



HIRA

GODAWARI POWER & ISPAT



REF: GPIL/NSE&BSE/2022/4837

Date: 28.09.2022

To,

1. The Listing Department,
The National Stock Exchange of India Ltd,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), MUMBAI – 400051
NSE Symbol: GPIL
2. The Corporate Relation Department,
The BSE Limited, Mumbai,
1st Floor, Rotunda Building,
Dalal Street, MUMBAI – 400 001
BSE Security Code: 532734

Dear Sir,


Sub: Submission of Minutes of the 23rd Annual General Meeting (AGM) held on 16th September, 2022.

Please find attached herewith the certified true copy of Minutes of the 23rd Annual General Meeting of the shareholders of Godawari Power and Ispat Limited held on 16th September, 2022 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	23 rd Annual General Meeting
Name of the Company	Godawari Power & Ispat Limited
Day & Date of Meeting	Friday, the 16 th September, 2022
Deemed Venue of Meeting	Registered Office of the Company at 428/2, Phase 1, Industrial Area, Siltara, Raipur (C.G.) 493 111
Mode of Meeting	Video Conferencing and Other Audio Visual Means
Time of Commencement	11:30 AM
Time of Conclusion	12:02 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.	Mr. Dinesh Kumar Agrawal	Whole time Director & Member
5.	Mr. Dinesh Kumar Gandhi	Whole time Director
6.	Mr. Raj Kamal Bindal	Independent (Additional) Director
7.	Mr. Samir Agarwal	Independent (Additional) Director
8.	Mr. Siddharth Agrawal	Whole time Director & Member
9.	Mr. Vinod Pillai	Non-Executive Director
10.	Mr. Y.C. Rao	Company Secretary & Member
11.	Mr. Sanjay Bothra	Chief Financial Officer
12.	CMA Sanat Joshi	Representative of M/s Sanat Joshi & Associates, Cost Auditor
13.	CS. Tanveer Kaur Tuteja	Representative of M/s Jain Tuteja & Associates, Secretarial Auditor
14.	CA Sanjay Dewangan	Representative of M/s. JDS & Co., Statutory Auditor
15.	CS. Brajesh R. Agrawal	Scrutinizer

And 50 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 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 2021-22 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 placed on the website of the Company and the link has been shared in the website of National Securities Depository Limited (NSDL) for inspection by the members:
 - a. Register of Directors and Key Managerial Personnel and their Shareholding.
 - b. Register of Contracts or arrangements with related parties in which directors are interested.
 - c. Register of Investments not held in its own name by the company.
 - d. Secretarial Audit report of Company and its Subsidiary Companies.
 - e. Certificate of Non-Disqualification of Directors from PCS.
 - f. Compliance Certificate and declaration regarding Code of Conduct.
 - g. 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 13.09.2022 (9:00 AM) and 15.09.2022 (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 23rd 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 Annual Standalone and Consolidated Financial Statements of the company for the Financial Year 2021-22 along with the reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Abhishek Agrawal, who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint a Director in place of Mr. Dinesh Kumar Gandhi, who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
4. Declaration of Final Dividend of Rs.8.50/- per equity share of Face Value of Rs.5/- each fully paid for the year 2021-22 in addition to the Interim Dividend of Rs. 5.00/- per equity share of Rs.10/- each fully paid already paid on Pre Split and Bonus Share Capital.
5. To appoint M/s JDS & Co. (Firm Registration No.018400C) as Statutory Auditor for the second term of five years from the conclusion of ensuing AGM.



6. Appointment of Shri Samir Agarwal as Non-Executive Independent Director of the Company.
7. Appointment of Shri Raj Kamal Bindal as Non-Executive Independent Director of the Company.
8. Determination of remuneration of Cost Auditor for the Financial Year 2022-23.

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 23rd 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 2021-22 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 2021-22 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 10 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 3 shareholders of the company have registered for speaking at the meeting out of which 2 shareholders were present. One of them appreciated the working of the Company and the other one appreciated and further raised the query related to utilisation of Power generated by the company which was replied by Mr. Dinesh Kumar Gandhi. 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 Statement in respect of the Special Businesses is 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 10 minutes.

24.09.2022

Sd/-
SHASHI KUMAR
CHAIRMAN



ANNEXURE-01

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

RESOLUTION NO.01:

ADOPTION OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2022 ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON (ORDINARY RESOLUTION):

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements comprising of Balance Sheet as on 31st March, 2022 and the Profit and Loss Account for the year ended on 31st March, 2022 together with Directors' Report and Auditor's Reports thereon be and are hereby considered and adopted.”

RESOLUTION NO. 02:

TO APPOINT A DIRECTOR IN PLACE OF MR. ABHISHEK AGRAWAL (DIN: 02434507), WHO RETIRES BY ROTATION AND BEING ELIGIBLE FOR RE-APPOINTMENT, OFFERS HIMSELF FOR RE-APPOINTMENT (ORDINARY RESOLUTION):

“RESOLVED THAT Mr. Abhishek Agrawal, having Director Identification Number 02434507, who retires by rotation, being eligible for re-appointment and offered himself for re-appointment, be and is hereby re-appointed as Director of the Company.”

RESOLUTION NO. 03:

TO APPOINT A DIRECTOR IN PLACE OF MR. DINESH KUMAR GANDHI (DIN: 01081155), WHO RETIRES BY ROTATION AND BEING ELIGIBLE FOR RE-APPOINTMENT, OFFERS HIMSELF FOR RE-APPOINTMENT (ORDINARY RESOLUTION):

“RESOLVED THAT Mr. Dinesh Kumar Gandhi, having Director Identification Number 01081155), 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. 4:

DECLARATION OF FINAL DIVIDEND OF RS. 8.50/- PER EQUITY SHARE OF FACE VALUE OF RS.5/- EACH FULLY PAID FOR THE YEAR 2021-22 IN ADDITION TO THE INTERIM DIVIDEND OF RS. 5/- PER EQUITY SHARE OF RS.10/- EACH FULLY PAID ALREADY PAID ON PRE SPLIT AND BONUS SHARE CAPITAL (ORDINARY RESOLUTION):

“RESOLVED THAT a Final Dividend of Rs.8.50/- per equity share of face value of Rs.5 each fully paid for the financial year 2021-22 be and is hereby paid to the shareholders of the company who shall be holding shares of the company as on the record date in addition to the Interim Dividend of Rs.5 per equity share of Rs.10 each fully paid already paid on Pre Split and Bonus Share Capital to the shareholders of the company.”

RESOLUTION NO. 5:

TO APPROVE THE APPOINTMENT OF M/S JDS & CO. (FIRM REGISTRATION NO. 018400C) AS STATUTORY AUDITOR FOR THE SECOND TERM OF FIVE YEARS FROM THE CONCLUSION OF THIS AGM (ORDINARY RESOLUTION):

“RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s JDS & Co., Chartered Accountants, having registration No. 018400C be and are hereby appointed as the Auditors of the Company for the second term for a period of five years to hold office from the conclusion of this 23rd Annual General Meeting till conclusion of the 28th Annual General Meeting to be held in the year 2027 on a remuneration to be decided mutually, by the Board of Directors of the Company and M/s JDS & Co., Chartered Accountants from time to time.”

RESOLUTION NO. 6:

TO APPROVE THE APPOINTMENT OF SHRI SAMIR AGARWAL (DIN: 00093687), AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION):

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16(1) (b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with



Articles of Association of the company, Shri Samir Agarwal (DIN: 00093687), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the company by the Board of Directors at its meeting held on 29th July, 2022 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the company to hold office for a term of 5 (five) consecutive years commencing from 29th July, 2022, whose period of office will not be liable to determine by rotation.

RESOLUTION NO. 07:

TO APPROVE THE APPOINTMENT OF SHRI RAJ KAMAL BINDAL (DIN: 07423392), AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION):

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16(1) (b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the company, Shri Raj Kamal Bindal (DIN:07423392), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the company by the Board of Directors at its meeting held on 29th July, 2022 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the company to hold office for a term of 5 (five) consecutive years commencing from 29th July, 2022 , whose period of office will not be liable to determine by rotation.



RESOLUTION NO. 08:

TO APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2023 (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, 2023, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

24.09.2022

Sd/-
SHASHI KUMAR
CHAIRMAN



ANNEXURE-02

EXPLANATORY STATEMENT TO THE NOTICE OF THE 23RD ANNUAL GENERAL MEETING IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Pursuant to the provisions of Sec. 139 of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 Statutory Auditors shall be appointed at the Annual General Meeting (AGM) to hold office from the conclusion of 23rd AGM until the conclusion of the 28th Annual General meeting to be held in the year 2027.

M/s JDS & Co. Chartered Accountants were appointed as Statutory Auditor in the AGM held on 25th September, 2017. The Statutory Auditors first tenure, as per provisions of the section 139 of the Act, shall be expiring on conclusion of AGM i.e, AGM for the year 2021-22 Therefore, the existing Statutory Auditor of the Company can be re-appointed for second term for a period of five years.

The Audit Committee has considered the qualifications and experience of the proposed auditors M/s JDS & Co. and has recommended their re-appointment as Statutory Auditors of the Company for second term for a period of five years. The Board of Directors has also considered the matter and recommends the passing of the Ordinary Resolution appointing M/s JDS & Co., Chartered Accountants, as statutory auditors. Written consent of the proposed auditors together with a certificate certifying that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 have been received.

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 set out at item No. 5 of the Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

Item No. 6

On July 29, 2022, the Board of Directors appointed Shri Samir Agarwal as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from July 29, 2022 to July 28, 2027, subject to approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and remuneration Committee and the Board have recommended the appointment of Shri Samir Agarwal as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act,



2013. The Company has also received a notice in writing from a Member proposing the candidature of Shri Samir Agarwal to be appointed as Director of the Company.

The Company has received a declaration from Shri Samir Agarwal confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Shri Samir's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Shri Samir Agarwal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management.

In line with the Company's remuneration policy for Independent Directors, Shri Samir Agarwal will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings and commission as approved by the Board from time to time subject to maximum limits as approved by the shareholders. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

Shri Samir Agarwal possesses requisite knowledge, experience and skill for the position of Independent Director as per required criteria under the Act and rules & regulations made thereunder. Based on the recommendation received from the Nomination and Remuneration Committee and in view of his knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Shri Samir Agarwal as an Independent Non-Executive Director of the company in terms of section 149 read with section 152 of the Companies Act, 2013. In terms of sections 149 and 152 of the Companies Act, 2013, Shri Samir Agarwal is not liable to retire by rotation. Shri Samir Agarwal if appointed, will hold office for a first term of 5 Years commencing from 29.07.2022.

Additional information in respect of Shri Samir Agarwal, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

Except Shri Samir Agarwal, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. The Board of Directors recommends the resolution proposing the appointment of Shri Samir Agarwal as an Independent Director of the Company, as set out in Item No. 6 for approval of the Members by way of a Special Resolution.



Item No.7:

On July 29, 2022, the Board of Directors appointed Shri Raj Kamal Bindal as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from July 29, 2022 to July 28, 2027, subject to approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, Nomination and remuneration Committee and the Board have recommended the appointment of Shri Raj Kamal Bindal as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a Member proposing the candidature of Shri Raj Kamal Bindal to be appointed as Director of the Company.

The Company has received a declaration from Shri Raj Kamal Bindal confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Shri Raj Kamal's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Shri Raj Kamal Bindal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management.

In line with the Company's remuneration policy for Independent Directors, Shri Raj Kamal Bindal will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings and commission as approved by the Board from time to time subject to maximum limits as approved by the shareholders. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

Shri Raj Kamal Bindal possesses requisite knowledge, experience and skill for the position of Independent Director as per required criteria under the Act and rules & regulations made thereunder. Based on the recommendation received from the Nomination and Remuneration Committee and in view of his knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Shri Raj Kamal Bindal as an Independent Non-Executive Director of the company in terms of section 149 read with section 152 of the Companies Act, 2013. In terms of sections 149 and 152 of the Companies Act, 2013, Shri Raj Kamal Bindal is not liable to retire by rotation. Shri Raj Kamal Bindal if appointed, will hold office for a first term of 5 Years commencing from 29.07.2022.

Additional information in respect of Shri Raj Kamal Bindal, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

Except Shri Raj Kamal Bindal, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the



resolution set out at Item No. 7. The Board of Directors recommends the resolution proposing the appointment of Shri Raj Kamal Bindal as an Independent Director of the Company, as set out in Item No. 7 for approval of the Members by way of a Special Resolution.

Item No.8:

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, 2022 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. 8 of the Notice for determination of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2023.

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. 8

The Board recommends the Ordinary Resolution set out at Item No. 8 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. Abhishek Agrawal	Mr. Dinesh Gandhi	Mr. Samir Agarwal	Mr. Raj Kamal Bindal
Brief resume				
i) Age	38 years	59 years	45 years	47 years
ii) Qualification	Masters Degree in International Business from Leeds University, U.K.	Chartered Accountant and Company Secretary	B-Com., Chartered Accountant, Company Secretary, Chartered Financial Analyst.	M.Com. Chartered Accountant and MBA (Finance)
iii) Experience in specific functional area	Operations and General Management, Raw Material Procurement	In the areas of accounts, finance, project planning and financing.	Having more than 20 years of experience in the sphere of capital raising, mergers and acquisitions, financial and corporate restructuring. He is the promoter director of Indcap Advisors Pvt. Ltd. (Boutique Investment Bank) and co-founder of Neev Credit Pvt. Ltd. (Student fee finance company). He was part of International Taxation Advisory group of in E&Y.	More than 22 years of experience in the areas of Energy, Infrastructure, Project Management, Financial Services and Infrastructure Finance. He is one of the Independent Director on the Board of Bharat Heavy Electricals Ltd. He was associated with E&Y, Deloitte and ICRA Management Consultants.
iv) Date of	09.11.2021	25.02.2005	29.07.2022	29.07.2022



Appointment on the Board of the Company				
Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 5 of the Notice convening AGM dated 19.07.2021 read with explanatory statement thereto	As per the resolution at Item No. 3 of the Notice convening EGM dated 03.06.2022 read with explanatory statement thereto	As per the resolution at Item No. 6 of the Notice convening AGM dated 30.07.2022 read with explanatory statement thereto.	As per the resolution at Item No. 7 of the Notice convening AGM dated 30.07.2022 read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	Rs. 198.00 Lakhs	Rs. 25 Lakhs (Commission)	NA	NA
Remuneration / Sitting Fees proposed to be paid	In the slab of 16,00,000 to 30,00,000 along with other perquisites. Sitting Fee will not be paid.	In the slab of Rs. 12,50,000 to Rs. 20,00,000 along with other perquisites. Sitting Fee will not be paid.	Sitting Fees & Commission shall be paid within the prescribed limits laid under the Act.	Sitting Fees & Commission shall be paid within the prescribed limits laid under the Act.
Nature of expertise in specific functional areas	Over a decade of experience in Operations and General Management and in procuring of Raw Material	Over 25 years of experience in the areas of accounts, finance, project planning and financing. A dynamic financial analyst, his competence strategically directs the company.	Expertise in the sphere of capital raising, mergers and acquisitions, financial and corporate restructuring.	Core competence areas are infrastructure, finance, risk management and energy sector.
Name(s) of other Listed entities in which the person holds the Directorship	NIL	NIL	NIL	Bharat Heavy Electricals Limited.
*Chairman/ Member of the Committee of the Board of Directors of the Company	1. Corporate Social Responsibility Committee- Member	Stakeholder Relationship Committee- Member	Audit Committee – Member with effect from 29.07.2022.	Audit Committee - Member with effect from 29.07.2022.



*Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	NIL	NIL	NIL	1. Audit Committee - Member 2. Risk Management Committee- Member 3. Project Review Committee- Member 4. Committee on Arbitration & Major Legal Disputes and Alternative Dispute Resolution- Chairman 5. HR Committee- Chairman 6. Committee of Independent Directors -Lead
No. of Shares of Rs 5/- each held by the Directors	3,40,000	NIL	1200	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	Son of Mr. Bajrang Lal Agrawal, Managing Director and Brother of Mr. Siddharth Agrawal, Director of the Company and not related to any other Director/ KMP	Not related to any Director / Key Managerial Personnel	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-2021-22 FY-2022-23	8/8 2/2	8/8 2/2	NA	NA



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 16.09.2022 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.

24.09.2022

Sd/-
SHASHI KUMAR
CHAIRMAN

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 24.09.2022 sent at 6:35 AM.

The Minutes recorded on 26.09.2022.



COMPANY SECRETARY





B. R. Agrawal & Associates

Practicing Company Secretaries

Goyal Enterprises 18/952, Civil Station Road
Opp. Hotel Satkar, Raipur (C.G.) - 492009,
Phone : 0771-4061914, 4911914
Mobile : 98264-26263
E-mail : 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: 23rd 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: Friday, 16th September, 2022

Time of Meeting 11.30 AM

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, 2022.

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 29/07/2022 for scrutinizing remote e-voting and e-voting conducted during the 23rd 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 23rd Annual General Meeting (AGM) of the Company on 16/09/2022. I report as under:

1. As confirmed by the Company, the AGM notice dated 30/07/2022 was sent to the Shareholders whose email addresses were registered with the Company/RTA/ Depositories participants as on 29/07/2022. The emails were sent in compliance with the MCA Circular No. 20/2020 dated 05th May 2020 read with circulars 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020, 02/2021 dated 13th January 2021, 14/2021 dated 14th December 2021 and 03/2022 dated 05th May 2022 (collectively referred to as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022.
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 Tuesday, 13th September, 2022 at 9.00 AM (IST) and concluded on Thursday, 15th September, 2022 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, 2022 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 were unblocked and counted diligently. Since the meeting was conducted through VC/OAVM, there was no physical presence of the shareholders to vote physically in the meeting accordingly, no ballot box was kept.
7. I have scrutinized and reviewed the remote e-voting prior to the AGM and during the AGM and vote 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, 2022 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 and Consolidated Financial Statements of the Company for the year ended 31st March, 2022 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	320	91149094	99.999
Total	320	91149094	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 AGM	1	450	00.001
Total	1	450	00.001

- (iii) Invalid votes:

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



Resolution 02 - Ordinary Resolution

To appoint a director in place of Mr. Abhishek Agrawal (DIN: 02434507), 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	275	64745542	97.276
Total	275	64745542	97.276

(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	44	1812820	2.724
Total	44	1812820	2.724

(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 Shri Dinesh Kumar Gandhi (DIN: 01081155), 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	274	89097862	97.632
Total	274	89097862	97.632



(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	48	2160736	2.368
Total	48	2160736	2.368

(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 declare the final dividend of Rs. 8.50/- per equity shares of Face value of Rs. 5/- each fully paid-up for the financial year 2021-22 in addition to the Interim dividend of Rs. 5.00/- per equity shares of Rs. 10/- each fully paid-up already paid on Pre spilt and Pre Bonus Share Capital.

(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	320	91258118	99.999
Total	320	91258118	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 AGM	2	480	00.001
Total	2	480	00.001



(iii) Invalid votes:

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

Resolution 05 - Ordinary Resolution

To appointment M/s. JDS & Co. (Firm Registration No. 018400C) as Statutory Auditors for the Second term of five years from the conclusion of ensuing AGM till the conclusion of the 28th Annual General Meeting to be held in the year 2027.

(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	273	88447928	96.920
Total	273	88447928	96.920

(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	49	2810670	03.080
Total	49	2810670	03.080

(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 appointment of Shri Samir Agrawal (DIN: 00093687) as a Non Executive Independent Director of the Company for a period of 5 years.



(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	318	91257456	99.999
Total	318	91257456	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 AGM	4	1142	00.001
Total	4	1142	00.001

(iii) Invalid votes:

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

Resolution 07 - Special Resolution

To approve the appointment of Shri Raj Kamal Bindal (DIN: 07423392) as a Non-Executive Independent Director of the Company for a period of 5 years.

(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	317	91257406	99.999
Total	317	91257406	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 AGM	5	1192	00.001
Total	5	1192	00.001

(iii) Invalid votes:

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

Resolution 08 - Ordinary Resolution

To approve the remuneration of the Cost Auditor of the Company for the Financial year ending 31st March, 2023.

(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	318	91257341	99.999
Total	318	91257341	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 AGM	4	1257	00.001
Total	4	1257	00.001

(iii) Invalid votes:

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

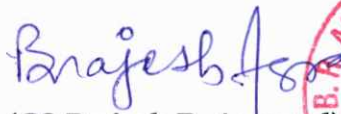


11. I am pleased to inform you that the Resolutions specified in the notice dated 30th July 2022, have been duly passed with requisite majority.
12. Accordingly, you are requested to take on record the result of the remote e-voting and vote casted during the AGM as described above and declare the results.
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 No. 5649



Date: 16/09/2022
Place: Raipur
UDIN: F005771D000982945
P.R. No. 553/2017

Director/Company Secretary:
Authorized by Chairman


(Yarra Chandra Rao)
Company Secretary
FCS-3679



Date: 16/09/2022
Place: Raipur