



HIRA

GODAWARI POWER & ISPAT



REF: GPIL/NSE & BSE/2019/ 3923

Date: 11.09.2019

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 – 400001
BSE Security Code: 532734

Dear Sir,

Sub: Submission of Minutes of the 20th Annual General Meeting (AGM).

Please find attached herewith the certified true copy of signed Minutes of the 20th AGM of the shareholders of Godawari Power and Ispat Limited held on 10th August, 2019 at Second Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh - 492001.

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 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

Companies Act, 2013 from bodies corporate covering 36,85,169 equity shares of Rs.10/- each, had been received and the same were laid on the table.

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

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

- a. Register of Directors and Key Managerial Persons and their shareholdings;
- b. Register of Contracts in which Directors are interested;
- c. Register of proxies along with the proxies received.
- d. Auditors' Report on the Financial Statements of the company for the year 2018-19;
- e. Secretarial Auditors' Report on the compliances of the applicable statutory provisions for the year ended 31.03.2019.

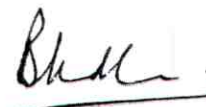
VOTING PROCESS: The Chairman explained the members about the voting process. He then informed the Members that pursuant to Section 108 of the Companies Act, 2013, the Company has provided remote e-voting facility as an alternate for the Shareholders of the Company to enable them to cast their votes electronically between 07.08.2019 (9:00 am) and ends on 09.08.2019 (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 Chairman further informed that those Members who had not cast their vote through e-voting process were provided Ballot Papers to cast vote on Poll. CS Brajesh R Agrawal, Practicing Company Secretary was appointed as the Scrutinizer for the Poll process also.

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

The Chairman then introduced all other Directors present in the meeting to the shareholders and stated that all the Directors were present at the meeting and thereafter, he read his speech.

The Chairman then gave an overview of the Financial Performance of the company for the Financial Year ended 31.03.2019 and its future outlook and thereafter, took up the official business of the meeting chronologically:-



ITEM NO. 1: ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019:

The Chairman took up the first agenda and stated that the printed copies of the Financial Statements of the company have been circulated to all the shareholders along with the Notice.

With the consent of all the members present the Director's Report along with Annexures thereto and the Financial Statements for the Financial Year ended 31st March, 2019 were taken as read.

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

The Chairman then invited queries, if any, on the Financial Statements of the Company from the members present. However no queries were raised.

The Chairman then advised members to propose and second the resolution.

Mr. Baban Tamrakar, Proposed and Mr. Kuldeep Kumar Kashyap, Seconded the following Resolution to be passed as an Ordinary Resolution for item no. 1 of the Notice pertaining to adoption of Financial Statements for the financial year ended 31st March, 2019 and reports of the Auditors and Directors thereon.

The Chairman then put the following Resolution into motion:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements comprising of Balance Sheet as on 31st March, 2019 and the Profit and Loss Account for the year ended on 31st March, 2019 together with Directors' and Auditor's Reports thereon be and are hereby considered and adopted."

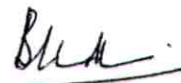
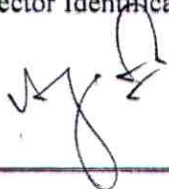
ITEM NO. 2: RE- APPOINTMENT OF MR. SIDDHARTH AGRAWAL WHO RETIRES BY ROTATION

The Chairman then took up the second agenda and stated that Mr. Siddharth Agrawal having Director Identification Number 02180571 retires by rotation and being eligible for re-appointment it was proposed to re-appoint him as Director of the company.

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

The Chairman then advised members to propose and second the resolution.

Mrs. Savita Tiwari , Proposed and Mr. Kamlesh Tembhare seconded the following Resolution to be passed as Ordinary Resolution for item no. 2 of the Notice pertaining to re-appoint Mr. Siddharth Agrawal having Director Identification Number 02180571 on the Board of the company.



The Chairman then put the following Resolution into motion:

"RESOLVED THAT Mr. Siddharth Agrawal having Director Identification Number 02180571, who retires by rotation, being eligible for re-appointment be and is hereby reappointed as Director of the Company ".

ITEM NO. 3: RE-APPOINTMENT OF MR. BISWAJIT CHOUDHURI (DIN: 00149018) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:

Being interested in the next resolution concerning his re-appointment for the second term of five years, Mr. Biswajit Choudhuri requested the members to appoint any other Director present to chair the meeting for consideration of this Agenda. Accordingly the members present elected Mr. B.L. Agrawal, Managing Director of the Company to chair the meeting for this Agenda. Mr. B.L. Agrawal then took up the third agenda related to Re-appointment of Mr. Biswajit Choudhuri (DIN: 00149018) as an Independent Director.

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

The Chairman then advised members to propose and second the resolution.

Mr. Mohit Chande, Proposed and Mr. Manish Bohra, seconded the following Resolution to be passed as Special Resolution for item no.3 of the Notice pertaining to re-appointment of Mr. Biswajit Choudhuri as an Independent Director.

The Chairman then put the following Resolution into motion:

"RESOLVED THAT

(a) pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Biswajit Choudhuri (DIN: 00149018), who was appointed as an Independent Non-Executive Director and holds office as such up to the conclusion of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and being eligible for re-appointment and in respect of whom a written notice has been received under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Non-Executive Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company upto the conclusion of the Annual General Meeting to be held in the Calendar Year 2024, not liable to retire by rotation.

(b) Pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Mr. Biswajit Choudhuri to continue to hold office of Independent Director for second term of 5 years in spite of his age being more than 75 years."



Mr. B.L. Agrawal, then requested Mr. Biswajit Choudhuri to be the chairman for remaining business of the meeting.

ITEM NO. 4: RE-APPOINTMENT OF MR. BHRIGU NATH OJHA (DIN: 02282594) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:

The Chairman then took up the fourth agenda related to Re-appointment of Mr. Bhriгу Nath Ojha (DIN: 02282594) as an Independent Director.

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

The Chairman then advised members to propose and second the resolution.

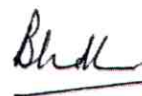
Miss Niharika Verma, Proposed and Mr. Vivek Agrawal, seconded the following Resolution to be passed as Special Resolution for item no.4 of the Notice pertaining to re-appointment of Mr. Bhriгу Nath Ojha as an Independent Director.

The Chairman then put the following Resolutions into motion:

“RESOLVED THAT

(a) Pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Bhriгу Nath Ojha (DIN: 02282594), who was appointed as an Independent Non-Executive Director and holds office as such up to the conclusion of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and being eligible for re-appointment and in respect of whom a written notice has been received under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Non-Executive Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company upto the conclusion of the Annual General Meeting to be held in the Calendar Year 2024, not liable to retire by rotation.

(b) Pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Mr. Bhriгу Nath Ojha to continue to hold office of Independent Director for second term of 5 years in spite of his age being more than 75 years.”



ITEM NO. 5 RE-APPOINTMENT OF MR. SHASHI KUMAR (DIN: 00116600) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:

The Chairman then took up the fifth agenda related to Re-appointment of Mr. Shashi Kumar (DIN: 00116600) as an Independent Director.

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

The Chairman then advised members to propose and second the resolution.

Mr. Abhishek Agrawal, Proposed and Mr. N. U. Bhaskar, seconded the following Resolution to be passed as Special Resolution for item no. 5 of the Notice pertaining to re-appointment of Mr. Shashi Kumar as an Independent Director.

The Chairman then put the following Resolution into motion:

“RESOLVED THAT

(a) Pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shashi Kumar (DIN: 00116600), who was appointed as an Independent Non-Executive Director and holds office as such up to the conclusion of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and being eligible for re-appointment and in respect of whom a written notice has been received under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Non-Executive Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company upto the conclusion of the Annual General Meeting to be held in the Calendar Year 2024, not liable to retire by rotation.

(b) Pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Mr. Shashi Kumar to continue to hold office of Independent Director notwithstanding that he will be attaining the age of 75 years before expiry of his second term of 5 years.”



ITEM NO. 6 RE-APPOINTMENT OF MR. HARISHANKAR KHANDELWAL (DIN: 00330891) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:

The Chairman then took up the sixth agenda related to Re-appointment of Mr. Harishankar Khandelwal (DIN: 00330891) as an Independent Director.

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

The Chairman then advised members to propose and second the resolution.

Mr. Satyanarayan Agrawal, Proposed and Mr. Siddharth Agrawal, seconded the following Resolution to be passed as Special Resolution for item no. 6 of the Notice pertaining to re-appointment of Mr. Harishankar Khandelwal as an Independent Director.

The Chairman then put the following Resolution into motion:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Harishankar Khandelwal (DIN: 00330891), who was appointed as an Independent Non-Executive Director and holds office as such up to the conclusion of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and being eligible for re-appointment and in respect of whom a written notice has been received under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is 3 hereby re-appointed as an Independent Non-Executive Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company upto the conclusion of the Annual General Meeting to be held in the Calendar Year 2024, not liable to retire by rotation.”

ITEM NO. 7 RE-APPOINTMENT OF MS BHAVNA GOVINDBHAI DESAI (DIN: 06893242) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:

The Chairman then took up the seventh agenda related to Re-appointment of Ms Bhavna Govindbhai Desai (DIN: 06893242) as an Independent Director.

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

The Chairman then advised members to propose and second the resolution.

Mr. Siddharth Agrawal, Proposed and Mr. Vivek Agrawal, seconded the following Resolution to be passed as Special Resolution for item no. 7 of the Notice pertaining to re-appointment of Ms Bhavna Govindbhai Desai as an Independent Director.



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The Chairman then put the following Resolution into motion:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms Bhavna Govindbhai Desai (DIN: 06893242), who was appointed as an Independent Women Non-Executive Director and holds office as such up to the conclusion of this Annual General Meeting and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and being eligible for re-appointment and in respect of whom a written notice has been received under Section 160 of the Act, from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Women Non-Executive Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company upto the conclusion of the Annual General Meeting to be held in the Calendar Year 2024, not liable to retire by rotation.

ITEM NO.8 REVISION IN REMUNERATION OF MR.BAJRANG LAL AGRAWAL (DIN: 00479747) MANAGING DIRECTOR:

The Chairman then took up the eighth agenda related to revision in the Remuneration of Mr. Bajrang Lal Agrawal.

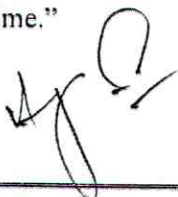
The Chairman then invited queries if any from the members present. However no queries were raised.

The Chairman then advised members to propose and second the resolution.

Mr. Rajesh Kumar, Proposed and Mr. Satyanarayan Agrawal, seconded the following Resolution to be passed as Special Resolution for item no. 8 of the Notice pertaining to revision in remuneration of Mr. Bajrang Lal Agrawal as Managing Director.

The Chairman then put the following Resolution into motion:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification, amendments or re-enactments thereof for the time being in force) and such other approvals, permissions and sanctions consent of the Company, be and is hereby accorded for revision of remuneration payable to Mr. Bajrang Lal Agrawal (DIN: 00479747), Managing Director of the Company, as detailed in the statement forming part of 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, 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.”



any statutory modification, amendments or re-enactments thereof for the time being in force) and such other approvals, permissions and sanctions consent of the Company be and is hereby accorded for revision of remuneration payable to Mr. Dinesh Kumar Agrawal (DIN: 00479936), Whole-Time Director of the Company as detailed in the statement forming part of 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, 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."

ITEM NO.11 REVISION IN REMUNERATION OF MR.VINOD PILLAI (DIN: 00497620) WHOLE- TIME DIRECTOR:

The Chairman then took up the eleventh agenda related to revision in the Remuneration of Mr. Vindo Pillai.

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

The Chairman then advised members to propose and second the resolution.

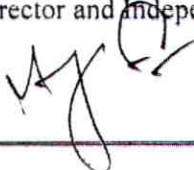
Mr. Abhishek Agrawal, Proposed and Mr. Kumar Agrawal, seconded the following Resolution to be passed as Special Resolution for item no. 11 of the Notice pertaining to revision in remuneration of Mr. Vinod Pillai as Whole Time Director.

The Chairman then put the following Resolution into motion:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification, amendments or re-enactments thereof for the time being in force) and such other approvals, permissions and sanctions consent of the Company be and is hereby accorded for revision of remuneration payable to Mr. Vinod Pillai (DIN: 00497620), Whole- Time Director of the Company as detailed in the statement forming part of 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, 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."

ITEM NO.12 APPROVAL OF THE COMMISSION PAYABLE TO NON-EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS:

Being interested in the next resolution for payment of commission to non-executive and independent Directors, Mr. Biswajit Choudhuri requested the members to appoint any other Director present to chair the meeting for consideration of this Agenda. Accordingly the members present elected Mr. B.L. Agrawal, Managing Director of the Company to chair the meeting for this Agenda. Mr. B.L. Agrawal then took up the twelfth agenda related to approval of the Commission Payable to Non-Executive Director and Independent Directors.



ITEM NO.9 REVISION IN REMUNERATION OF MR.ABHISHEK AGRAWAL (DIN: 02434507) WHOLE-TIME DIRECTOR:

The Chairman then took up the ninth agenda related to revision in the Remuneration of Mr. Abhishek Agrawal.

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

The Chairman then advised members to propose and second the resolution.

Mrs. Savita Tiwari, Proposed and Mr. Sunand Sarkar, seconded the following Resolution to be passed as Special Resolution for item no. 9 of the Notice pertaining to revision in remuneration of Mr. Abhishek Agrawal as Whole Time Director.

The Chairman then put the following Resolution into motion:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification, amendments or re-enactments thereof for the time being in force) and such other approvals, permissions and sanctions consent of the Company be and is hereby accorded for revision of remuneration payable to Mr. Abhishek Agrawal (DIN: 02434507), Whole- Time Director of the Company as detailed in the statement forming part of 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, 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.”

ITEM NO.10 REVISION IN REMUNERATION OF MR. DINESH KUMAR AGRAWAL (DIN: 00479936) WHOLE- TIME DIRECTOR:

The Chairman then took up the tenth agenda related to revision in the Remuneration of Mr. Dinesh Kumar Agrawal.

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

The Chairman then advised members to propose and second the resolution.

Mr. Hemant Pujara, Proposed and Miss. Samina Ali, seconded the following Resolution to be passed as Special Resolution for item no. 10 of the Notice pertaining to revision in remuneration of Mr. Dinesh Kumar Agrawal as Whole Time Director.

The Chairman then put the following Resolution into motion:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including

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

The Chairman then advised members to propose and second the resolution.

Mr. Abhishek Agrawal, Proposed and Mr. Siddharth Agrawal, seconded the following Resolution to be passed as Special Resolution for item no. 12 of the Notice pertaining to approve the commission payable to Non-Executive Directors and Independent Directors.

The Chairman then put the following Resolution into motion:

“RESOLVED THAT pursuant to provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modifications or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to such conditions, modifications, as may be prescribed or imposed by any of the authorities in granting such approvals permissions and sanctions and approval of the Board of Directors, approval of the Company be and is hereby accorded for payment of such sum by way of commission to its Non Executive Directors and Independent Directors, as the Board may determine from time to time, but not exceeding 1% of Net Profit of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, in addition to sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof, for a period of 5 years commencing from 01st April, 2019.”

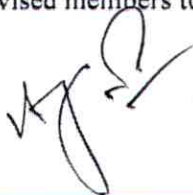
Mr. B.L. Agrawal, then requested Mr. Biswajit Choudhuri to be the chairman for remaining business of the meeting.

ITEM NO.13 TO APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2020:

The Chairman then took up the Thirteenth agenda and stated that 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 March 31, 2020 at a remuneration of Rs.75000/- He further stated that 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 ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 13 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

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

The Chairman then advised members to propose and second the resolution.



Mr. Mohit Chande, proposed and Mr. N.U. Bhaskar, seconded the following resolution to be passed as Ordinary Resolution for item no. 13 of the Notice pertaining to fixation of remuneration of M/s Sanat Joshi & Associates as Cost Auditors for the year 2019-20.

The Chairman then put the following resolutions into motion:

“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 5 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, 2020, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

ITEM NO.14 TO CONSIDER AND DETERMINE THE FEES FOR DELIVERY OF ANY DOCUMENT THROUGH A PARTICULAR MODE OF DELIVERY TO A MEMBER:

The Chairman then took up the Fourteenth agenda to consider and determine the fees for delivery of any document through a particular mode of delivery to a member.

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

The Chairman then advised members to propose and second the resolution.

Miss Samina Ali, proposed and Mr. B. Gopal Rao, seconded the following resolution to be passed as Ordinary Resolution for item no. 14 of the Notice pertaining to consider and determine the fees for delivery of any document through a particular mode of delivery to a member

The Chairman then put the following resolutions into motion:

“RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company may serve documents on its members, by sending the document(s) that he/ she is entitled to receive as a member under the Act, by post/ registered post/ speed post/ courier or such electronic or other particular mode as may be prescribed by such member.”

“RESOLVED FURTHER THAT the Company shall charge such fees which shall not be more than the amount charged by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode and the member shall pay the estimated fees for such delivery, in advance before the dispatch of the said document.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.



Copy of the Explanatory Statement is annexed herewith as Annexure 1 which shall form an integral part of these minutes

VOTING BY POLL:

The Chairman suo moto announced poll to be taken from all the members present in the meeting who had not exercised their votes through e-voting and that the poll would be taken upto 12.25 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.


B.L. AGRAWAL
CO-CHAIRMAN


BISWAJIT CHOUDHURI
CHAIRMAN

05.09.2019



ANNEXURE 1

EXPLANATORY STATEMENT TO THE NOTICE OF THE 20th ANNUAL GENERAL MEETING IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 3, 4, 5, 6 and 7:

Mr. Biswajit Choudhuri (DIN: 00149018), Mr. Bhrigu Nath Ojha (DIN: 02282594), Mr. Shashi Kumar (DIN: 00116600), Mr. Harishankar Khandelwal (DIN: 00330891) and Ms. Bhavna Govindbhai Desai (DIN: 06893242) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Section 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors of the Company, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai, as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai, would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai, as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1) (b) of Listing Regulations.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai, are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.



The Company has received notices in writing from members under Section 160 of the Act proposing the candidature of Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai, for the office of Independent Directors of the Company.

The Company has also received declarations from Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai, that they meet with the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and under Regulation 16 (1) (b) of Listing Regulations.

Further the approval from the members of the Company at the Extra Ordinary General Meeting held on 26th March, 2019 was obtained for continuation of Directorship beyond the age of seventy five (75) years of Mr. Biswajit Choudhuri and Mr. Bhrigu Nath Ojha, pursuant to the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

In the opinion of the Board, Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai fulfill the conditions for appointment as Independent Directors and are independent of the management as specified in the Act and the Listing Regulations.

Details of Directors, whose re-appointment as Independent Directors is proposed at Item Nos. 3,4,5,6 and 7, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India (SS-2).

Copies of the draft letters of appointment of Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai, setting out the terms and conditions of appointment are available for inspection by the members at the Registered Office of the Company.


Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai are interested in the resolutions set out respectively at Item Nos. 3,4,5,6 and 7 of the Notice with regard to their respective re-appointments.

The relatives of Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Special Resolutions set out at Item Nos. 3,4,5,6 and 7 of the Notice for approval by the members.



Item No. 8

Mr. Bajrang Lal Agrawal, was re-appointed as Managing Director of the Company w.e.f. 12th August, 2015 for a period of 5 (five) years.

The Board of Directors approved the proposal as recommended by the Nomination and Remuneration Committee to revise his remuneration 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: In the scale of Rs. 20,00,000/- to Rs. 40,00,000/- per month with retrospective effect from 01st April, 2019.

Perquisites and Other benefits:

1. Company's contribution to provident fund and superannuation fund: As per the rules of the Company.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
3. Encashment of earned leave at the end of the tenure.
4. Leave travel concession: Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

The aggregate remuneration inclusive of salary, bonus, incentive, perquisites and other benefits payable to him shall always be subject to the overall ceilings laid down in Section 196 and 197 and other applicable provision of the Act.

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.

Details of variation of terms of remuneration of Director as specified in SS-2 is provided in **Annexure** to the notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Bajrang Lal Agrawal himself, Mr. Siddharth Agrawal and Mr. Abhishek Agrawal being relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.



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Item No. 9:

Mr. Abhishek Agrawal, was re-appointed as Whole-Time Director of the Company w.e.f. 28th May, 2016 for a period of 5 (five) years.

The Board of Directors approved the proposal as recommended by the Nomination and Remuneration Committee to revise his remuneration 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: In the scale of Rs. 18,00,000/- to Rs. 30,00,000/- per month with retrospective effect from 01st April, 2019.

Perquisites and Other benefits:



1. Company's contribution to provident fund and superannuation fund: As per the rules of the Company.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
3. Encashment of earned leave at the end of the tenure.
4. Children Education Allowance; In case of children studying in or outside India, an allowance limited to a maximum of Rs. 12000 per month per child or actual expenses incurred, whichever is less. Such allowance is admissible upto a maximum of two children.
5. Holiday passage for children studying outside India or family staying abroad; Return holiday passage once in a year by economy class or once in two years by first class to children and to the member of the family from the place of their study or stay abroad to India, if they are not residing in India, with the managerial person.
6. Leave travel concession: Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

The aggregate remuneration inclusive of salary, bonus, incentive, perquisites and other benefits payable to him shall always be subject to the overall ceilings laid down in Section 196 and 197 and other applicable provision of the Act.

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.

Details for variation of terms of remuneration of Director as specified in SS-2 is provided in **Annexure** to the notice.



None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Abhishek Agrawal himself, Mr. Bajrang Lal Agrawal and Mr. Siddharth Agrawal being relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

Item No. 10:

Mr. Dinesh Agrawal, was re-appointed as Whole Time Director of the Company w.e.f. 11th August, 2017 for a period of 5 (five) years.

The Board of Directors approved the proposal as recommended by the Nomination and Remuneration Committee to revise his remuneration 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: In the scale of Rs. 18, 00,000/- to Rs. 30, 00,000/- per month with retrospective effect from 01st April, 2019.

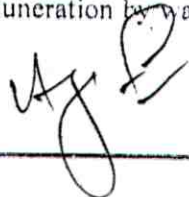
Perquisites and Other benefits:

1. Company's contribution to provident fund and superannuation fund: As per the rules of the Company.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
3. Encashment of earned leave at the end of the tenure.
4. Children Education Allowance; In case of children studying in or outside India, an allowance limited to a maximum of Rs. 12000 per month per child or actual expenses incurred, whichever is less. Such allowance is admissible upto a maximum of two children.
5. Holiday passage for children studying outside India or family staying abroad; Return holiday passage once in a year by economy class or once in two years by first class to children and to the member of the family from the place of their study or stay abroad to India, if they are not residing in India, with the managerial person.
6. Leave travel concession: Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

The aggregate remuneration inclusive of salary, bonus, incentive, perquisites and other benefits payable to him shall always be subject to the overall ceilings laid down in Section 196 and 197 and other applicable provision of the Act.

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

Details of variation of terms of remuneration of Director as specified in SS-2 is provided in **Annexure** to the notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Dinesh Agrawal himself, is concerned or interested, financial or otherwise, in the resolution set out at Item No.10.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the members.

Item No. 11:

Mr. Vinod Pillai, was re-appointed as Whole Time Director of the Company w.e.f. 01st June, 2016 for a period of 5 (five) years.

The Board of Directors approved the proposal as recommended by the Nomination and Remuneration Committee to revise his remuneration 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: In the scale of Rs. 1, 90,000/- to Rs. 2,50,000/- per month with retrospective effect from 01st April, 2019.

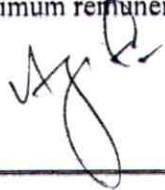
Perquisites and Other benefits:

1. Company's contribution to provident fund and superannuation fund: As per the rules of the Company.
2. Encashment of earned leave at the end of the tenure.
3. Leave travel concession: Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

The aggregate remuneration inclusive of salary, bonus, incentive, perquisites and other benefits payable to Mr. Vinod Pillai, shall always be subject to the overall ceilings laid down in Section 196 and 197 and other applicable provision of the Act.

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.

Details for variation of terms of remuneration of Director as specified in SS-2 is provided in **Annexure** to the notice.

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.11.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the members.

Item No. 12:

By the valued contribution made by the Non Executive Directors and Independent Directors through their active participation in the meetings of the Board and its Committees, the Company has been progressing over the years. These Directors are required to devote considerable time to provide and lay down the policies and guidelines to carry on the business competitively.

The Non Executive Directors and Independent Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, corporate strategy, information systems and finance and in business, management and administration, which has led to sound decisions.

In accordance with the provisions of Section 197 (1) (ii) (A) of the Act and Listing Regulations, remuneration by way of commission upto 1% of the net profits may be paid to the Non Executive Directors and Independent Directors, subject to the approval of shareholders.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No.12 of the Notice for approval of commission payable to the Non Executive and Independent Directors.

Mr. Siddharth Agrawal and Mr. Dinesh Gandhi Non-Executive Directors and Mr. Biswajit Choudhuri, Mr. Bhrigu Nath Ojha, Mr. Shashi Kumar, Mr. Harishankar Khandelwal and Ms. Bhavna Govindbhai Desai, Independent Directors of the Company, are concerned or interested financially in the resolution.

Except, Mr. Bajrang Lal Agrawal and Mr. Abhishek Agrawal, being relatives of Mr. Siddharth Agrawal, no other Directors or KMP of the Company or their relatives are, in any way, concerned with or interested in, financially or otherwise, in the resolution set out at Item No. 12.

The Board recommends the Special Resolution set out at Item No. 12 of the Notice for approval by the members.



Item No.13:

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, 2020 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. 13 of the Notice for determination of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2020.

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. 13. The Board recommends the Ordinary Resolution set out at Item No. 13 of the Notice for approval by the members.

Item No. 14:

As per the provisions of Section 20 of the Act a document may be served on any member by sending it to him by Post/ Registered Post/ Speed Post/ Courier or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting.

Further, listed companies are required to send financial statements:

- (a) by electronic mode to such members whose shareholding is in Demat form and whose E-mail IDs are registered with Depository for communication purposes;
- (b) where Shareholding is held otherwise than by Demat form, to such members who have positively consented in writing for receiving by electronic mode; and
- (c) by dispatch of physical copies through any recognized mode of delivery as specified under Section 20 of the Act, in all other cases.

Therefore, to enable the members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document including financial statement, in a particular mode, as mentioned in the resolution.

Since the Act requires the fees to be determined in the Annual General Meeting, the Directors accordingly recommends the Ordinary Resolution at Item No. 14 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the accompanying Notice.



ANNEXURE

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):

A.	Name	Mr. Biswajit Choudhuri	Mr. Bhrigu Nath Ojha	Mr. Shashi Kumar
B.	Brief resume			
	i) Age	77	75	72
	ii) Qualification	B.Tech (Hons), Fellow Member of ICWAI	Bachelor of Electrical Engineering	B.Sc. (Hons.) graduated in Mining Engineering
	iii) Experience in specific functional area	Engineering, Banking and Finance, Management	Power Sector	Mining and Power sector
	iv) Date of Appointment on the Board of the Company	25.09.2007	14.06.2008	25.09.2007
C.	Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 3 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto	As per the resolution at Item No. 4 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto	As per the resolution at Item No. 5 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto
D.	Remuneration last drawn (including sitting fees for FY 2018-19, if any)	Rs. 10.60 Lakhs	Rs. 9.75 Lakhs	Rs. 9.20 lakhs
E.	Remuneration proposed to be paid	Sitting Fees & Commission shall be paid within the prescribed limits laid under the Companies Act, 2013	Sitting Fees & Commission shall be paid within the prescribed limits laid under the Companies Act, 2013	Sitting Fees & Commission shall be paid within the prescribed limits laid under the Companies Act, 2013
F.	Nature of expertise in specific functional	More than five decades of experience in Engineering,	Over four decades of experience in Power	Over four decades of rich experience in



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	areas	Banking, Finance and Management	sector.	mining sector.
G.	Name(s) of other Listed entities in which the person holds the Directorship	Ludlow Jute & Specialities Limited	NIL	NIL
H.	*Chairman/Member of the Committee of the Board of Directors of the Company	1. Audit Committee* 2. Risk Management Committee* 3. Nomination and Remuneration Committee 4. Stakeholders Relationship committee	1. Stakeholders Relationship Committee* 2. Audit Committee 3. Risk Management Committee 4. Nomination and Remuneration Committee	1. Nomination and Remuneration Committee* 2. Corporate Social Responsibility Committee* 3. Risk Management Committee
I.	*Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	Audit Committee 1. Ludlow Jute & Specialities Ltd.* 2. Hindusthan Engineering & Industries Limited* 3. Hira Ferro Alloys Limited* Stakeholders Relationship Committee 1. Hira Ferro Alloys Limited 2. Hindusthan Engineering & Industries Limited* CSR Committee Hira Ferro Alloys Limited* Hindusthan Engineering & Industries Limited Nomination And Remuneration Committee 1. Ludlow Jute and	Audit Committee 1. Hira Ferro Alloys Limited 2. Godawari Green Energy Limited 3. Ardent Steel Limited* Stakeholders Relationship Committee 1. Hira Ferro Alloys Limited CSR Committee 1. Ardent Steel Limited 2. Godawari Green Energy Limited* Nomination and Remuneration Committee 1. Ardent Steel Limited* 2. Godawari Green Energy Limited* 3. Hira Ferro Alloys Limited*	NIL



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		Specialties Limited* 2.Hira Ferro Alloys Limited* 3.Hindustan Engineering & Industries Limited*		
J.	No. of Shares of Rs 10/- each held by the Directors	NIL	NIL	NIL
K.	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	None	None	None
L.	No. of Board Meetings held/ attended during the year	4/4	4/3	4/4

A.	Name	Mr. Harishankar Khandelwal	Ms. Bhavna Govindbhai Desai	Mr. Siddharth Agrawal
B.	Brief resume			
C.	i) Age	55	56	38
	ii) Qualification	Chartered Accountant	Bachelor in Commerce	B.Com and MBA
	iii) Experience in specific functional area	Accounts, finance and project planning	Shares and Security market activities	Project implementation, procurement of raw material, Plant maintenance, Production activities and marketing
	iv) Date of Appointment on the Board of the	11.08.2012	09.08.2014	27.02.2018

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	Company			
D.	Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 6 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto	As per the resolution at Item No. 7 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto	Since he is a Non-Executive Director, no terms of appointment were fixed.
E.	Remuneration last drawn (including sitting fees, if any)	Rs. 9.55 Lakhs	Rs. 9.10 Lakhs	NIL
F.	Remuneration / Sitting Fees proposed to be paid	Sitting Fees & Commission shall be paid within the prescribed limits laid under the Act	Sitting Fees & Commission shall be paid within the prescribed limits laid under the Act	NIL
G.	Nature of expertise in specific functional areas	Over 25 years of experience in the field of Corporate Planning and Strategy, Financial Analysis, Accounts & Auditing, Taxation, Costing /Budgeting, Finance, Business Development and Administration	Over two decades of experience in shares and security market activities. She was associated as a partner with a firm M/s G. B. Desai which is engaged in the business of dealing with securities.	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.
H.	Name(s) of other Listed entities in which the person holds the Directorship	NIL	NIL	NIL

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I.	*Chairman/Member of the Committee of the Board of Directors of the Company	1. Audit Committee	1. Audit Committee 2. Stakeholders Relationship Committee	NIL
J.	*Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	NIL	Audit Committee 1. Chettinad Cement Corporation Private Limited 2. Godawari Green Energy Limited 3. Ardent Steel Limited	Corporate Social Responsibility Committee 1. Godawari Green Energy Limited Nomination and Remuneration Committee 2. Hira Infra Tek Limited
K.	No. of Shares of Rs 10/- each held by the Directors	1500	250000	94000
L.	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	None	None	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
M.	No. of Board Meetings held/ attended during the year	4/4	4/4	4/3

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Particulars of Directors seeking variation in terms of remuneration (In Pursuance of SS-2):

A.	Name	Mr. Bajrang Lal Agrawal	Mr. Abhishek Agrawal	Mr. Dinesh Kumar Agrawal	Mr. Vinod Pillai
B.	Brief resume				
C.	i) Age	65	35	48	51
	ii) Qualification	Electronic Engineer	Masters Degree in International Business from Leeds University, U.K.	Electronic Engineer	Commerce graduate
	iii) Experience in specific functional area	Strategic Planning, Project Planning, Production activities.	Operations and General Management. Raw Material Procurement	Production and Marketing activities	Sales, Administration, Liaisoning and Logistics
	iv) Date of Appointment on the Board of the Company	17.08.2002	09.11.2016	21.09.1999	28.07.2009
D.	Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 8 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto	As per the resolution at Item No. 9 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto	As per the resolution at Item No. 10 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto	As per the resolution at Item No. 11 of the Notice convening Annual General Meeting dated 01.07.2019 read with explanatory statement thereto
E.	Remuneration last drawn (including sitting fees, if any) (per annum)	Rs. 216.00 Lakhs	Rs. 180.00 Lakhs	Rs. 180.00 Lakhs	Rs. 21.60 Lakhs



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F.	Remuneration / Sitting Fees proposed to be paid (per month)	In the slab of Rs. 20,00,000 to Rs. 40,00,000 along with other perquisites. Sitting Fee will not be paid.	In the slab of Rs. 18,00,000 to Rs. 30,00,000 along with other perquisites. Sitting Fee will not be paid.	In the slab of Rs. 18,00,000 to Rs. 30,00,000 along with other perquisites. Sitting Fee will not be paid.	In the slab of Rs. 1,90,000 to Rs. 2,50,000 along with other perquisites. Sitting Fee will not be paid.
G.	Nature of expertise in specific functional areas	Over four decades of experience in Production activities	Over a decade of experience in Operations and General Management and in procuring of Raw Material	Over 25 years of experience and has been associated with the company's Ferro alloys and steel rolling units in the past	Over 25 years of experience and plays a vital role in commissioning of new projects of Hira Group of Industries
H.	Name(s) of other Listed entities in which the person holds the Directorship	NIL	NIL	NIL	NIL
I.	*Chairman/Member of the Committee of the Board of Directors of the Company	1. Risk Management Committee	1. Corporate Social Responsibility Committee 2. Risk Management Committee	NIL	1. Corporate Social Responsibility Committee
J.	*Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	NIL	NIL	NIL	Audit Committee 1. Godawari Energy Limited 2. Hira Infra-Tek Limited Nomination and Remuneration Committee 1. Hira Infra-Tek Limited
K.	No. of Shares of Rs 10/- each held by the	17,31,398	85,000	18,46,347	NIL



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	Directors				
L.	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	Father of Mr. Abhishek Agrawal, Whole Time Director of the Company and Mr. Siddharth Agrawal, Director 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	None	None
M.	No. of Board Meetings held/ attended during the year	4/4	4/4	4/3	4/4

REPORT OF THE SCRUTINIZER:

CS Brajesh R Agrawal has scrutinized the votes casted through ballot/Poll Paper at the AGM 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 10.08.2019 and as per the said report all the resolutions have been passed. A copy of the said report attached herewith as Annexure 2, shall form an integral part of these minutes.


B.L. AGRAWAL
CO-CHAIRMAN


BISWAJIT CHOUDHURI
CHAIRMAN

05.09.2019





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

ANNEXURE-2

To
The Chairman
20th Annual General Meeting of the Shareholders of
Godawari Power and Ispat Limited
Held on 10th August 2019 at 11:30AM

Subject: Scrutinizer's Report- combined report one-voting and poll process

Ref: Godawari Power and Ispat Limited (CIN: L27106CT1999PLC013756)
20th Annual General Meeting held on 10th August 2019 at 11:30AM (the
AGM)

Dear Sir,

I, the undersigned, was appointed as scrutinizer vide Board Resolution dated 30.04 2019 to act as such for e-voting and poll in the AGM in respect of the resolutions proposed to be passed in the 20th Annual General Meeting, to seek approval of the holders of equity shares passing of the 4 (Four) ordinary resolutions and 10 (Ten) special resolutions.

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 e-voting and poll process of the AGM. At the request of the management, I hereby submit my combined report on e-voting and poll as under:

1. The Company had completed the dispatch of notice to its members on or before 16th July, 2019 through courier, whose e-mail ID was not registered with the Company or its Registrar and Transfer Agent (RTA) or Depositories and sent an e-mail through Link Intime India Private Limited (LIPL) along with the details of login ID etc. to its members, whose email ID was registered with the Company or its RTA Depositories as on cut-off date i.e. 30th June 2019.



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2. Total shareholders of the Company as on the cut-off date (i.e.30.06.2019) for dispatch of notice were 19655 (Nineteen thousand six hundred and fifty five only). Total shareholder of the Company as on the cut-off date (i.e.03.08.2019) for the voting were 19237 (Nineteen thousand and Two hundred and Thirty Seven only).
3. The shareholders of the Company had option to vote on resolutions either in the AGM through the physical ballot forms or through remote e-voting facility. Shareholders opting for e-voting facility casted their votes on the designated website <https://instavote.linktime.co.in>.
4. All votes casted electronically through e-voting services provided by LI IPL from Wednesday, 07.08.2019 at 09:00 AM (IST) up to Friday, 09.08.2019 at 05:00 PM (IST), the last date and time fixed by the Company, for casting of votes were considered for my scrutiny.
5. At the AGM, 1 (One) ballot box was kept for polling and was duly locked in my presence.
6. The locked polling 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 and the authorizations/ proxies lodged with the Company.
7. The LI IPL 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 e-voting have not again voted in the Annual General Meeting.
8. 59 (Fifty Nine) members casted their vote through remote e-voting and 6 (Six) members casted their vote under poll conducted in the AGM.



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9. A summary of the votes cast electronically as well as under poll in the AGM are as follows:

Item no. 1

To receive, consider and adopt the Standalone and Consolidated Financial Statements comprising of Balance Sheet as on 31st March, 2019 and Profit and Loss Account of the company for the year ended 31st March 2019 along with the reports of the Directors and Auditors thereon. **(Ordinary resolution):**

Sr. no.	Particulars of e-voting and poll process	Electronic	Poll	Total
A	Total number of form received/ members voted	59	6	65
B	Less: Invalid number of forms received/ members voted	-	-	-
C	Net valid number of form received/ members voted	59	6	65
D	Total number of votes cast	23694063	282310	23976373
E	Less: Number of invalid votes cast	-	-	-
F	Net valid number of votes cast	23694063	282310	23976373
G	Total number of votes with assent for resolution	23694063	282310	23976373
H	Total number of votes with dissent for resolution	-	-	-
I	% of votes cast in favour of the resolution	98.82	1.18	100.00
J	% of votes cast against the resolution	-	-	-

Item no. 2.

To appoint a Director in place of Mr. Siddharth Agrawal having Director Identification Number 02180571, who retires by rotation and being eligible for reappointment, offers himself for reappointment. **(Ordinary Resolution)**

Sr. no.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	59	6	65



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b	Less: Invalid number of forms received/ members voted	-	-	-
c	Net valid number of form received/ members voted	59	6	65
d	Total number of votes cast	23694063	282310	23976373
e	Less: Number of invalid votes cast	-	-	-
f	Net valid number of votes cast	23694063	282310	23976373
g	Total number of votes with assent for resolution	23694063	282310	23976373
h	Total number of votes with dissent for resolution	-	-	-
i	% of votes cast in favour of the resolution	98.82	1.18	100.00
j	% of votes cast against the resolution	-	-	-

Item no. 3

Re-appointment of Mr. Biswajit Choudhri (DIN: 00149018) as an independent Non executive Director for second term of 5 (five) consecutive year on the board of the Company up to the conclusion of the Annual General Meeting to be held in the Calendar year ,2024. (**Special Resolution**):

Sr. no.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	59	6	65
b	Less: Invalid number of forms received/ members voted	-	-	-
c	Net valid number of form received/ members voted	59	6	65
d	Total number of votes cast	23694063	282310	23976373
e	Less: Number of invalid votes cast	-	-	-
f	Net valid number of votes cast	23694063	282310	23976373
g	Total number of votes with assent for resolution	23694063	282310	23976373
h	Total number of votes with dissent for resolution	-	-	-
i	% of votes cast in favour of the resolution	98.82	1.18	100.00



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j	% of votes cast against the resolution	-	-	-
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Item no. 4

Re-appointment of Mr. BhriGunaThOjha (DIN: 02282594) as an independent Non executive Director for second term of 5 (five) consecutive year on the board of the Company up to the conclusion of the Annual General Meeting to be held in the Calendar year ,2024. **(Special Resolution)**.

Sr. no.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	59	6	65
b	Less: Invalid number of forms received/ members voted	-	-	-
c	Net valid number of form received/ members voted	59	6	65
d	Total number of votes cast	23694063	282310	23976373
e	Less: Number of invalid votes cast	-	-	-
f	Net valid number of votes cast	23694063	282310	23976373
g	Total number of votes with assent for resolution	23694063	282310	23976373
h	Total number of votes with dissent for resolution	-	-	-
i	% of votes cast in favour of the resolution	98.82	1.18	100.00
j	% of votes cast against the resolution	-	-	-

Item no.5

Re-appointment of Mr. Shashi Kumar (DIN: 00116600) as an independent Non executive Director for second term of 5 (five) consecutive year on the board of the Company up to the conclusion of the Annual General Meeting to be held in the Calendar year , 2024. **(Special Resolution)**.

Sr. no.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	59	6	65



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b	Less: Invalid number of forms received/ members voted	-	-	-
c	Net valid number of form received/ members voted	59	6	65
d	Total number of votes cast	23694063	282310	23976373
e	Less: Number of invalid votes cast	-	-	-
f	Net valid number of votes cast	23694063	282310	23976373
g	Total number of votes with assent for resolution	23694063	282310	23976373
h	Total number of votes with dissent for resolution	-	-	-
i	% of votes cast in favour of the resolution	98.82	1.18	100.00
j	% of votes cast against the resolution	-	-	-

Item no.6

Re-appointment of Mr. Harishankar Khandelwal (DIN: 00330891) as an independent Non executive Director for second term of 5 (five) consecutive year on the board of the Company up to the conclusion of the Annual General Meeting to be held in the Calendar year ,2024. (**Special Resolution**).

Sr. no.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	59	5	64
b	Less: Invalid number of forms received/ members voted	-	-	-
c	Net valid number of form received/ members voted	59	5	64
d	Total number of votes cast	23694063	275310	23969373
e	Less: Number of invalid votes cast	-	-	-
f	Net valid number of votes cast	23694063	275310	23969373
g	Total number of votes with assent for resolution	23694063	275310	23969373
h	Total number of votes with dissent for resolution	-	-	-



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i	% of votes cast in favour of the resolution	98.85	1.15	100.00
j	% of votes cast against the resolution	-	-	-

Item no.7

Re-appointment of Ms. Bhavna Govindbhai Desai (DIN: 06893242) as an independent Women non-executive Director for second term of 5 (five) consecutive year on the board of the Company up to the conclusion of the Annual General Meeting to be held in the Calendar year,2024. **(Special Resolution)**

Sr. no.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	59	6	65
b	Less: Invalid number of forms received/ members voted	-	-	-
c	Net valid number of form received/ members voted	59	6	65
d	Total number of votes cast	23694063	282310	23976373
e	Less: Number of invalid votes cast	-	-	-
f	Net valid number of votes cast	23694063	282310	23976373
g	Total number of votes with assent for resolution	23694063	282310	23976373
h	Total number of votes with dissent for resolution	-	-	-
i	% of votes cast in favour of the resolution	98.82	1.18	100.00
j	% of votes cast against the resolution	-	-	-

Item no.8

Revision in remuneration of Mr. Bajranglal Agrawal (DIN: 00479747), Managing Director in the scale of Rs. 20,00,000/- to 40,00,000/- per month with retrospective effect from 01st April 2019. **(Special Resolution)**.

Sr. no.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	59	6	65



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b	Less: Invalid number of forms received/ members voted	-	-	-
c	Net valid number of form received/ members voted	59	6	65
d	Total number of votes cast	23694063	282310	23976373
e	Less: Number of invalid votes cast	-	-	-
f	Net valid number of votes cast	23694063	282310	23976373
g	Total number of votes with assent for resolution	23694063	285310	23979373
h	Total number of votes with dissent for resolution	-	-	-
i	% of votes cast in favour of the resolution	98.82	1.18	100.00
j	% of votes cast against the resolution	-	-	-

Item no.9

Revision in remuneration of Mr. Abhishek Agrawal (DIN: 02434507), Whole-Time Director in the scale of Rs. 18,00,000/- to 30,00,000/- per month with retrospective effect from 01st April 2019. (**Special Resolution**).

Sr. no.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	59	6	65
b	Less: Invalid number of forms received/ members voted	-	-	-
c	Net valid number of form received/ members voted	59	6	65
d	Total number of votes cast	23694063	282310	23976373
e	Less: Number of invalid votes cast	-	-	-
f	Net valid number of votes cast	23694063	282310	23976373
g	Total number of votes with assent for resolution	23694063	282310	23976373
h	Total number of votes with dissent for resolution	-	-	-
i	% of votes cast in favour of the resolution	98.82	1.18	100.00
j	% of votes cast against the resolution	-	-	-



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Item no.10

Revision in remuneration of Mr. Dinesh Kumar Agrawal (DIN: 00479936), Whole-Time Director in the scale of Rs. 18,00,000/- to 30,00,000/- per month with retrospective effect from 01st April 2019. (Special Resolution).

Sr. no.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	59	6	65
b	Less: Invalid number of forms received/ members voted	-	-	-
c	Net valid number of form received/ members voted	59	6	65
d	Total number of votes cast	23694063	282310	23976373
e	Less: Number of invalid votes cast	-	-	-
f	Net valid number of votes cast	23694063	282310	23976373
g	Total number of votes with assent for resolution	23694063	282310	23976373
h	Total number of votes with dissent for resolution	-	-	-
i	% of votes cast in favour of the resolution	98.82	1.18	100.00
j	% of votes cast against the resolution	-	-	-

Item no.11

Revision in remuneration of Mr. Vinod Pillai (DIN: 00497620), Whole-Time Director in the scale of Rs. 1,90,000/- to 2,50,000/- per month with retrospective effect from 01st April 2019. (Special Resolution).

Sr. no.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	59	6	65
b	Less: Invalid number of forms received/ members voted	-	-	-
c	Net valid number of form received/ members voted	59	6	65
d	Total number of votes cast	23694063	282310	23976373



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e	Less: Number of invalid votes cast	-	-	-
f	Net valid number of votes cast	23694063	282310	23976373
g	Total number of votes with assent for resolution	23694063	282310	23976373
h	Total number of votes with dissent for resolution	-	-	-
i	% of votes cast in favour of the resolution	98.82	1.18	100.00
j	% of votes cast against the resolution	-	-	-

Item no.12

To approve the commission payable to Non-Executive Directors and Independent Directors not exceeding 1% of net profit of the Company, calculated in accordance with the provisions of sections 198 of the Companies Act, 2013 in addition to sitting fees being paid/payable for attending the meeting of the Board of Directors of the Company and its committees thereof, for a period of 05 year commencing from 01st April 2019. **(Special Resolution).**

Sr. no.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	59	6	65
b	Less: Invalid number of forms received/ members voted	-	-	-
c	Net valid number of form received/ members voted	59	6	65
d	Total number of votes cast	23694063	282310	23976373
e	Less: Number of invalid votes cast	-	-	-
f	Net valid number of votes cast	23694063	282310	23976373
g	Total number of votes with assent for resolution	22072012	282310	22354322
h	Total number of votes with dissent for resolution	1622051	-	1622051
i	% of votes cast in favour of the resolution	92.05	1.18	93.23
j	% of votes cast against the resolution	06.77	-	06.77



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Item no.13

To approve the remuneration of the M/s. Sanat Joshi & Associates, cost auditor having firm Registration No.000506 to conduct the audit of the cost records of the Company for financial year ending on 31st march 2020 at a remuneration of Rs.75000/- . (Ordinary Resolution).

Sr. no.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	59	6	65
b	Less: Invalid number of forms received/ members voted	-	-	-
c	Net valid number of form received/ members voted	59	6	65
d	Total number of votes cast	23694063	282310	23976373
e	Less: Number of invalid votes cast	-	-	-
f	Net valid number of votes cast	23694063	282310	23976373
g	Total number of votes with assent for resolution	23694063	285310	23976373
h	Total number of votes with dissent for resolution	-	-	-
i	% of votes cast in favour of the resolution	98.82	1.18	100.00
j	% of votes cast against the resolution	-	-	-

Item no.14

To consider and determine the fees for delivery of any document through a particular mode of delivery to a member (Ordinary Resolution)

Sr. no.	Particulars of e-voting and poll process	Electronic	Poll	Total
a	Total number of form received/ members voted	59	6	65
b	Less: Invalid number of forms received/ members voted	-	-	-
c	Net valid number of form received/ members voted	59	6	65
d	Total number of votes cast	23694063	282310	23976373
e	Less: Number of invalid votes cast	-	-	-



Sanat Joshi

Shree



f	Net valid number of votes cast	23694063	282310	23976373
g	Total number of votes with assent for resolution	23694063	282310	23976373
h	Total number of votes with dissent for resolution	-	-	-
i	% of votes cast in favour of the resolution	98.82	1.18	100
j	% of votes cast against the resolution	-	-	-

10. I am pleased to inform you that all the Resolutions in item no. 1 to 14 of the notice dated 01.07.2019, have been duly passed with requisite majority.
11. Accordingly, you are requested to take on record the result of the remote e-voting and poll process in the AGM as described above and declare the results.
12. I have issued separate reports of e-voting and poll conducted at the 20th AGM of even date.
13. I have kept the register of assent or dissent in electronic mode as well as physical mode for recording votes under remote e-voting and poll process in the AGM. The same shall be handed over to Shri Y.C. Rao, Company Secretary for the purpose of safe keeping in compliance with the provisions of the Companies Act, 2013 and rules made there under.

Thanking you.

Yours faithfully,

For, B R Agrawal & Associates
Practicing Company Secretary

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

Date: 10.08.2019
Place: Raipur

anve
Director/Company Secretary:
Authorized by Chairman

CERTIFIED TRUE COPY

For, Godawari Power & Ispat Ltd.

anve
Company Secretary