



HIRA

GODAWARI POWER & ISPAT



REF: GPIL/NSE&BSE/2024/5523

Date: 09.07.2024

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,

Sub:Submission of Minutes of the Extra Ordinary General Meeting (EGM) held on 5th July, 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 5th July, 2024 through video conferencing (VC)/other audio visual means (OAVM).

Please take the same on records.

Thanking you,
Yours faithfully,

FOR, GODAWARI POWER AND ISPAT LIMITED

Y.C. RAO
COMPANY SECRETARY

Encl: As Above



Godawari Power & Ispat Limited

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

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

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

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

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

www.godawaripowerispat.com, www.hiragroup.com

MINUTES

Type of Meeting	Extra-Ordinary General Meeting (EGM)
Name of the Company	Godawari Power & Ispat Limited
Day & Date of Meeting	Friday 05 th July, 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	11:35 AM
Time of Conclusion	12:01 PM

JOINED THROUGH VIDEO CONFERENCING:

1.	Mr. Shashi Kumar	Chairman of the Board, Audit Committee, Risk Management Committee and Corporate Social Responsibility Committee
2.	Mr. Bajrang Lal Agrawal	Managing Director, Member and Representative of Bajrang Lal Agrawal HUF
3.	Mr. Abhishek Agrawal	Whole time Director & Member
4.	Ms. Bhavna G Desai	Independent Director
5.	Mr. Dinesh Kumar Agrawal	Whole time Director, Member and Representative of Dinesh Kumar Agrawal HUF
6.	Mr. Raj Kamal Bindal	Independent Director
7.	Mr. Siddharth Agrawal	Whole time Director & Member
8.	Mr. Samir Agarwal	Independent Director
9.	Mr. Sunil Duggal	Independent Director
10.	Mr. Vinod Pillai	Director
11.	Mr. Sanjay Bothra	CFO
12.	Mr. Y.C. Rao	Company Secretary & Member
13.	CS. Tanveer Kaur Tuteja	Representative of M/s Jain Tuteja & Associates, Secretarial Auditor
14.	Mr. Pranay Agrawal	Member (Promoter Group)
15.	Mr. Prakhar Agrawal	Member (Promoter Group)
16.	Mr. Pratap Agrawal	Member (Promoter Group)
17.	M/s. Singhi & Co.	Statutory Auditors
18.	CS. Brajesh R. Agrawal	Scrutinizer (B. R. Agrawal & Associates)
19.	Mr. Kamalkishore Jhanwar	Speaker Shareholder

For Godawari Power & Ispat Ltd.


Company Secretary

INVITEE:

20. Mrs. Neha Sunil Huddar	
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And 38 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).

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, Managing Director, all the Directors and Scrutinizer present at the Meeting and 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).
3. **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.
4. **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.

For, Godawan Power & Ispat Ltd.



Company Secretary

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 02.07.2024 (9:00 AM) and 04.07.2024 (5:00 PM) on the resolutions mentioned in the notice convening the EGM and CS Brajesh R. Agrawal, Practicing Company Secretary was appointed as the Scrutinizer for the 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.

5. **AGENDA:** The Secretary then briefed about the agenda to be transacted in this Extra Ordinary General Meeting as under:
1. To appoint Mrs. Neha Sunil Huddar (DIN: 00092245), as Non-Executive Independent Woman Director of the company;
 2. To appoint Mr. Hukum Chand Daga (DIN: 00441914), as Non-Executive Independent Director of the company;
 3. To approve remuneration payable to Non- Executive Directors and Independent Directors of the company;
 4. To approve the remuneration of the Cost Auditors for the Financial Year ending on 31.03.2025.

Then, the Company Secretary requested the Chairman to continue the proceedings of the meeting.

For, Godawari Power & Ispat Ltd.



Company Secretary

6. **CHAIRMAN:** Mr. Shashi Kumar, Chairman of the company then presided over the meeting and conducted the proceedings of the meeting.
7. **QUORUM:** The Chairman welcomed the Members to the Extra Ordinary Annual General Meeting (EGM). The Chairman announced that the requisite quorum being present, the meeting was called to order.
8. **NOTICE:** 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.
9. The Chairman gave a brief outline of object of the resolution forming part of the Notice to the Shareholders of the Company. The Chairman informed the members that there were Four (4) Resolutions proposed to be passed in the EGM.
10. Chairman informed the members present 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.
11. **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.

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

The resolutions 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 Shareholders for their co-operation in conducting the meeting through Video Conferencing and other Audio-Visual means. The

For, Godawan Power & Ispat Ltd.



Company Secretary

Company Secretary also proposed vote of thanks to the Chairman, Managing Director and all Directors of the Company who had joined the meeting. Further he stated that the meeting would be concluded after 15 minutes.

Sd/-
SHASHI KUMAR
CHAIRMAN

Date: 08.07.2024

For, Godawari Power & Ispat Ltd.



Company Secretary

Godawari Power & Ispat Ltd.

Company Secretary

ANNEXURE-01

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

RESOLUTION NO.01:

To appoint Mrs. Neha Sunil Huddar (DIN: 00092245), as Non-Executive Independent Women Director of the company:

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Neha Sunil Huddar (DIN: 00092245), pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and the Board, be and is hereby appointed as a Non- Executive Independent Women Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 9th August, 2024.”

RESOLUTION NO.02:

To appoint Mr. Hukam Chand Daga (DIN: 00441914), as Non-Executive Independent Director of the company:

“**RESOLVED THAT**

1. in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Hukam Chand Daga (DIN: 00441914), pursuant to Section 161 of the

For, Godawari Power & Ispat Ltd.



Company Secretary

Act and as recommended by the Nomination and Remuneration Committee and the Board, be and is hereby appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 9th August, 2024.”

2. Pursuant to the provisions of Regulation 17(1A) and other applicable provisions of the Listing Regulations, approval of the members of the Company be and is hereby accorded for continuation of Mr. Hukam Chand Daga (DIN: 00441914), as a Non-Executive Independent Director of the Company, not liable to retire by rotation, who will attain 75 (seventy-five) years of age during his proposed tenure of 5 (five) consecutive years.”

RESOLUTION NO.03:

To approve the Remuneration payable to Non-Executive Directors and Independent Directors of the Company:

“RESOLVED THAT

1. 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 based on the recommendation of the Board of Directors, the Company be and is hereby authorised for making payment of such sum by way of commission (including Employees Stock Options being granted to the Non-executive Directors except to the Independent Directors of the Company) 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, 2024.

For, Godawan Power & Ispat Ltd.



Company Secretary

2. the maximum number of Employees Stock Options to be granted to any Non-Executive Directors other than Independent Directors of the Company shall not exceed 1% of issued capital (excluding outstanding warrants and conversions) per annum and 3% of issued capital (excluding outstanding warrants and conversions) in aggregate to all the Non-Executive Directors other than Independent Directors of the Company under any Employee Stock Options Scheme of the Company.”

RESOLUTION NO.04:

To approve the remuneration of the Cost Auditors for the Financial Year ending 31st March, 2025:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2025 be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

Sd/-
SHASHI KUMAR
CHAIRMAN

Date: 08.07.2024

For, Godawari Power & Ispat Ltd.



Company Secretary

ANNEXURE-02

**EXPLANATORY STATEMENT TO THE NOTICE OF THE EXTRA ORDINARY
GENERAL MEETING IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO.1:

The Nomination and Remuneration Committee after evaluating and considering the skills, experience and knowledge that would be available to the Board, recommended the appointment of Mrs. Neha Sunil Huddar (DIN: 00092245) as Non- Executive Independent Women Director of the Company. The Board of Directors at its meeting held on 21st May, 2024 considered and recommended to the shareholders the appointment of Mrs. Neha Sunil Huddar (DIN: 00092245) as Non- Executive Independent Women Director of the Company for a term of 5 (five) consecutive years with effect from 9th August, 2024.

Mrs. Neha Sunil Huddar is qualified to be appointed as Non- Executive Independent Women Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given her consent to act as Non- Executive Independent Women Director. The Company has also received declaration from Mrs. Neha Sunil Huddar confirming that she meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

Mrs. Neha Sunil Huddar is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Women Director. The Board was satisfied that the appointment of Mrs. Neha Sunil Huddar is justified as she has over 40 years of experience in finance & accounts and HR and Compliances management. In view of this, appointment of Mrs. Neha Sunil Huddar as Non- Executive Independent Women Director is in the interest of the Company.

Details of Mrs. Neha Sunil Huddar, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided in the Annexure B to the Notice. She shall be paid

For, Godawari Power & Ispat Ltd.


Company Secretary

remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mrs. Neha Sunil Huddar as Non- Executive Independent Women Director requires approval of Members of the Company. Further, in terms of Regulation 25(2A) of Listing Regulations, appointment of Mrs. Neha Sunil Huddar as Non- Executive Independent Women Director requires approval of Members of the Company by passing a special resolution.

Accordingly, the approval of Members is sought for appointment of Mrs. Neha Sunil Huddar as Non- Executive Independent Women Director.

Draft of the letter of appointment to be issued to Mrs. Neha Sunil Huddar setting out the terms and conditions of appointment is available at www.godawaripowerispat.com.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way concerned or interested, financially or otherwise, in the resolution.

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

ITEM NO.2:

The Nomination and Remuneration Committee after evaluating and considering the skills, experience and knowledge that would be available to the Board, recommended the appointment of Mr. Hukam Chand Daga (DIN: 00441914), as Non- Executive Independent Director of the Company. The Board of Directors at its meeting held on 21st May, 2024 considered and recommended to the shareholders the appointment of Mr. Hukam Chand Daga (DIN: 00441914) as Non- Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 9th August, 2024.

Mr. Hukam Chand Daga is qualified to be appointed as Non- Executive Independent Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given his consent to act as Non- Executive Independent Director. The Company has also received declaration from Mr. Hukam Chand Daga confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

For, Godawan Power & Ispat Ltd.


Company Secretary

and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

Mr. Hukam Chand Daga would attain the age of 75 (seventy-five) years on 29th November, 2025 during his proposed tenure. Considering his background and enriched experience, Nomination and Remuneration Committee also recommended the continuation of Mr. Hukam Chand Daga as an Independent Director, on attaining the age of 75 years.

Mr. Hukam Chand Daga is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. Presently, he is serving on the Board of H G I Industries Limited as CEO of the Company. The Board was satisfied that the appointment of Mr. Hukam Chand Daga is justified as he is having more than 4 decades of professional experience in various Industrial Operations – Mining, Power, Textile, Coal, Financial Management etc. In view of these, appointment of Mr. Hukam Chand Daga as Non- Executive Independent Director is in the interest of the Company.

Details of Mr. Hukam Chand Daga, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the Annexure B to the Notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr. Hukam Chand Daga as Non- Executive Independent Director requires approval of Members of the Company. Further, in terms of Regulation 17 (1A) and 25 (2A) of Listing Regulations, appointment of Mr. Hukam Chand Daga as Non- Executive Independent Director requires approval of Members of the Company by passing a special resolution.

Accordingly, the approval of Members is sought for appointment of Mr. Hukam Chand Daga as Non- Executive Independent Director.

Draft of the letter of appointment to be issued to Mr. Hukam Chand Daga setting out the terms and conditions of appointment is available at www.godawaripowerispat.com.

For Godawan Power & Ispat Ltd.


Company Secretary

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way concerned or interested, financially or otherwise, in the resolution.

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

ITEM NO.3:

The Shareholders of the Company in the Annual General Meeting held on 16th September, 2023 approved the proposal 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 the 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, 2024.

Further, the Shareholders of the Company in their Extra-Ordinary General meeting held on 12th December, 2023 approved Employee Stock Options Scheme for issue of equity shares to the Employees of the Company, subject to a maximum of 28,00,000 equity shares of Rs.5 each and subject to maximum of 1% of Issued Capital of the Company to any particular employee in any financial year.

Pursuant to the provisions of Regulation 17(6) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the shareholders of the company shall be required for payment of any fees or compensation to the Non-executive Directors including Independent Directors of the company. Moreover, pursuant to the provisions of Regulation 17(6) (c) of the said Regulations if any fees or compensation is paid to any Non-Executive Directors other than Independent Directors of the company in the form of Employees Stock Options, the approval of the shareholders under Regulation 17(6) (a) shall specify the maximum number of options in aggregate that may be issued to Non-Executive Directors in any one financial year and in aggregate. Accordingly it is being specified to issue Employees Stock Options to the Non-Executive Directors other than Independent Directors subject to a maximum number of Employees Stock Options upto 1% of issued capital (excluding outstanding warrants and conversions) per annum and upto 3% of issued capital (excluding outstanding warrants and conversions) in aggregate to all the Non-Executive Directors other than Independent Directors of the Company under any Employee Stock Options Scheme of the Company.

For, Godawari Power & Ispat Ltd.



Company Secretary

None of the Directors / Key Managerial Personnel of the Company / their relatives, except all of the Non-Executive Directors of the Company and their respective relatives to whom the resolution relates is concerned or interested in the Resolution.

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 05.07.2024 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.

Sd/-
SHASHI KUMAR
CHAIRMAN

Date: 08.07.2024

Note: Chairman has gone through the draft minutes and approved the same. He also gave his consent to deem the said approved minutes to have been signed by him vide email dated 08.07.2024 sent at 08.15 PM.

The Minutes were recorded on 09.07.2024

Sd/-
COMPANY SECRETARY

For, Godawari Power & Ispat Ltd.

Company Secretary



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: Friday, 05th day of July, 2024

Time of Meeting 11.30AM (IST)

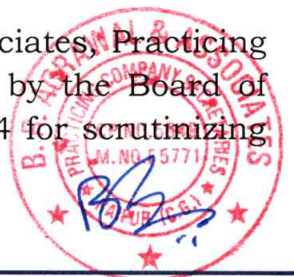
Deemed Venue of the EoGM: Corporate Office of the Company, 2nd Floor, Hira Arcade, Pandri, Raipur (C.G.)-492004.

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 05th July, 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,

I, Brajesh R. Agrawal, Proprietor of M/s. B. R. Agrawal & Associates, Practicing Company Secretary, Raipur was appointed as the scrutinizer by the Board of Directors of the Company in their Meeting held on 21/05/2024 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 05/07/2024. I report as under:

1. As confirmed by the Company, the EoGM notice dated 30/05/2024 was sent to the Shareholders whose email addresses were registered with the Company/RTA/ Depositories participants as on 24/05/2024. The notice of EoGM was sent in compliance with the MCA Circular No. 14/2020, 17/2020, 20/2020 and 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020 and December 28, 2022 respectively and clarification circular No. 02/2021 dated January 13, 2021, 14/2021 dated December 14, 2021, 03/2022 dated May 05, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated 12th May 2020, SEBI/HO/CFD /CMD2/CIR/P/2022/62 dated 13th May 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 05th January 2023 and SEBI/HO/DDHS/P/CIR/2023/0164 dated 07th October 2023.
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 Tuesday, 02nd July, 2024 at 9.00AM (IST) and concluded on Thursday, 04th July, 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. 28th June, 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 therein based on the data downloaded from NSDL e-voting system.
8. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to remote e-voting prior to and during the 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. 28th June, 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 appoint Mrs. Neha Sunil Huddar (DIN: 00092245), as Non-Executive Independent Women Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 09th August 2024.

- (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	456	93222654	99.953
Total	456	93222654	99.953

- (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	16	43832	0.047
Total	16	43832	0.047



(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

Resolution 02 – Special Resolution

To appoint Mr. Hukam Chand Daga (DIN: 00441914), as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 09th August 2024.

(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	451	93221803	99.952
Total	451	93221803	99.952

(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	19	44323	0.048
Total	19	44323	0.048

(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

Resolution 03 – Special Resolution

To approve the Remuneration payable to Non-Executive Directors and Independent Directors 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	325	84864616	90.992
Total	325	84864616	90.992

(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	149	8401790	9.008
Total	149	8401790	9.008

(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

Resolution 04 – Ordinary Resolution

To approve the Remuneration of the Cost Auditors of the Company for the Financial Year ending 31st March 2025.

(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	451	93265193	99.999
Total	451	93265193	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	17	901	0.001
Total	17	901	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 Resolutions specified in the notice dated 30th May 2024, have been duly passed with requisite majority.
12. Accordingly, you are requested to take on record the result of the remote e-voting and vote casted during the 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**

Brajesh R. Agrawal

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

Date: 05/07/2024

Place: Raipur

UDIN: F005771F000677519

PR NO.: 4710/2023

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

Y.C. Rao

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

Date: 05/07/2024

Place: Raipur