



HIRA

GODAWARI POWER & ISPAT



REF: GPIL/NSE & BSE/2019/ 3789

Date: 04.04.2019

To,

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

Dear Sir,

Sub: Submission of Minutes of Extra Ordinary General Meeting.

Please find attached herewith the certified true copy of signed Minutes of Extra Ordinary General Meeting of Shareholders of the Godawari Power and Ispat Limited held on 26th March, 2019 at Second Floor, Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh - 492001.

Kindly take the above information/documents on record.

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 & OHSAS 18001:2007 certified company
CIN L27106CT1999PLC013756

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

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

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

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

www.godawaripowerispat.com, www.hiragroup.com

MINUTES

Type of Meeting : Extra-Ordinary General Meeting
Name of the Company : Godawari Power & Ispat Limited
Day & Date of Meeting : Tuesday the 26th March, 2019
Venue of Meeting : 2nd Floor, Hira Arcade, Near New Bus Stand,
Pandri, Raipur (C.G.) 492 001
Time of Commencement : 11:30 AM
Time of Conclusion : 12:30 PM

PRESENT:

1. Shri Bajrang Lal Agrawal Managing Director, Member and Authorised Representative of Bajrang Lal Agrawal (HUF)
2. Shri Dinesh Agrawal Executive Director, Member and Authorised Representative of Dinesh Agrawal (HUF) and Radheshyam Agrawal (HUF)
3. Shri Siddharth Agrawal Non-Executive Director & Member
4. Shri Abhishek Agrawal Executive Director & Member
5. Shri Y.C. Rao Company Secretary & Member
6. CS Tanveer Kour Tuteja Scrutinizer of the Meeting

And 24 other Members were present personally and 04 Body Corporate were present through their Authorized Representatives.

CHAIRMAN: Shri Biswajit Choudhuri, Chairman of the Company and Shri B.N. Ojha, Director did not attend the meeting since they are interested in the proposed resolutions. The other Directors could not attend the meeting due to sudden exigencies. Shri Bajrang Lal Agrawal, Managing Director of the Company was elected as the Chairman and took the chair and conducted the proceedings of the meeting.

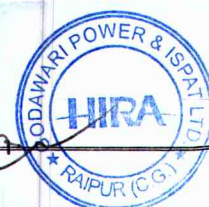
QUORUM: The Chairman commenced the meeting by welcoming the Members to the Extra-Ordinary General Meeting (EGM). The Chairman announced that the requisite quorum being present, the meeting was called to order.

PROXIES & REPRESENTATIONS: The Chairman then announced that until 48 hours before the time of the commencement of the Extra-Ordinary General Meeting, the Company has not received any proxy from the shareholders and has received 04 representations under Section 113 of the Companies Act, 2013 from bodies Corporate covering 39,85,169 Equity Shares of Rs. 10/- each and the same were laid on the table.

CERTIFIED TRUE COPY

For, Godawari Power & Ispat Ltd.


Company Secretary



NOTICE: With the consent of the 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.

VOTING PROCESS: The Chairman explained to 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 as an alternate for the Shareholders of the Company to enable them to cast their votes electronically between 23rd March, 2019 (10:00 am) to ended on 25th March, 2019 (05:00 pm) on the resolutions mentioned in the notice convening the EGM and CS Tanveer Kour Tuteja, Practicing Company Secretary was appointed as the Scrutinizer for the E-voting Process.

The Chairman further informed that those Members who had not cast their vote through e-voting process would be provided Ballot Papers to cast vote on Poll. CS Tanveer Kour Tuteja, Practicing Company Secretary was appointed as the Scrutinizer for the Poll process also.

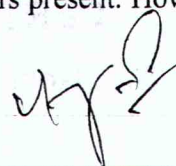
The Chairman then informed the Shareholders about the flow of events at the EGM and stated that he would first move the resolution as set out in the notice of EGM and then, in accordance with section 109 of the Companies Act, 2013 would order for Poll to be conducted on the Agenda. He further stated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

The Chairman then introduced all other Directors present in the meeting to the shareholders and explained the reasons for absence of the Directors who were not present at the meeting and thereafter took up the agenda.

ITEM NO. 1 TO APPROVE THE CONTINUATION OF DIRECTORSHIP OF SHRI BISWAJIT CHOUDHURI (DIN: 00149018) AS INDEPENDENT DIRECTOR OF THE COMPANY:

The Chairman took up the first agenda and stated that the printed copies of the notice along with its explanatory statement and other annexure have been circulated to all the shareholders along with the Notice.

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



Shri Dinesh Agrawal Proposed and Shri Siddharth Agrawal Seconded the following Resolution to be passed as Special Resolution for item no. 1 of the Notice pertaining to approve the continuation of directorship of Shri Biswajit Choudhuri (DIN: 00149018) as Independent Director of the Company, as per the details more specifically mentioned in the resolution.

The Chairman then put the following Resolution into motion:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Shri Biswajit Choudhuri (DIN: 00149018) Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on 30th September, 2019 notwithstanding that he has attained the age of 75 years on 30th April, 2017.”

ITEM NO. 2 TO APPROVE THE CONTINUATION OF DIRECTORSHIP OF SHRI BHRIGU NATH OJHA (DIN: 02282594) AS INDEPENDENT DIRECTOR OF THE COMPANY:

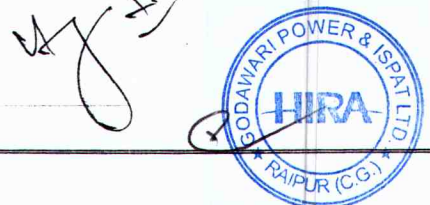
The Chairman took up the second agenda and stated that the printed copies of the notice along with its explanatory statement and other annexure have been circulated to all the Shareholders along with the Notice.

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

Shri Abhishek Agrawal Proposed and Shri Satya Narayan Agrawal Seconded the following Resolution to be passed as Special Resolution for item no. 2 of the Notice pertaining to approve the continuation of directorship of Shri Bhrigu Nath Ojha (DIN: 02282594) as Independent Director of the Company as per the details more specifically mentioned in the resolution.

The Chairman then put the following Resolution into motion:

“**RESOLVED that** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Shri Bhrigu Nath Ojha (DIN: 02282594) Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on 30th September, 2019 notwithstanding that he has attained the age of 75 years on 1st January 2019.”



VOTING BY POLL:

The Chairman of the Meeting suo moto announced poll to be taken from all the members present in the meeting who had not exercised their votes through e-voting and that the poll would be taken upto 12:30 PM and advised CS Tanveer Kour Tuteja, the Scrutinizer appointed for the purpose to complete the poll process and submit his report as early as possible.

VOTE OF THANKS


There being no other business to transact, the meeting terminated after completion of casting of all the votes, with a vote of thanks to the Chair.


BAJRANG LAL AGRAWAL
CHAIRMAN

REPORT OF THE SCRUTINIZER:

CS Tanveer Kour Tuteja has scrutinized the votes casted through ballot/Poll Paper at the EGM and thereafter unblocked the votes casted through remote e-voting in presence of two witnesses. The consolidated Scrutinizer's Report was submitted by CS Tanveer Kour Tuteja to the Company Secretary on 27th March, 2019 and as per the said report the resolutions as set out in the notice convening the meeting have been passed. A copy of the said report attached herewith as **Annexure 1**, shall form an integral part of these minutes.




BAJRANG LAL AGRAWAL
CHAIRMAN



Jain Tuteja & Associates

Mob. : 98279-00541
Ph. : 0771-4221303

CS Tanveer Kour Tuteja
(B.Com, F.C.S., L.L.B.)
M.No. 7704
C.P.No. - 8812

Head Office - C/o Ravindra Kiraya Bhandar
Hotel Ranjit Building, Station Road, Raipur (C.G.)

CS Deepti Jain
(B.Com, A.C.S., L.L.B.)
M.No. 26623
C.P.No. - 9050

To
The Chairman
Extra Ordinary General Meeting
of the Shareholders of Godawari Power
and Ispat Limited held on 26.03.2019 at 11.30 A.M

Date: 27.03.2019

Sub: Scrutinizer's Report – Combined Report on E-Voting and Poll Process
Ref: Godawari Power and Ispat Limited (CIN: L27106CT1999PLC013756)
Extra Ordinary General Meeting held on 26.03.2019 at 11:30 AM

Dear Sir,

We, the undersigned, was appointed as scrutinizer vide Board Resolution dated 02.02.2019 to act as such for e-voting and poll in Extra-Ordinary General Meeting (EGM) in respect of the resolutions proposed to be passed in EGM to seek approval of the holders of equity shares for passing of the 2 (Two) Special Resolutions as per notice dated 02.02.2019.

Pursuant to our appointment and the provisions of Section 108 and 109 of the Companies Act, 2013 (the Act) read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (including amendments) (the Rules), we have completed scrutiny of the e-voting and poll process of the EGM. At the request of the management, we hereby submit our combined report on e-voting and poll as under:

1. The Company had completed the dispatch of notice to its members on 25.02.2019 through Speed Post, whose e-mail id was not registered with the Company or its Registrar and Transfer Agent (RTA) and sent an e-mail through Link Intime India Private Limited along with the details of login id and password to its members, whose e-mail id was registered with the Company or its RTA and Depository participants as on cut-off date i.e. 19.03.2019.
2. Total Shareholders of the Company as on cut-off date (i.e. 01.02.2019) for dispatch of notice were 19,952 (Nineteen Thousand Nine Hundred Fifty Two Only). Total Shareholders of the Company as on cut-off date (i.e.19.03.2019) for the voting were 19,562 (Nineteen Thousand Five Hundred Sixty Two Only).
3. The shareholders of the Company had option to vote on resolutions either in the EGM or through remote e-voting facility. Shareholders opting for e-voting facility casted their votes on the designated website: <https://instavote.linkintime.co.in> of Link Intime India Private Limited.



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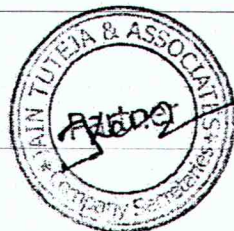


4. All votes casted electronically through Link Intime India Private Limited portal from Saturday, 23.03.2019 at 10:00 AM (IST) up to Monday, 25.03.2019 at 05:00 PM (IST) the last date and time fixed by the Company for casting of votes were considered for our scrutiny.
5. At the EGM, 1 (One) ballot box was kept for polling and was duly locked in our presence.
6. The locked ballot box was subsequently opened in presence of two independent persons, who were not employees of the company, who have signed a statement enclosed with this report to that effect and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar & Transfer Agents of the Company and the authorizations/ proxies lodged with the Company/ Registrar & Transfer Agents.
7. The Link Intime India Private Limited provided me access to the records in pursuance of rule 20(4) (xiii) of the Companies (Management and Administration) Rules, 2015, so as to ensure the members, who have availed the e-voting facility, have not again voted in the EGM.
8. 55 members casted their vote through remote e-voting and 6 member casted their vote under poll conducted in the EGM.
9. A summary of the votes cast electronically as well as under poll in the EGM are as follows:

ITEM NO. 1

To approve the continuation of directorship of Shri Biswajit Choudhuri (DIN: 00149018) as Independent Director of the Company:

Sr. No.	Particulars of E-Voting And Poll Process	Electronic	Poll	Total
a	Total number of form received/ members voted	55	6	61
b	Less: Invalid number of forms received/ members voted	-	-	-
c	Net valid number of form received/ members voted	55	6	61
d	Total number of votes cast	23878950	215	23879165
e	Less: Number of invalid votes cast	-	-	-
f	Net valid number of votes cast	23878950	215	23879165
g	Total number of votes with assent for resolution	23878950	215	23879165
h	Total number of votes with dissent for resolution	-	-	-
i	% of votes cast in favour of the resolution	99.9999	0.0001	100
j	% of votes cast against the resolution	-	-	-



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Item no. 2.

To approve the continuation of directorship of Shri Bhriгу Nath Ojha (DIN: 02282594) as Independent Director of the Company :

Sr. No.	Particulars of E-Voting And Poll Process	Electronic	Poll	Total
a	Total number of form received/ members voted	55	6	61
b	Less: Invalid number of forms received/ members voted	-	-	-
c	Net valid number of form received/ members voted	55	6	61
d	Total number of votes cast	23878950	215	23879165
e	Less: Number of invalid votes cast	-	-	-
f	Net valid number of votes cast	23878950	215	23879165
g	Total number of votes with assent for resolution	23878950	215	23879165
h	Total number of votes with dissent for resolution	-	-	-
i	% of votes cast in favour of the resolution	99.9999	0.0001	100
j	% of votes cast against the resolution	-	-	-

10. We are pleased to inform you that all the Special Resolutions in item no. 1 & 2 of the notice dated 02.02.2019, have been duly passed with requisite majority.
11. Accordingly, you may take on record the result of the remote e-voting and poll process in the EGM as described above and declare the results.
12. We have issued separate reports of e-voting and poll conducted at the EGM of even date.
13. We have kept the register of assent or dissent in electronic mode as well as physical mode for recording votes under remote e-voting and poll process in the EGM. The same shall be shall be handed over to Shri Y.C. Rao, Company Secretary for the purpose of safe keeping in compliance with the provisions of the Companies Act, 2013 and rules made there under.

Thanking you,

For, Jain Tuteja & Associates
Practicing Company Secretary

Tanveer Kaur Tuteja
Partner
FCS 7704 | CP 8512
Date: 27.03.2019
Place: Raipur



Bajrang Lal Agrawal
Chairman



CERTIFIED TRUE COPY

For, Godawari Power & Ispat Ltd.

Company Secretary

DETERMINED TRUE COPY

DEPARTMENT OF REVENUE

Revenue Department