

MINUTES

Type of Meeting	22 nd Annual General Meeting
Name of the Company	Godawari Power & Ispat Limited
Day & Date of Meeting	Saturday, the 28 th August, 2021
Deemed Venue of Meeting	Registered Office of the Company at 428/2, Phase 1, Industrial Area, Siltara, Raipur (C.G.) 493 111
Mode of Meeting	Video Conferencing and Other Audio Visual Means
Time of Commencement	11:30 AM
Time of Conclusion	12:06 PM

JOINED THROUGH VIDEO CONFERENCING:

1.	Mr. Biswajit Choudhuri	Chairman of the Board and Audit Committee
2.	Mr. Bajrang Lal Agrawal	Managing Director & Member
3.	Mr. Abhishek Agrawal	Executive Director & Member
4.	Mr. Dinesh Kumar Agrawal	Non-Executive Director & Member
5.	Mr. B.N. Ojha	Independent Non-executive Director & Chairman of Stakeholders Relationship Committee
6.	Ms. Bhavana G. Desai	Independent Non-executive Women Director & Member
7.	Mr. Dinesh Kumar Gandhi	Non-Executive Director
8.	Mr. Hari Shankar Khandelwal	Independent Non-executive Director & Member
9.	Mr. Prakhar Agrawal	Executive Director & Member
10.	Mr. Shashi Kumar	Independent Non-executive Director and Chairman of Nomination & Remuneration & Corporate Social Responsibility Committee
11.	Mr. Siddharth Agrawal	Non-Executive Director & Member
12.	Mr. Vinod Pillai	Executive Director
13.	Mr. Y.C. Rao	Company Secretary & Member
14.	Mr. Sanjay Bothra	Chief Financial Officer
15.	Mr. Vivek Agrawal	Chief Operating Officer & Member
16.	CMA Sanat Joshi	Representative of M/s Sanat Joshi & Associates, Cost Auditor
17.	CS. Tanveer Kaur Tuteja	Representative of M/s Jain Tuteja & Associates, Secretarial Auditor
18.	CS. Brajesh R. Agrawal	Scrutinizer

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For Godawari Power and Ispat Limited


Company Secretary



And 51 other members were present out of which 05 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 was a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, physical attendance of the Members to the AGM venue was not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members could attend and participate in the ensuing AGM through VC/OAVM.

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

CS Y.C. Rao, Company Secretary, welcomed all the Members, Chairman, Managing Director, all the Directors and all the Auditors present at the Meeting and informed the members that the notice of AGM along with Annual Report for the year 2020-21 has been sent by e-mail to all the shareholders whose e-mail addresses are registered with the company or depository participants.

Company Secretary further informed that the Notice has also been uploaded in the company's website as well as the websites of National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and National Securities Depository Limited (NSDL).

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

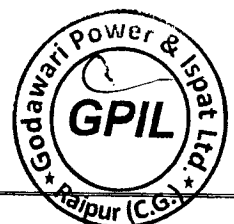
REGISTERS KEPT FOR INSPECTION: The Company Secretary declared that the following documents and Registers were placed on the website of the Company and the link has been shared in the website of National Securities Depository Limited (NSDL) for inspection by the members:

- a. Register of Directors and Key Managerial Personnel and their Shareholding.
- b. Register of Contracts or arrangements with related parties in which directors are interested.
- c. Register of Investments not held in its own name by the company.
- d. Register of loans, guarantee, security and acquisition made by the company.

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For Godawari Power and Ispat Limited



Company Secretary



- e. Secretarial Audit report of Company and its Subsidiary Companies.
- f. Certificate of Non-Disqualification of Directors from PCS.
- g. Compliance Certificate and declaration regarding Code of Conduct.
- h. Independent Auditors Certificate on Corporate Governance.

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 had provided facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 venue voting on the date of the AGM 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 25.08.2021 (9:00 AM) and 27.08.2021 (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.

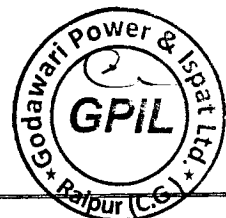
The Company Secretary further mentioned that for the benefit of Shareholders who could not exercise remote e-voting and were present at the Annual General Meeting through Audio Visual means, arrangements for e-voting at the AGM have also been made to enable them to cast their vote. However the shareholders who had already cast their vote by remote e-voting were not allowed to vote by way of e-voting at the meeting. 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. He further informed that the combined result, based on scrutinizer report for remote e-voting and e-voting at the meeting, on all resolutions at the 22nd Annual General Meeting shall be submitted to the stock exchanges (i.e. NSE & BSE) and shall also be displayed on the Company's website www.godawaripowerispat.com as well as on the website of NSDL.

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

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For Godawari Power and Ispat Limited


Company Secretary



1. Adoption of Annual Standalone and Consolidated Financial Statements of the company for the Financial Year 2020-21 along with the reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Shri Dinesh Kumar Agrawal, who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint a Director in place of Shri Siddharth Agrawal, who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
4. Declaration of Final Dividend of Rs.13.50/- per equity share of Rs.10/- each fully paid for the year 2020-21 in addition to the Interim Dividend of Rs. 5.00/- per equity share of Rs.10/- each fully paid already paid.
5. Re-appointment of Shri Abhishek Agrawal as Whole-time Director of the Company and fixation of his remuneration.
6. Re-appointment of Shri Vinod Pillai as Whole-time Director of the Company and fixation of his remuneration.
7. Determination of remuneration of Cost Auditor for the Financial Year 2021-22.

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.

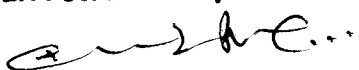
QUORUM: The Chairman welcomed the Members to the 22nd Annual General Meeting (AGM). The Chairman announced that the requisite quorum being present, the meeting was called to order.

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

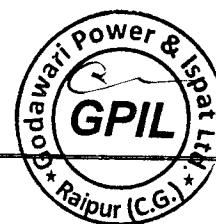
The Chairman then introduced all other Directors present at the meeting through video conference and thereafter, in his speech he had given an overview of the Financial Performance of the company for the Financial Year 2020-21 and its future outlook.

AUDITOR'S REPORT: Upon completion of his opening remarks, the Chairman informed the Shareholders there are no qualifications, observations, disclaimers and adverse remarks in the Statutory Auditor's Report on the Annual Financial Statements of the company for the year 2020-21 and hence it was taken as read. He further stated that there are no qualifications, observations, disclaimers and adverse remarks in the Secretarial Auditor's Report also.

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For Godawari Power and Ispat Limited



Company Secretary



Chairman informed the members present that after the question answer session is over, the e-voting platform shall remain open for next 10 minutes for allowing those shareholders of the company who could not vote in remote e-voting period for exercising their votes.

SHAREHOLDERS QUERIES: It was informed by the Company Secretary that no shareholder of the company has registered for speaking at the meeting. There were no queries raised by any of the Shareholders on any of the agenda put up before the meeting.

RESOLUTIONS PROPOSED AND EXPLANATORY STATEMENT:

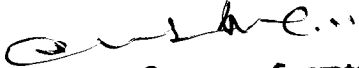
The resolutions proposed to be passed in this Annual General Meeting are given below as **Annexure-01**. Copy of the Explanatory Statement is annexed herewith as **Annexure-02** below both of which shall form an integral part of these minutes.

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 meeting would be concluded after 10 minutes.

11.09.2021

Sd/-
BISWAJIT CHOUDHURI
CHAIRMAN

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For Godawari Power and Ispat Limited

Company Secretary



ANNEXURE-01

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

RESOLUTION NO.01:

ADOPTION OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2021 ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON (ORDINARY RESOLUTION):

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements comprising of Balance Sheet as on 31st March, 2021 and the Profit and Loss Account for the year ended on 31st March, 2021 together with Directors' Report and Auditor's Reports thereon be and are hereby considered and adopted.”

RESOLUTION NO. 02:

TO APPOINT A DIRECTOR IN PLACE OF SHRI DINESH KUMAR AGRAWAL (DIN: 00479936), WHO RETIRES BY ROTATION AND BEING ELIGIBLE FOR RE-APPOINTMENT, OFFERS HIMSELF FOR RE-APPOINTMENT (ORDINARY RESOLUTION):

“RESOLVED THAT Shri Dinesh Kumar Agrawal, having Director Identification Number 00479936, 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.”

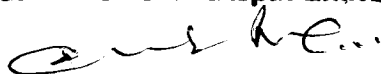
RESOLUTION NO. 03:

TO APPOINT A DIRECTOR IN PLACE OF SHRI SIDDHARTH AGRAWAL (DIN: 02180571), WHO RETIRES BY ROTATION AND BEING ELIGIBLE FOR RE-APPOINTMENT, OFFERS HIMSELF FOR RE-APPOINTMENT (ORDINARY RESOLUTION):

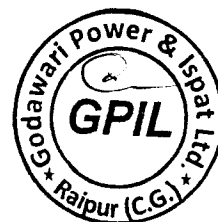
“RESOLVED THAT Shri Siddharth Agrawal, having Director Identification Number 02180571, who retires by rotation, being eligible for re-appointment and offered himself for reappointment be and is hereby re-appointed as Director of the Company.”

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For Godawari Power and Ispat Limited



Company Secretary



RESOLUTION NO. 4:

DECLARATION OF FINAL DIVIDEND OF RS. 13.50/- PER EQUITY SHARE OF RS.10/- EACH FULLY PAID FOR THE YEAR 2020-21 IN ADDITION TO THE INTERIM DIVIDEND OF RS. 5/- PER EQUITY SHARE OF RS.10/- EACH FULLY PAID ALREADY PAID (ORDINARY RESOLUTION):

“RESOLVED THAT a Final Dividend of Rs.13.50/- per equity share of Rs.10 each fully paid for the financial year 2020-21 be and is hereby paid to the shareholders of the company who shall be holding shares of the company as on the record date in addition to the Interim Dividend of Rs.5 per equity share of Rs.10 each fully paid already paid to the shareholders of the company.”

RESOLUTION NO. 5:

TO APPROVE THE RE-APPOINTMENT OF SHRI ABHISHEK AGRAWAL, AS WHOLE-TIME DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION):

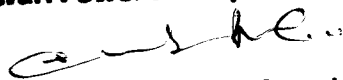
“RESOLVED THAT pursuant to the provisions of Sections 196,197 & 203 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendments or re-enactments thereof for the time being in force) and in accordance with the Articles of Association of the company and such other approvals, permissions and sanctions, consent of the company be and is hereby accorded to the re-appointment of Shri Abhishek Agrawal (DIN:02434507) as a Whole-time Director designated as Executive Director of the Company for a period of five years with effect from November 09, 2021 on the terms and conditions including remuneration as stated in the explanatory statement annexed to this notice with liberty to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary and alter the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Shri Abhishek Agrawal, subject to the same not exceeding the limits specified in schedule V and other applicable provisions, if any, of the act as amended from time to time.”

RESOLUTION NO. 06:

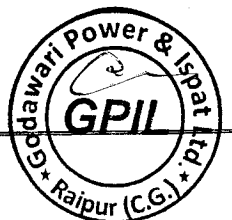
TO APPROVE THE RE-APPOINTMENT OF SHRI VINOD PILLAI (DIN: 00497620), AS WHOLE-TIME DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION):

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For Godawari Power and Ispat Limited



Company Secretary



“RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendments or re-enactments thereof for the time being in force) and in accordance with the Articles of Association of the company and such other approvals, permissions and sanctions, consent of the company be and is hereby accorded to the re-appointment of Shri Vinod Pillai (DIN: 00497620) as a Whole-time Director designated as Executive Director of the Company for a period of five years with effect from June 01, 2021 on the terms and conditions including remuneration as stated in the explanatory statement annexed to this notice with liberty to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary and alter the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Shri Vinod Pillai, subject to the same not exceeding the limits specified in schedule V and other applicable provisions, if any, of the act as amended from time to time.”

RESOLUTION NO. 07:

TO APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2022 (ORDINARY RESOLUTION):

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2022, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

11.09.2021

Sd/-
BISWAJIT CHOUDHURI
CHAIRMAN

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For Godawari Power and Ispat Limited


Company Secretary



ANNEXURE-02

EXPLANATORY STATEMENT TO THE NOTICE OF THE 22ND ANNUAL GENERAL MEETING IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Shri Abhishek Agrawal (DIN: 02434507) was re-appointed as Whole-time (Executive) Director of the company w.e.f. November 09, 2016 for a period of 5 (five) years i.e. up to November 08, 2021. His tenure of office as Whole-time (Executive) Director of the Company expires after November 08, 2021. Hence it is proposed to re-appoint Shri Abhishek Agrawal as Whole-time (Executive) Director for a further period of five years subject to approval of the shareholders of the Company and pursuant to the provisions of Section 196, 197 & 203 and Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and in accordance with the Articles of Association of the company and all other applicable provisions of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Shri Abhishek Agrawal as Whole time (Executive) Director of the company with effect from 09.11.2021 for a period of 5 (Five) years , i.e. upto 08.11.2026.

The Proposed remuneration shall be within the overall limit of Section 197 and Schedule V of the Companies Act, 2013.

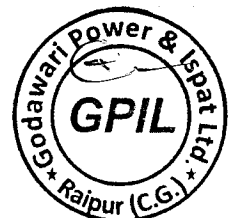
Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 25th May, 2021 has also decided to pay the remuneration payable to Shri Abhishek Agrawal as Whole-time (Executive) Director of the Company, pursuant to the provisions of Section 196, 197 & 203, Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and all other applicable provisions of the Act and subject to approval of the shareholders of the Company by way of Special Resolution as under:

Salary: Gross Salary in the scale of Rs.16,00,000 to Rs.30,00,000 Per Month;

Commission: In addition to the salary, the Whole-time Director would be entitled to such commission based on the net profits of the Company in any financial year not exceeding 1% (one percent) of such profits as the Nomination and Remuneration Committee shall decide, having regard to the performance of the Company.

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For Godawari Power and Ispat Limited


Company Secretary



Perquisites: The Whole time Director shall also be entitled to perquisites which would include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement and leave travel concession for self and family, club fees, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities in accordance with the Rules of the Company. The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

Others: Provision of car for use on Company's business, telephone and other communication facilities at residence would not be considered as perquisites.

Overall Limit: Provided that the remuneration payable to the appointee (including the salary, commission, perquisites, benefits and amenities) does not exceed the limits laid down in section 197 and computed in the manner laid down in section 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.

Minimum Remuneration: Where in any Financial Year, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration by way of salary, commission, incentives, bonus, perquisites and other allowance as a minimum remuneration subject to the limits specified under Section II & III of Part II of Schedule V to the Act (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Abhishek Agrawal himself, Mr. Siddharth Agrawal and Mr. Bajrang Lal Agrawal being relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No.6:

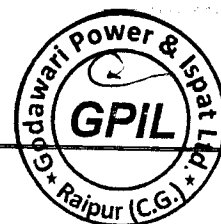
Shri Vinod Pillai (DIN: 00497620) was re-appointed as Whole-time (Executive) Director of the company w.e.f. 01.06.2016 for a period of 5 (five) years i.e. up to 30.05.2021. His tenure of office as Whole-time (Executive) Director of the Company expires after 30.05.2021. Hence it is proposed to re-appoint Shri Vinod Pillai as Whole-time (Executive) Director for a further period of five years subject to approval of the shareholders of the Company and pursuant to the provisions of Section 196, 197 & 203 and Schedule V (including any statutory modifications,

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For Godawari Power and Ispat Limited



Company Secretary



amendments or re-enactments thereto for the time being in force) and in accordance with the Articles of Association of the company and all other applicable provisions of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Shri Vinod Pillai as Whole time (Executive) Director of the company with effect from 01.06.2021 for a period of 5 (Five) years , i.e. upto 30.05.2026.

The Proposed remuneration shall be within the overall limit of Section 197 and Schedule V of the Companies Act, 2013.

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 25th May, 2021 has also decided to pay the remuneration payable to Shri Vinod Pillai as Whole time (Executive) Director of the Company, pursuant to the provisions of Section 196, 197 & 203, Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and all other applicable provisions of the Act and subject to approval of the shareholders of the Company by way of Special Resolution as under:

Salary: Gross Salary in the scale of Rs. 2,00,000 to Rs.3,00,000 Per Month.

Commission: In addition to the salary, the Whole-time Director would be entitled to such commission based on the net profits of the Company in any financial year not exceeding 1% (one percent) of such profits as the Nomination and Remuneration Committee shall decide, having regard to the performance of the Company.

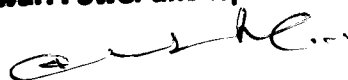
Perquisites: The Whole-time Director shall also be entitled to perquisites which would include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement and leave travel concession for self and family, club fees, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities in accordance with the Rules of the Company. The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

Others: Provision of car for use on Company's business, telephone and other communication facilities at residence would not be considered as perquisites.

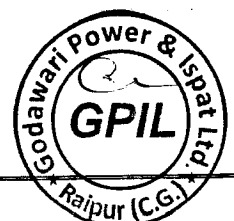
Overall Limit: Provided that the remuneration payable to the appointee (including the salary, commission, perquisites, benefits and amenities) does not exceed the limits laid down in section 197 and computed in the manner laid down in section 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.

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For Godawari Power and Ispat Limited



Company Secretary



Minimum Remuneration: Where in any Financial Year, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration by way of salary, commission, incentives, bonus, perquisites and other allowance as a minimum remuneration subject to the limits specified under Section II & III of Part II of Schedule V to the Act (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may prescribed by the Central Government from time to time as minimum remuneration.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Vinod Pillai himself is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the members.

Item No.7:

The Board, on the recommendation of the Audit Committee, has approved the reappointment and remuneration of M/s Sanat Joshi & Associates, Cost Auditors having Firm Registration No. 000506 to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2021 at a remuneration of Rs. 75,000/-.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be determined by the Shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for determination of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2022.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

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For Godawari Power and Ispat Limited



Company Secretary



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. Dinesh Agrawal	Mr. Siddharth Agrawal	Mr. Abhishek Agrawal	Mr. Vinod Pillai
Brief resume				
i) Age	50 years	40 years	37 years	53 years
ii) Qualification	Electrical Engineer	B.Com and MBA	Masters Degree in International Business from Leeds University, U.K.	Commerce Graduate
iii) Experience in specific functional area	Production and Marketing Activities	Project implementation, procurement of raw material, Plant maintenance, Production activities and marketing	Operations and General Management, Raw Material Procurement	Sales, General Administration, Liaisoning and Logistics
iv) Date of Appointment on the Board of the Company	21.09.1999	20.01.2018	09.11.2016	28.07.2009
Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 10 of the Notice convening AGM dated 01.07.2019 read with explanatory statement thereto	Since he is a Non-Executive Director, no terms of appointment were fixed.	As per the resolution at Item No. 5 of the Notice convening AGM dated 19.07.2021 read with explanatory statement thereto	As per the resolution at Item No. 6 of the Notice convening AGM dated 19.07.2021 read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	Rs. 192.00 Lakhs	NIL	Rs. 192.00 Lakhs	Rs.22.80 Lakhs
Remuneration / Sitting Fees proposed to be paid	In the slab of 18,00,000 to 30,00,000 per month along with other	NIL	In the slab of 16,00,000 to 30,00,000 per month along with	In slab of Rs. 200,000 to Rs.3,00,000 per month along with

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For Godawari Power and Ispat Limited

[Signature]
Company Secretary

	perquisites. Sitting Fee will not be paid.		other perquisites. Sitting Fee will not be paid.	other perquisites. Sitting Fee will not be paid.
Nature of expertise in specific functional areas	Over 25 years of experience and has been associated with the company's Ferro alloys and steel rolling units in the past	Under his able leadership, 50 MW Solar Thermal Power Project of Godawari Green Energy Limited (Subsidiary Company) was setup. In the past, he has looked after the project implementation, procurement of raw material, Plant maintenance, Production activities and marketing of finished goods of the Company.	Over a decade of experience in Operations and General Management and in procuring of Raw Material	Over 25 years of experience and plays a vital role in commissioning of new projects of Hira Group of Industries
Name(s) of other Listed entities in which the person holds the Directorship	NIL	NIL	NIL	NIL
*Chairman/Member of the Committee of the Board of Directors of the Company	NIL	NIL	1. Corporate Social Responsibility Committee 2. Risk Management Committee	1. Corporate Social Responsibility Committee
*Chairman/Member of the Committee of the Board of Directors of other	NIL	Corporate Social Responsibility Committee 1. Godawari Green Energy Limited	NIL	Audit Committee 1. Godawari Energy Limited 2. Hira Infra-Tek

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For Godawari Power and Ispat Limited


Company Secretary

Companies in which he is a Director.		Nomination and Remuneration Committee 1. Hira Infra-Tek Limited		Limited Nomination and Remuneration Committee 1.Hira Infra-Tek Limited
No. of Shares of Rs 10/- each held by the Directors	18,46,347	94,000	85,000	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	Not related to any Director / Key Managerial Personnel	Son of Mr. Bajrang Lal Agrawal, Managing Director and Brother of Mr. Abhishek Agrawal, Whole-Time Director of the Company and not related to any other Director/ KMP	Son of Mr. Bajrang Lal Agrawal, Managing Director and Brother of Mr. Siddharth Agrawal, 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	5/7	6/7	5/7	5/7

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 AGM. The consolidated Scrutinizer's Report was submitted by CS Brajesh R. Agrawal to the Company Secretary on 28.08.2021 and as per the said report all the resolutions have been passed. A copy of the said report attached herewith as **Annexure-03** and shall form an integral part of these minutes.

11.09.2021

Sd/-
BISWAJIT CHOUDHURI
CHAIRMAN

Note: Chairman has gone through the draft minutes and approved the same. He also given his consent to deem the said approved minutes to have been signed by him vide email dated 11.09.2021.

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For Godawari Power and Ispat Limited

[Signature]
Company Secretary





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

Type of Meeting: 22nd Annual General Meeting (AGM) of M/s. Godawari Power and Ispat Limited (the Company) held through Video Conferencing (VC)/ Other Audio-Visual Means (OVAM).

Day & Date of Meeting: Saturday, 28th August 2021

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 22nd Annual General Meeting (AGM) 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 AGM.

Reference: 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 Secretary, Raipur was appointed as the scrutinizer by the Board of Directors in their Board Meeting held on 25/05/2021 for scrutinizing remote e-voting and e-voting conducted during the 22nd Annual 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 22nd Annual General Meeting of the Company on 28-08-2021. I report as under:

1. The AGM notice dated 19/07/2021 as confirmed by the Company, was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those members whose email addresses are registered with the Company/RTA/ Depositories participants as on 16/07/2021. 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 and 02/2021 dated 13th January 2021 (collectively referred to as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021.
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 voting period for remote e-voting commenced on Wednesday, 25th August 2021 at 9.00AM (IST) and ended on Friday, 27th August 2021 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 AGM through VC, who had not casted their vote earlier.
5. The shareholders of the Company holding shares as on the "Cut-off date" i.e. 21st August 2021 were entitled to vote on the resolutions forming the part of the notice of AGM.
6. After the closure of e-voting at the AGM the report on e-voting done during the AGM and vote cast under remote e-voting facility prior to the AGM were unblocked and counted diligently. Since the meeting was conducted through VC/OAVM, there was no physical presence of the shareholders to vote physically in the meeting accordingly, no ballot box was kept.
7. I have scrutinized and reviewed the remote e-voting prior to the AGM and during the AGM 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 AGM on the resolutions forming the part of the Notice of AGM.



9. 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. 21st August, 2021 and as per the Register of Members of the Company.
10. My responsibility as the Scrutinizer for the remote e-voting is restricted to making a scrutinizers Report of the vote cast 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 and during the AGM in respect of the said resolutions: -

Resolution 01 - Ordinary Resolution

To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2021 along with the reports of the Board of Directors and Auditors thereon:

- (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 AGM	166	22528407	99.88
Total	166	22528407	99.88

- (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 AGM	03	26783	0.12
Total	03	26783	0.12

- (iii) Invalid votes

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



Resolution 02 - Ordinary Resolution

To appoint a Director in place of Mr. Dinesh Kumar Agrawal (DIN: 00479936), who retires by rotation and being eligible for reappointment, offers himself for reappointment:

(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 AGM	139	19080591	98.39
Total	139	19080591	98.39

(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 AGM	26	312294	1.61
Total	26	312294	1.61

(iii) Invalid votes

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

Resolution 03 - Ordinary Resolution

To appoint a Director in place of Mr. Siddharth Agrawal (DIN: 02180571), who retires by rotation and being eligible for reappointment, offers himself for reappointment:

(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 AGM	139	16072488	98.10
Total	139	16072488	98.10



(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 AGM	24	310744	1.90
Total	24	310744	1.90

(iii) Invalid votes

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

Resolution 04- Ordinary Resolution

Declaration of Final Dividend of Rs. 13.50/- per equity shares of Rs. 10/- each fully paid for the year 2020-21 in addition to the Interim Dividend of Rs. 5/- per equity share of Rs10/- each fully paid already paid.

(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 AGM	167	22444541	99.50
Total	167	22444541	99.50

(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 AGM	03	113780	0.50
Total	03	113780	0.50

(iii) Invalid votes

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



Resolution 05-Special Resolution

To approve the re-appointment of Shri Abhishek Agrawal (DIN: 02434507), as Whole Time Director of the Company for a period of five years with effect from 09th November, 2021:

(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 AGM	140	16016966	97.77
Total	140	16016966	97.77

(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 AGM	22	365711	2.23
Total	22	365711	2.23

(iii) Invalid votes

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

Resolution 06 -Special Resolution

To approve the re-appointment of Shri Vinod Pillai (DIN: 00497620), as Whole Time Director of the Company for a period of five years with effect from 01st June, 2021:

(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 AGM	146	22192580	98.38
Total	146	22192580	98.38



(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 AGM	22	365711	1.62
Total	22	365711	1.62

(iii) Invalid votes

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

Resolution 07-Ordinary Resolution

To approve the remuneration of the M/s.Sanat Joshi & Associates, Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2022 at a remuneration of Rs.75,000/-:

(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 AGM	163	22443800	99.49
Total	163	22443800	99.49

(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 AGM	07	114521	0.51
Total	07	114521	0.51

(iii) Invalid votes

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




11. I am pleased to inform you that all the Resolutions in item no. 1 to 7 of the notice dated 19/07/2021, have been duly passed with requisite majority.
12. Accordingly, you are requested to take on record the result of the remote e-voting and vote casted during the AGMs described above and declare the results.
13. The records relating to e-voting (Remote e-voting and E-voting during the AGM) containing details has been provided to the Company for safe keeping.

Thanking you.

Yours faithfully,

For, B R Agrawal & Associates
Practicing Company Secretary


(CS Brajesh R. Agrawal)
Proprietor
FCS 5771 | CP 5649
UDIN: F005771C000850065



Director/Company Secretary:
Authorized by Chairman



Y.C. Rao
Company Secretary
F-3679



Date: 28/08/2021

Place: Raipur