



HIRA

GODAWARI POWER & ISPAT



REF: GPIL/NSE&BSE/2025/5730

Date: 01.01.2025

To,
BSE LIMITED
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001.
Scrip Code: BSE: 532734

To,
National Stock Exchange of India Limited
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai-400051.
Scrip Code: GPIL

Dear Sir/Madam,

Sub: Submission of Minutes of the Extra Ordinary General Meeting (EGM) held on 11.12.2024.

Please find attached herewith the certified true copy of Minutes of the Extra Ordinary General Meeting of the shareholders of Godawari Power and Ispat Limited held on 11.12.2024 through by Other Audio Visual Means (OAVM) facility provided by NSDL.

Please take the same on records.

Thanking you,

Yours faithfully,

For, Godawari Power And Ispat Limited

Y.C. Rao

Company Secretary

Encl: As Above



Godawari Power & Ispat Limited

An ISO 9001:2015, ISO 14001:2015 & ISO 45001:2018 certified company
CIN L27106CT1999PLC013756

Registered Office and Works: Plot No. 428/2, Phase 1, Industrial Area, Siltara, Raipur - 493111, Chhattisgarh, India

P: +91 771 4082333, **F:** +91 771 4082234

Corporate Address: Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492001, Chhattisgarh, India

P: +91 771 4082000, **F:** +91 771 4057601

www.godawaripowerispat.com, www.hiragroup.com

MINUTES

Type of Meeting	3 rd Extra-Ordinary General Meeting (EGM) during the Financial Year 2024-2025
Name of the Company	Godawari Power & Ispat Limited
Day & Date of Meeting	Wednesday 11 th December, 2024
Deemed Venue of Meeting	Corporate Office of the Company at 2 nd Floor, Hira Arcade, Pandri, Raipur (C.G.) 492 004
Mode of Meeting	Video Conferencing and Other Audio-Visual Means
Time of Commencement	11:30 AM
Time of Conclusion	11:55 AM

JOINED THROUGH VIDEO CONFERENCING:

1.	Mr. Bajrang Lal Agrawal	Chairman cum Managing Director, Member and Representative of Bajrang Lal Agrawal HUF
2.	Mr. Dinesh Agrawal	Whole time Director, Member and Representative of Dinesh Agrawal HUF
3.	Mr. Dinesh Kumar Gandhi	Whole time Director
4.	Mr. Siddharth Agrawal	Whole time Director and Member
5.	Mr. Raj Kamal Bindal	Independent Director
6.	Mr. Samir Agarwal	Independent Director
7.	Mrs. Roma Ashok Balwani	Independent Director
8.	Mr. Hukum Chand Daga	Independent Director
9.	Mrs. Neha Sunil Huddar	Independent Director
10.	Mr. Vinod Pillai	Director
11.	Mr. Y.C. Rao	Company Secretary and Member
12.	Mr. Sanjay Bothra	Chief Financial Officer
13.	Mr. O.P. Singhanian	Statutory Auditor
14.	CS. Tanveer Kaur Tuteja	Secretarial Auditor
15.	CS. Brajesh R. Agrawal	Scrutinizer

IN ATTENDANCE:

And 35 other members were present out of which 04 members were present through their authorized representatives belongs to promoter group in the meeting through Video Conferencing/Other Audio-Visual Means (OAVM).

CERTIFIED TRUE COPY
For Godawari Power and Ispat Limited




Company Secretary



1. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA circulars, the EGM of the Company was held through VC / OAVM. Hence, Members have joined the EGM through VC/OAVM.
2. CS Y.C. Rao, Company Secretary, welcomed all the Members, Chairman and Managing Director, all the Directors, Auditors, Scrutinizer and other Members present at the Meeting and requested Chairman of the Company to conduct the proceedings of the meeting.
3. Mr. Bajrang Lal Agrawal, Chairman of the company then presided over the meeting and welcomed all the Directors, Auditors, Scrutinizer and other Members present at the Meeting and thereafter stated that the meeting has been convened to obtain the approval of the Members of the company for alteration of the Object Clause of the Memorandum of the Association of the Company to enable the Company to undertake manufacturing of UPVC Pipes and other allied products. He then advised the Company Secretary to conduct the further proceedings of the meeting on his behalf.
4. **NOTICE:** CS Y.C. Rao, Company Secretary informed the members that the notice of EGM has been sent by e-mail to all the shareholders whose e-mail addresses are registered with the company or depository participants. Company Secretary further informed that the Notice has also been uploaded in the company's website as well as in the websites of National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and National Securities Depository Limited (NSDL). With the consent of all the members present in the meeting, the Notice convening the Extra Ordinary General Meeting as circulated to the members of the company was taken as read.
5. **QUORUM:** The Company Secretary informed the Members that a minimum of 30 members should personally present to constitute a valid quorum and since more than 30 members are personally present in the Extra Ordinary Annual General Meeting (EGM), he announced on behalf of the Chairman that the meeting was called to order.
6. **PROXIES:** The Company Secretary informed that since the EGM was conducted through Audio Visual Means, the requirement for appointment of proxy and its related compliances were not applicable.
7. **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, May 05, 2020 January 13, 2021, May 05, 2022 and December 28, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has 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 EGM will be 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 08.12.2024 (9:00 AM) and 10.12.2024 (5:00 PM) on the resolution mentioned in the notice convening the EGM and CS Brajesh R. Agrawal, Practicing Company Secretary was appointed as the Scrutinizer for the E-voting Process.

The Company Secretary further mentioned that for the benefit of Shareholders, who could not exercise remote e-voting and were present at the Extra Ordinary General Meeting through Audio Visual means, arrangements for e-voting at the EGM have also been made to enable them to cast their vote. However, the shareholders who 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 Extra Ordinary 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.

8. **AGENDA:** The Secretary then briefed about the agenda to be transacted in this Extra Ordinary General Meeting as under:

“To Approve the amendment in object clause of the Memorandum of Association of the company.”



9. The Company Secretary then invited question from the members present in the meeting. He further informed that after the question answer session is over, the e-voting platform shall remain open for next 15 minutes for allowing those shareholders of the company who could not vote in remote e-voting period for exercising their votes.

10. **SHAREHOLDERS QUERIES:** It was informed by the Company Secretary that 1 shareholder of the company have registered for speaking at the meeting and was present in the meeting. The Shareholder Mr. Kamal Kishore Jhanwar was allowed to raise his queries, if any. However, he had no query but appreciated the performance of the Company and conveyed his gratitude for the support and prompt action extended by the company from time to time.

11. **RESOLUTIONS PROPOSED AND EXPLANATORY STATEMENT:**

The resolution proposed to be passed in this Extra Ordinary General Meeting are given below as **Annexure-01**. Explanatory Statements in respect of the Special Businesses are given below 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 Members present 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 Managing Director and all the Directors of the Company who had joined the meeting. Further he stated that the meeting would be concluded after 15 minutes.



Date: 01.01.2025



BAJRANG LAL AGRAWAL
CHAIRMAN



ANNEXURE-01

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

To Approve the Amendment in object clause of the Memorandum of Association of the Company:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of the concerned Registrar of Companies Ministry of Corporate Affairs, consent of the shareholders by way of Special Resolution is hereby accorded to append the following clause 3 after sub clause 2 of clause III (A) of the Memorandum of Association of Company:

3. To establish, own, run, manage and to carry on the business as manufacturers, producers, developers, traders, buyers, sellers, exporters, importers, operators, engineers, fabricators, contractors, sub-contractors, brokers, assemblers, packers, re-packers, jobbers, designers, laminators, merchants, resellers, dealers, distributors, converters, recyclers and/or in any other capacity in which the business may be carried on all kinds of goods used for the purpose of irrigation, water transportation, sanitary systems, drainage system, cable ducting or for any other purpose wherein it can be used conveniently such as pipes, tubes, hoses, sprinklers, Polyethylene pipes for sprinkler irrigation system, drippers, accessories, fittings HDPE material for molding and extrusion and all other ancillary and auxiliary materials or derivatives or articles or things which can be made of by using rigid Opvc, PVC, polythene, LDPE, HDPE, PP, LLDPE, MDPE, plastic resins, plastic granules, polymers, monomers, polypropylene, thermoplastics, foam, adhesives, synthetic resins, emulsions, fiberglass, UPVC, PVC Compound, PVC Dry-blend, PVC Premix and the like by whatever name called or their derivatives/mixtures.

“RESOLVED FURTHER THAT Mr. Abhishek Agrawal, Mr. Dinesh Gandhi, Whole Time Directors of the Company and Mr. Yarra Chandra Rao, Company Secretary of the Company be and are hereby severally authorized to take necessary steps to obtain confirmation of concerned Registrar of Companies, Ministry of Corporate Affairs under Section 13(9) of the Companies Act, 2013 in respect of the aforesaid alteration of Clause III of the Memorandum of Association and to agree to such modifications, terms & conditions in the new proposed sub



clause as may be directed by the Registrar of Companies and to modify the same accordingly to the best interest of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Abhishek Agrawal, Mr. Dinesh Gandhi, Whole Time Directors of the Company and Mr. Yarra Chandra Rao, Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Ministry of Corporate Affairs.”



Date: 01.01.2025



BAJRANG LAL AGRAWAL
CHAIRMAN

ANNEXURE-02

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to the expansion and growth prospects of the Company, it is proposed to amend the Object Clause of the Memorandum of Association (“MOA”) of the Company by adding certain activities that the Company wishes to undertake in the near future in its ordinary course of business. The Directors believe that as part of the operations, it shall be befitting that the Company shall diversify its operation and enter a new line of business activities which shall be more advantageous for the sustainable growth of the Company in the long run. Accordingly, the Company proposes to set up a manufacturing unit for manufacturing of Opvc Pipes, PVC Pipes etc. as a diversified business activity.

The Board at its meeting held on 06th November, 2024 approved the alterations in MOA of the Company. The proposed alterations require the approval(s) of shareholders through Special Resolutions pursuant to the provisions of Section 13 of the Companies Act, 2013. The copy of the draft MOA of the Company would be available for inspection by the members at the Registered Office/Corporate Office of the Company on any working day during the business hours upto 11th December, 2024 and available at the website of the Company at <https://www.godawaripowerispat.com/general-meeting-postal-ballot/>



None of the Directors / Key Managerial Personnel of the Company / their relatives (to the extent of their shareholding in the Company, if any) are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice. The Board recommends this special resolution for approval by the Members.

The Board recommends this special resolution for approval by the Members.

REPORT OF THE SCRUTINIZER:

After unblocking the votes cast through remote e-voting in presence of two witnesses, CS Brajesh R. Agrawal had scrutinized the votes cast through Remote E-voting and E-Voting during the EGM. The consolidated Scrutinizer's Report was submitted by CS Brajesh R. Agrawal to the Company Secretary on 11.12.2024 and as per the said report all the resolutions have been passed. A copy of the said report is attached herewith as **Annexure-03** and shall form an integral part of these minutes.


BAJRANG LAL AGRAWAL
CHAIRMAN

Date: 01.01.2025

The Minutes were recorded on 01.01.2025


COMPANY SECRETARY

CERTIFIED TRUE COPY
For Godawari Power and Ispat Limited

Company Secretary





B. R. Agrawal & Associates

Practicing Company Secretaries

ANNEXURE - 03

Goyal Enterprises 18/952, Civil Station Road
Opp. Hotel Satkar, Raipur (C.G.) - 492009,
Phone : 0771-4061914, 4911914
Mobile : 98264-26263
E-mail : corporategovernance03@gmail.com

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

Type of Meeting: **Extra-Ordinary General Meeting (EoGM) of M/s. Godawari Power and Ispat Limited (the Company) held through Video Conferencing (VC)/ Other Audio-Visual Means (OVAM).**

Day & Date of Meeting: **Wednesday, 11th day of December, 2024**

Time of Meeting **11.30AM (IST)**

Deemed Venue of the EoGM: **Corporate Office of the Company, 2nd Floor, Hira Arcade, Pandri, Raipur (C.G.)-492004.**

Subject: **Consolidated Scrutinizer's Report on remote e-voting conducted prior to the Extra-Ordinary General Meeting (EoGM) of M/s. Godawari Power and Ispat Limited held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) and e-voting conducted during the EoGM held on 11th December, 2024.**

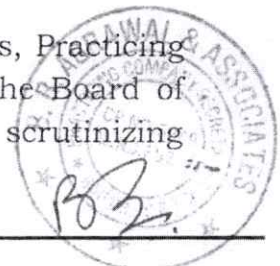
Reference: **Pursuant to the provisions of section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rule, 2014 as amended by the Companies (Management & Administration) Amendment Rule, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI Listing Regulations).**



Dear Sir,



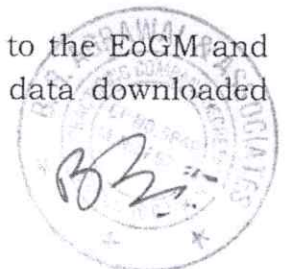
Brajesh R. Agrawal, Proprietor of M/s. B. R. Agrawal & Associates, Practicing Company Secretary, Raipur was appointed as the scrutinizer by the Board of Directors of the Company in their Meeting held on 06/11/2024 for scrutinizing



remote e-voting and e-voting conducted during the Extra-Ordinary General Meeting (EoGM) of the Company held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without physical presence of the members (also referred as 'Shareholders') at a common venue.

Pursuant to my appointment and the provisions of Section 108 and 109 of the Companies Act, 2013 (the Act) read with relevant rules of the Companies (Management and Administration) Rules, 2014 (including amendments) (the Rules), I have completed scrutiny of the remote e-voting and e-voting conducted during the Extra-Ordinary General Meeting (EoGM) of the Company on 11/12/2024. I report as under:

1. As confirmed by the Company, the EoGM notice dated 07/11/2024 was sent to the Shareholders whose email addresses were registered with the Company/RTA/ Depositories participants as on 01/11/2024. The notice of EoGM was sent in compliance with the MCA Circular issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circulars time to time, physical attendance of the Members to the EGM venue is not required and Extra-ordinary General Meeting (EGM) be held through video conferencing (VC) or other audio visual means (OAVM).
2. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the shareholders of the Company before the EoGM.
3. The voting period for remote e-voting had commenced on Sunday, 08th December, 2024 at 9.00AM (IST) and concluded on Tuesday, 10th December, 2024 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 EoGM through VC/OAVM, who had not casted their votes earlier.
5. The shareholders of the Company holding shares as on the "Cut-off date" i.e. 04th December, 2024 were entitled to vote on the resolutions forming the part of the notice of EoGM.
6. After the closure of e-voting at the EoGM the report on e-voting done during the EoGM and vote casted under remote e-voting facility prior to the EoGM was 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 EoGM and during the EoGM and vote casted thereon 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 EoGM on the resolutions forming the part of the Notice of EoGM.
9. I would like to mention that the voting rights of members had been counted in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. 04th December, 2024 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 casted in favour or against the resolutions.

I hereby submit my Consolidated Report as under on the result of the remote e-voting conducted prior to the EoGM and e-voting during the EoGM in respect of the said resolutions: -

SPECIAL BUSINESS

Resolution 01 –Special Resolution

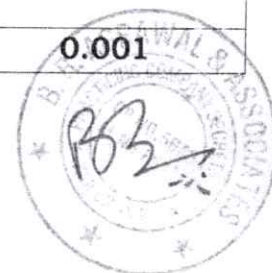
To approve the amendment in Object Clause of the Memorandum of Associations of the Company.

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

Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during EoGM	344	458588974	99.999
Total	344	458588974	99.999

- (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 EoGM	6	3428	0.001
Total	6	3428	0.001



(iii) Invalid votes:

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

11. I am pleased to inform you that the Resolution specified in the notice dated 07th November 2024, has 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 EoGM as described above and declare the results.

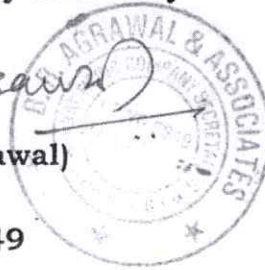
13. The records relating to e-voting (Remote e-voting and E-voting during the EoGM) containing details has been provided to the Company for safe keeping.

Thanking you.

Yours faithfully,


**For, B. R. Agrawal & Associates
Practicing Company Secretary**


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



**Date: 11/12/2024
Place: Raipur
UDIN: F005771F003346372
PR NO.: 4710/2023**

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


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



**Date: 11/12/2024
Place: Raipur**

