



HIRA

GODAWARI POWER & ISPAT



REF: GPIL/NSE&BSE/2023/5230

Date: 26.09.2023

To,

1. The Listing Department,
The National Stock Exchange of India Ltd,
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051
NSE Symbol: GPIL
2. The Corporate Relation Department,
The BSE Limited, Mumbai,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE Security Code: 532734

Dear Sir,

Sub: Submission of Minutes of the 24th Annual General Meeting (AGM) held on 16th September, 2023.

Please find attached herewith the certified true copy of Minutes of the 24th Annual General Meeting of the shareholders of Godawari Power and Ispat Limited held on 16th September, 2023 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	24 th Annual General Meeting
Name of the Company	Godawari Power & Ispat Limited
Day & Date of Meeting	Saturday, the 16 th September, 2023
Deemed Venue of Meeting	Registered Office of the Company at 428/2, Phase 1, Industrial Area, Siltara, Raipur (C.G.) 493 111
Mode of Meeting	Video Conferencing and Other Audio Visual Means
Time of Commencement	11:35 AM
Time of Conclusion	12:13 PM

JOINED THROUGH VIDEO CONFERENCING:

1.	Mr. Shashi Kumar	Chairman of the Board, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee
2.	Mr. Bajrang Lal Agrawal	Managing Director & Member
3.	Mr. Abhishek Agrawal	Whole time Director & Member
4.	Ms. Bhavna Govindbhai Desai	Independent Director
5.	Mr. Dinesh Kumar Gandhi	Whole time Director
6.	Mr. Raj Kamal Bindal	Independent Director
7.	Mr. Samir Agarwal	Independent Director
8.	Mr. Vinod Pillai	Non-Executive Director
9.	Mr. Y.C. Rao	Company Secretary & Member
10.	Mr. Sanjay Bothra	Chief Financial Officer
11.	CMA Sanat Joshi	Representative of M/s Sanat Joshi & Associates, Cost Auditor
12.	CS. Tanveer Kaur Tuteja	Representative of M/s Jain Tuteja & Associates, Secretarial Auditor
13.	CS. Brajesh R. Agrawal	Scrutinizer

And 55 other members were present out of which 04 members were present through their authorized representatives 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

CERTIFIED TRUE COPY
For, Godawari Power & Ispat Ltd.

[Signature]
Company Secretary



AGM of the Company was held through VC / OAVM. Hence, Members have joined the AGM through VC/OAVM.

2. CS Y.C. Rao, Company Secretary, welcomed all the Members, Chairman, Managing Director, all the Directors and all the Auditors and Scrutinizer present at the Meeting and informed the members that the notice of AGM along with Annual Report for the year 2022-23 has been sent by e-mail to all the shareholders whose e-mail addresses are registered with the company or depository participants. Company Secretary further informed that the Notice has also been uploaded in the company's website as well as the websites of National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and National Securities Depository Limited (NSDL).
3. **PROXIES:** The Company Secretary informed that since the AGM was conducted through Audio Visual Means, the requirement for appointment of proxy and its related compliances were not applicable.
4. **REGISTERS KEPT FOR INSPECTION:** The Company Secretary declared that the following documents and Registers were available electronically and members can inspect through online.
 - a. Register of Directors and Key Managerial Personnel and their Shareholding.
 - b. Register of Contracts or arrangements with related parties in which directors are interested.
 - c. Register of Investments not held in its own name by the company.
 - d. Secretarial Audit report of Company and its Subsidiary Companies.
 - e. Certificate of Non-Disqualification of Directors from PCS.
 - f. Compliance Certificate by MD and CFO
 - g. Declaration regarding Code of Conduct by MD.
 - h. Independent Auditors Certificate on Corporate Governance.

5. **VOTING PROCESS:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, January 13, 2021 and May 05, 2022 the Company had provided facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company had entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM was provided by NSDL.



The Company Secretary explained the members about the voting process. He informed the Members that pursuant to Section 108 of the Companies Act, 2013, the Company has provided remote e-voting facility for the Shareholders of the Company to enable them to cast their votes electronically between 13.09.2023 (9:00 AM) and 15.09.2023 (5:00 PM) on the resolutions mentioned in the notice convening the AGM and CS Brajesh R. Agrawal, Practicing Company Secretary was appointed as the Scrutinizer for the E-voting Process.

The Company Secretary further mentioned that for the benefit of Shareholders who could not exercise remote e-voting and were present at the Annual General Meeting through Audio Visual means, arrangements for e-voting at the AGM have also been made to enable them to cast their vote. However the shareholders who had already cast their vote by remote e-voting were not allowed to vote by way of e-voting at the meeting. The Company Secretary further mentioned that the scrutinizer appointed by the Board to conduct voting in a fair and transparent manner will submit his report after the voting is completed. He further informed that the combined result, based on scrutinizer report for remote e-voting and e-voting at the meeting, on all resolutions at the 24th Annual General Meeting shall be submitted to the stock exchanges (i.e. NSE & BSE) and shall also be displayed on the Company's website www.godawaripowerispat.com as well as on the website of NSDL.

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

1. Adoption of Standalone Financial Statements of the Company for the year ended 31st March, 2023 along with the reports of the Board of Directors and Auditors thereon;
2. Adoption of Consolidated Financial Statements of the Company for the year ended 31st March, 2023 along with the reports of Auditors thereon;
3. To appoint a Director in place of Mr. Dinesh Kumar Agrawal, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment;
4. To appoint a Director in place of Mr. Vinod Pillai, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment;
5. Declaration of Final Dividend of Rs.4/- per equity share of Face Value of Rs.5/- each fully paid for the year 2022-23;
6. Approval of Commission payable to Non-Executive Directors and Independent Directors of the Company;



7. Determination of remuneration of Cost Auditor for the Financial Year 2023-24.

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

7. **CHAIRMAN:** Mr. Shashi Kumar, Chairman of the company then presided over the meeting and conducted the proceedings of the meeting.
8. **QUORUM:** The Chairman welcomed the Members to the 24th Annual General Meeting (AGM). The Chairman announced that the requisite quorum being present, the meeting was called to order.
9. **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.
10. The Chairman then introduced all other Directors present at the meeting through video conference and thereafter, in his speech he had given an overview of the Financial Performance of the company for the Financial Year 2022-23 and its future outlook.
11. **AUDITOR'S REPORT:** Upon completion of his opening remarks, the Chairman informed the Shareholders there are no qualifications, observations, disclaimers and adverse remarks in the Statutory Auditor's Report on the Annual Financial Statements of the company for the year 2022-23 and hence it was taken as read. He further stated that there are no qualifications, observations, disclaimers and adverse remarks in the Secretarial Auditor's Report also.
12. 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.
13. **SHAREHOLDERS QUERIES:** It was informed by the Company Secretary that 2 shareholders of the company have registered for speaking at the meeting and were present in the meeting. One of them raised the query related to capacity utilisation in the steel billet division by the company which was replied by Mr. Dinesh Kumar Gandhi, Director of the Company. No other queries were raised by any other Shareholders on any of the agenda put up before the meeting.



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

The resolutions proposed to be passed in this Annual 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 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: 25.09.2023



ANNEXURE-01

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

RESOLUTION NO.01:

ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2023 ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON (ORDINARY RESOLUTION):

“RESOLVED THAT the Audited Standalone Financial Statement comprising of Balance Sheet as on 31st March, 2023 and the Profit and Loss Account for the year ended on 31st March, 2023 together with Directors' Report and Auditor's Reports thereon be and are hereby considered and adopted.”

RESOLUTION NO.02:

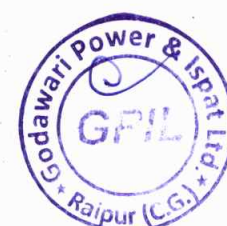
ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2023 ALONG WITH THE REPORTS OF THE AUDITORS THEREON: (ORDINARY RESOLUTION):

“RESOLVED THAT the Audited Consolidated Financial Statement comprising of Balance Sheet as on 31st March, 2023 and the Profit and Loss Account for the year ended on 31st March, 2023 together with Auditor's Reports thereon be and are hereby considered and adopted.”

RESOLUTION NO.03:

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

“RESOLVED THAT Mr. Dinesh Kumar Agrawal, having Director Identification Number 00479936, who retires by rotation, being eligible for re-appointment and offered himself for re-appointment, be and is hereby re-appointed as Director of the Company.”



RESOLUTION NO.04:

TO APPOINT A DIRECTOR IN PLACE OF MR. VINOD PILLAI (DIN: 00497620), WHO RETIRES BY ROTATION AND BEING ELIGIBLE FOR RE-APPOINTMENT, OFFERS HIMSELF FOR RE-APPOINTMENT:
(ORDINARY RESOLUTION):

“RESOLVED THAT Mr. Vinod Pillai, having Director Identification Number 00497620), who retires by rotation, being eligible for re-appointment and offered himself for reappointment be and is hereby re-appointed as Director of the Company.”

RESOLUTION NO.5:

DECLARATION OF FINAL DIVIDEND OF RS. 4/- PER EQUITY SHARE OF FACE VALUE OF RS.5/- EACH FULLY PAID FOR THE YEAR 2022-23:
(ORDINARY RESOLUTION):

“RESOLVED THAT a Final Dividend of Rs.4/- per equity share of face value of Rs.5 each fully paid for the financial year 2022-23 be and is hereby paid to the shareholders of the company who shall be holding shares of the company as on the record date.”

RESOLUTION NO.6:

APPROVAL OF COMMISSION PAYABLE TO NON-EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS OF THE COMPANY:
(SPECIAL RESOLUTION):

“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, 2024.”

RESOLUTION NO.7:

TO APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2024:

(ORDINARY RESOLUTION):

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2024, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

Sd/-
SHASHI KUMAR
CHAIRMAN



Date: 25.09.2023

ANNEXURE-02

EXPLANATORY STATEMENT TO THE NOTICE OF THE 24TH ANNUAL GENERAL MEETING IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

Section 197 of the Companies Act, 2013 permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorizes such payment by way of special resolution of members. The Members of the Company at the 20th Annual General Meeting held on 10th August, 2019, approved the remuneration payable to Non-Executive Directors of the Company by way of commission not exceeding one per cent of the net profits of the Company for each year for a period of five years commencing from 1st April, 2019 and ending with 31st March, 2024.

Pursuant to applicable provision of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 such approvals obtained from shareholders are valid only for a period of 5 years. Since the validity of the earlier resolution passed by the shareholders expires in the ensuing financial year i.e., 2023-24, approval is sought from Shareholders for renewal of the resolution for a further period of 5 years commencing from 1st April, 2024.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that, remuneration not exceeding one per cent of the net profits of the Company calculated in accordance with provisions of the Act, be continued to be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee of the Board and approval by the Board of Directors of the Company, for a further period of five years commencing from 1st April 2024. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

Details of commission and sitting fees paid to Non-Executive Directors during the Financial Year 2022-23 is provided in the annexure to the Directors Report and the Corporate Governance Report.

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Non-Executive Directors of the Company to whom the resolution relates are concerned or interested in the Resolution mentioned at Item No. 06 of the notice.

The Board recommends the resolution set forth in Item No.06 for the approval of the Members.



Item No. 7

The Board, on the recommendation of the Audit Committee, has approved the re-appointment 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, 2023 at a remuneration of Rs.75,000/-.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for determination of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2024.

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. 07.

The Board recommends the Ordinary Resolution set out at Item No. 07 of the Notice for approval by the members.

Particulars of Directors seeking appointment / reappointment/ Retiring by Rotation at the ensuing Annual General Meeting (In Pursuance of Regulation 36(3) of Listing Regulations and SS-2):

Name	Mr. Dinesh Agrawal	Vinod Pillai
Brief resume		
i) Age	52 years	53 years
ii) Qualification	Electronic Engineer	Commerce Graduate
iii) Experience in specific functional area	Experience for over 15 years in the field of Production and Marketing Activities.	Sales, General Administration, Liaisoning and Logistics
iv) Date of Appointment on the Board of the Company	21.09.1999 Appointed as an Executive Director w.e.f 11.08.2012 Re-appointed 11.08.2017 Re-appointed 11.08.2022	28.07.2009 Re-designated as Non Executive Director w.e.f. 01.04.2022
Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 3 of the Notice convening EGM dated 03.06.2022 read with explanatory statement thereto	Since he is a Non-Executive Director, no terms of appointment were fixed.
Remuneration last drawn (including sitting fees, if any)	Rs. 3,00,00,000 p.a. (FY 2022-23)	NA



Remuneration / Sitting Fees proposed to be paid	In the slab of Rs. 16,50,000 to Rs. 30,00,000 per month along with other perquisites. Sitting Fee will not be paid.	NA
Nature of expertise in specific functional areas	Over 25 years of experience and has been associated with the company's Ferro alloys and steel rolling units in the past	Over 25 years of experience and plays a vital role in commissioning of new projects of Hira Group of Industries
Name(s) of other Listed entities in which the person holds the Directorship	Private Limited Companies: 1. Hika LCM Technologies Private Limited 2. Narayan Heritage Realmart (P) Ltd. 3. Ripples of Change Foundation	<u>Public Companies:</u> 1. Hira Cement Limited 2. Chhattisgarh Ispat Bhumi Limited 3. Hira Infra-Tek Limited 4. Hira Ferro Alloys Limited 5. Hira CSR Foundation <u>Private Limited Companies:</u> 1. Hira Global Private Limited
*Chairman/Member of the Committee of the Board of Directors of the Company	NIL	1. Corporate Social Responsibility Committee 2. Risk Management Committee
*Chairman/Member of the Committee of the Board of Directors of other Companies in which he is a Director.	NIL	Audit Committee 1. Hira Infra-Tek Limited Nomination and Remuneration Committee 1. Hira Infra-Tek Limited
No. of Shares of Rs 5/- each held by the Directors	72,63,211	NIL
Relationship with Directors inter-se (As per Section 2 (77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
No. of Board Meetings held/attended during the year FY-2022-23	6/8	8/8



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 AGM. The consolidated Scrutinizer's Report was submitted by CS Brajesh R. Agrawal to the Company Secretary on 16.09.2023 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: 25.09.2023

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 25.09.2023 sent at 5:10 PM.

The Minutes recorded on 25.09.2023.



·COMPANY SECRETARY

CERTIFIED TRUE COPY
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: **24th Annual General Meeting (AGM) of M/s. Godawari Power and Ispat Limited** (the Company) held through Video Conferencing (VC)/ Other Audio-Visual Means (OVAM).

Day & Date of Meeting: Saturday, 16th September, 2023

Time of Meeting 11.30 AM (IST)

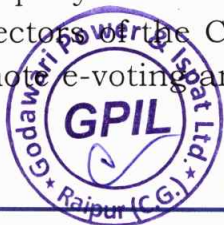
Deemed Venue of the AGM: 428/2, Phase-I, Industrial Area, Siltara, Raipur (C.G.)-493111

Subject: **Consolidated Scrutinizer's Report on remote e-voting conducted prior to the Annual General Meeting (AGM) of M/s. Godawari Power and Ispat Limited held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) and e-voting conducted during the AGM held on 16th September, 2023.**

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

Dear Sir,

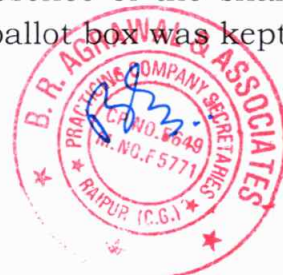
I, Brajesh R. Agrawal, Proprietor of M/s. B. R. Agrawal & Associates, Practicing Company Secretary, Raipur was appointed as the scrutinizer by the Board of Directors of the Company in their Meeting held on 20/05/2023 for scrutinizing remote e-voting and e-voting conducted during the 24th Annual General Meeting



(AGM) 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 24th Annual General Meeting (AGM) of the Company on 16/09/2023. I report as under:

1. As confirmed by the Company, the AGM notice dated 20/05/2023 was sent to the Shareholders whose email addresses were registered with the Company/RTA/ Depositories participants as on 11/08/2023. The emails were sent in compliance with the MCA Circular No. 10/2022 dated 28th December 2022 read with other Circular No.02/2022 dated 5th May 2022, 21/2021 dated 14/12/2021, 02/2021 dated 13/01/2021, 20/2020 dated 05th May 2020, 17/2020 dated 13th April 2020 and 14/2020 dated 08th April 2020, (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 and SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 05th January 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 AGM.
3. The voting period for remote e-voting had commenced on Wednesday, 13th September, 2023 at 9.00AM (IST) and concluded on Friday, 15th September, 2023 at 5.00 PM (IST) and the NSDL e-voting platform was disabled thereafter.
4. The Company had also provided e-voting facility of NSDL to the shareholders present at the AGM through VC/OAVM, who had not casted their votes earlier.
5. The shareholders of the Company holding shares as on the "Cut-off date" i.e. 09th September, 2023 were entitled to vote on the resolutions forming the part of the notice of AGM.
6. After the closure of e-voting at the AGM the report on e-voting done during the AGM and vote casted under remote e-voting facility prior to the AGM 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 AGM and during the AGM 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 AGM on the resolutions forming the part of the Notice of AGM.
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. 09th September, 2023 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 AGM and e-voting during the AGM in respect of the said resolutions: -

ORDINARY BUSINESS

Resolution 01 – Ordinary Resolution

To receive, consider and adopt the Standalone Financial Statements of the Company for the year ended 31st March, 2023 along with the reports of the Board of Directors and Auditors thereon.

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

Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during AGM	275	87427742	100
Total	275	87427742	100

- (ii) Voted **against** the resolution:

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



(iii) Invalid votes:

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

Resolution 02 – Ordinary Resolution

To receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended 31st March 2023 along with the report of the Auditors thereon.

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

Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during AGM	275	87427742	100.00
Total	275	87427742	100.00

(ii) Voted **against** the resolution:

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

(iii) Invalid votes:

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

Resolution 03 – Ordinary Resolution

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



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

Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during AGM	208	73891099	96.175
Total	208	73891099	96.175

(ii) Voted **against** the resolution:

Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during AGM	65	2938636	3.825
Total	65	2938636	3.825

(iii) Invalid votes:

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

Resolution 04 –Ordinary Resolution

To appoint a director in place of Mr. Vinod Pillai (DIN: 00497620), who retires by rotation and being eligible for re-appointment, offers himself for reappointment.

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

Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during AGM	209	84654349	96.678
Total	209	84654349	96.678



(ii) Voted **against** the resolution:

Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during AGM	70	2908598	3.322
Total	70	2908598	3.322

(iii) Invalid votes:

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

Resolution 05- Ordinary Resolution

To declare the final dividend of Rs. 4.00/- per equity shares of Face value of Rs. 5/- each fully paid-up for the financial year 2022-23:

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

Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during AGM	276	87562947	100.00
Total	276	87562947	100.00

(ii) Voted **against** the resolution:

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

(iii) Invalid votes:

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



SPECIAL BUSINESS

Resolution 06–Special Resolution

To approve the commission 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 AGM	265	87526862	99.959
Total	265	87526862	99.959

(ii) Voted **against** the resolution:

Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during AGM	11	36085	00.041
Total	11	36085	00.041

(iii) Invalid votes:

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

Resolution 07– Ordinary Resolution

To approve the remuneration of the Cost Auditor of the Company for the Financial year ending 31st March, 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 AGM	270	87561586	99.998
Total	270	87561586	99.998



(ii) Voted **against** the resolution:

Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during AGM	6	1361	00.002
Total	6	1361	00.002

(iii) Invalid votes:

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

11. I am pleased to inform you that the Resolutions specified in the notice dated 20th May 2023, 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 AGM as described above and declare the results.

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

Thanking you.

Yours faithfully,

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



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



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



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



**Date: 16/09/2023
Place: Raipur
UDIN: F005771E001025207**

**Date: 16/09/2023
Place: Raipur**