13th January 2021, 14/2021 dated 14th December 2021 and 03/2022 dated 05th May 2022.
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 EoGM.
3. The shareholders of the Company had option to vote on resolution either in the EoGM through the physical ballot forms or through remote e-voting facility.
4. The voting period for remote e-voting had commenced on Wednesday, 18th January, 2023 at 9.00AM (IST) and concluded on Friday, 20th January, 2023 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 January, 2023 were entitled to vote on the resolutions forming the part of the notice of EoGM.
6. At the EoGM, 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; and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar & Transfer Agents of the Company.
8. 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 Extra-Ordinary General Meeting.



9. 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 EoGM and poll process during the EoGM on the resolutions forming the part of the Notice of EoGM.
10. 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 January, 2023 and as per the Register of Members of the Company.
11. 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 EoGM available on NSDL portal and poll process during the EoGM in respect of the said resolutions: -

SPECIAL BUSINESS

Resolution 01 – Special Resolution.

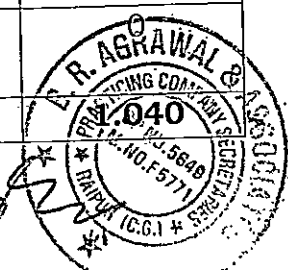
Approval for appointment of M/s. Singhi & Co. as Statutory Auditor of the Company consequent upon merger of M/s. JDS & Co.

- (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 EoGM	272	93003421	98.959
Poll process during the EoGM	1	12	0.001
Total	273	93003433	98.960

- (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 EoGM	10	977564	1.040
Poll process during the EoGM	0	0	
Total	10	977564	



(iii) Invalid votes:

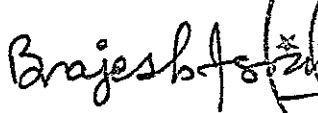
Type of Voting	Number of Members Voted	No. of Votes cast by them
Remote e-voting prior to the EoGM	NIL	NIL
Poll process during the EoGM	NIL	NIL
Total	NIL	NIL


12. I am pleased to inform you that the Resolution specified in the notice dated 09/12/2022, has been duly passed with requisite majority.
13. Accordingly, you are requested to take on record the result of the remote e-voting and vote casted during the EoGM as described above and declare the results.
14. 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 EoGM. The same shall be handed over to Mr. Y. C. 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**



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



Date: 21/01/2023
Place: Raipur
UDIN: F005771D003028065
P.R. No. 553/2017

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


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



Date: 21/01/2023
Place: Raipur