



HIRA

GODAWARI POWER & ISPAT



REF: GPIL/NSE & BSE/2020/4193

Date: 07.10.2020

To,

1. The Listing Department,
The National Stock Exchange of India Ltd,
Exchange Plaza, BandraKurla 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 21st Annual General Meeting (AGM).

Please find attached herewith the certified true copy of Minutes of the 21st Annual General Meeting of the shareholders of Godawari Power and Ispat Limited held on 25th September, 2020 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 I, Industrial Area, Siltara, Raipur - 493111, Chhattisgarh, India

P: +91 771 4082333, F: +91 771 4082334

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

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

www.gpilindia.com, www.hiragroupindia.com

MINUTES

Type of Meeting	21 st Annual General Meeting
Name of the Company	Godawari Power & Ispat Limited
Day & Date of Meeting	Friday the 25 th September, 2020
Deemed Venue of Meeting	Registered Office of the Company at 428/2, Phase 1, Industrial Area, Siltara, Raipur 493 111
Mode of Meeting	Video Conferencing and Other Audio Visual Means
Time of Commencement	11.40 AM
Time of Conclusion	12.32 PM

JOINED THROUGH VIDEO CONFERENCING:

1.	Mr. Biswajit Choudhuri	Chairman of the Board and Audit Committee
2.	Mr. Bajrang Lal Agrawal	Managing Director & Member
3.	Mr. Abhishek Agrawal	Executive Director & Member
4.	Mr. B.N. Ojha	Independent Non-executive Director & Chairman of Stakeholders Relationship Committee
5.	Ms. Bhavana G. Desai	Independent Non-executive Women Director & Member
6.	Mr. Dinesh Gandhi	Non-Executive Director & Member
7.	Mr. Hari Shankar Khandelwal	Independent Non-executive Director & Member
8.	Mr. Shashi Kumar	Independent Non-executive Director and Chairman of Nomination & Remuneration & Corporate Social Responsibility Committee
9.	Mr. Siddharth Agrawal	Non-Executive Director & Member
10.	Mr. Vinod Pillai	Executive Director
11.	Mr. Y.C. Rao	Company Secretary & Member
12.	Mr. Sanjay Bothra	Chief Financial Officer
13.	Mr. Vivek Agrawal	Chief Operating Officer & Member
14.	Mr. Om Prakash Singhania	Representative of M/s JDS & Associates, Statutory Auditor
15.	Mr. Sanat Joshi	Representative of M/s Sanat Joshi & Associates, Cost Auditors
16.	Mrs. Tanveer Kaur Tuteja	Representative of M/s Jain Tuteja & Associates, Secretarial Auditor
17.	Mr. Brajesh R Agrawal	Scrutinizer

And 44 other members were present and 03 members were present through their authorized representatives in the meeting through Video Conferencing/Other Audio Visual Means (OAVM).



In view of massive outbreak of Covid-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular No. 20/2020 dated 5th May, 2020 read with MCA General Circular No. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

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 is being held through VC / OAVM.

Mr. Y.C. Rao, Company Secretary, welcomed all the Members, Chairman, Managing Director, all the Directors and all the Auditors present at the Meeting and informed the members that the notice of AGM along with annual report for the year 2019-20 has been sent by e-mail to all the shareholders whose e-mail addresses are registered with the company or depository participants. The Notice and Annual Report have also been uploaded in the company's website as well as the websites of both National and Bombay Stock Exchanges.

PROXIES: The Company Secretary informed that as the AGM was conducted through Audio Visual Means, the requirement for appointment of proxy and its related compliances were not applicable.

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. Register of loans, guarantee, security and acquisition made by the company.
- e. Secretarial Audit report of Company and its Subsidiary Companies.
- f. Certificate of Non-Disqualification of Directors from PCS.
- g. Compliance Certificate and declaration regarding code of conduct.
- h. Independent Auditors Certificate on Corporate Governance.

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 the Company has 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 22.09.2020 (9:00 am) and 24.09.2020 (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 have not been able to exercise remote e-voting and are 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 have already cast their vote by remote e-voting were not allowed to vote by way of e-voting at the meeting, and, if voted, it will not be counted. 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. The combined result, based on scrutinizer report for remote e-voting and e-voting at the meeting, on all resolutions at the 21st Annual General Meeting shall be submitted to the stock exchanges (i.e. NSE & BSE), displayed on the Company's website www.godawaripowerispat.com and also on the website of NSDL.

The Secretary then stated that the following agenda shall be transacted in this Annual General Meeting:

1. Adoption of Annual Standalone and Consolidated Financial Statements of the company for the Financial Year 2019-20 along with the reports of the Auditors and Directors thereon .
2. To appoint a Director in place of Shri Dinesh Kumar Gandhi, 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 Shri Vinod Pillai, who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
4. Re-appointment of Managing Director of the Company and fixation of his remuneration.



5. Appointment of Shri Prakhar Agrawal as Director and Whole Time Director of the Company and fixation of his remuneration.
6. Determination of remuneration of Cost Auditor.

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

CHAIRMAN: Mr. Biswajit Choudhuri, Chairman of the company then presided over the meeting and conducted the proceedings of the meeting.

QUORUM: The Chairman welcomed the Members to the 21st Annual General Meeting (AGM). The Chairman announced that the requisite quorum being present, the meeting was called to order.

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.

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 ended 31.03.2020 and its future outlook.

AUDITOR'S REPORT: Upon completion of his opening remarks, the Chairman informed the Shareholders that 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 2019-20 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.

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.

SHAREHOLDERS QUERIES: The Chairman then invited those Shareholders who have registered in advance to raise queries on the Annual Financial Statements of the company. The queries raised by the shareholders have been replied by the Managing Director and Company Secretary.



RESOLUTIONS PROPOSED AND EXPLANATORY STATEMENT:

The resolutions proposed to be passed in this Annual General Meeting are given below as **Annexure 1**. Copy of the Explanatory Statement is annexed herewith as **Annexure 2** below 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 for the first time.

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

06.10.2020

Sd/-
BISWAJIT CHOUDHURI
CHAIRMAN



ANNEXURE 01

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

RESOLUTION NO.1:

ADOPTION OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2020 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, 2020 and the Profit and Loss Account for the year ended on 31st March, 2020 together with Directors' and Auditor's Reports thereon be and are hereby considered and adopted."

RESOLUTION NO. 02:

TO APPOINT A DIRECTOR IN PLACE OF MR. DINESH KUMAR GANDHI (DIN: 01081155), WHO RETIRES BY ROTATION AND BEING ELIGIBLE FOR REAPPOINTMENT, 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 reappointed as Director of the Company ".

RESOLUTION NO. 03:

TO APPOINT A DIRECTOR IN PLACE OF MR. VINOD PILLAI (DIN: 00497620), WHO RETIRES BY ROTATION AND BEING ELIGIBLE FOR REAPPOINTMENT, 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 reappointed as Director of the Company ".



RESOLUTION NO. 4:

TO APPROVE THE RE-APPOINTMENT OF SHRI BAJRANG LAL AGRAWAL, AS MANAGING DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION):

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any Statutory Modification, amendments or re-enactments thereof for the time being in force) and in accordance with the Articles of Association of the company and such other approvals, permissions and sanctions, consent of the company be and is hereby accorded to the appointment of Shri Bajrang Lal Agrawal (DIN: 00479747) as a Managing Director of the Company for a period of five years with effect from August 12, 2020 on the terms and conditions including remuneration as stated in the explanatory statement annexed to this notice with liberty to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary and alter the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Shri Bajrang Lal Agrawal, subject to the same not exceeding the limits specified in schedule V and other applicable provisions, if any, of the act as amended from time to time.”

RESOLUTION NO. 05:

TO APPROVE THE APPOINTMENT OF SHRI PRAKHAR AGRAWAL (DIN: 07547965), AS WHOLE TIME (EXECUTIVE) DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION):

“RESOLVED THAT pursuant to the provisions of Section 149,152, 160,196 & 197 read with Schedule V and all other applicable provisions, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Shri Prakhari Agrawal (DIN: 07547965), who was appointed as an Additional Director by the Board of Directors at its meeting held on 11.08.2020 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of ensuing General Meeting as recommended by the Nomination and Remuneration Committee, be and is hereby appointed as Director and Whole Time (Executive) Director of the Company for a period of five years with effect from 11.08.2020 on the terms and conditions including remuneration as stated in the explanatory statement annexed to this notice with liberty to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary and alter the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be



acceptable to Shri Prakhar Agrawal, subject to the same not exceeding the limits specified in schedule V and other applicable provisions, if any, of the act as amended from time to time.”.

RESOLUTION NO. 06:

TO APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2021 (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, 2021, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

06.10.2020

Sd/-
BISWAJIT CHOUDHURI
CHAIRMAN



ANNEXURE 2

EXPLANATORY STATEMENT TO THE NOTICE OF THE 21st ANNUAL GENERAL MEETING IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Bajrang Lal Agrawal, was re-appointed as Managing Director of the Company w.e.f. 12th August, 2020 for a period of 5 (five) years, i.e. upto 11th August, 2025.

The Board of Directors approved the proposal as recommended by the Nomination and Remuneration Committee to revise his remuneration pursuant to the provisions of Section 196, 197, 203, Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and all other applicable provisions of the Act and subject to approval of the shareholders of the Company by way of Special Resolution as under:

Salary: Gross Salary in the scale of Rs. 20,00,000 to Rs. 60,00,000 Per Month with effect from August 12, 2020.

Commission: In addition to the salary, he would be entitled to such commission based on the net profits of the Company in any financial year not exceeding 1% (one percent) of such profits as the Nomination and Remuneration Committee shall decide, having regard to the performance of the Company.

Perquisites: He shall also be entitled to perquisites which would include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement and leave travel concession for self and family, club fees, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities in accordance with the Rules of the Company. The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

Others: Provision of car for use on Company's business, telephone and other communication facilities at residence would not be considered as perquisites.

Overall Limit: Provided that the remuneration payable to the appointee (including the salary, commission, perquisites, benefits and amenities) does not exceed the limits laid down in section 197 and computed in the manner laid down in section 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.



Minimum Remuneration

Where in any Financial Year, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration by way of salary, commission, incentives, bonus, perquisites and other allowance as a minimum remuneration subject to the limits specified under Section II & III of Part II of Schedule V to the Act (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may prescribed by the Central Government from time to time as minimum remuneration.

Details of variation of terms of remuneration of Director as specified in SS-2 are provided in **Annexure** to the notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Bajrang Lal Agrawal himself, Mr. Siddharth Agrawal and Mr. Abhishek Agrawal being relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No.5:

Shri Prakhar Agrawal(DIN: 07547965) was appointed as Whole Time (Executive) Director w.e.f. 11th August, 2020 for a period of 5 (five) years i.e. up to 10th August, 2025.

The Board of Directors approved the proposal as recommended by the Nomination and Remuneration Committee to revise his remuneration pursuant to the provisions of Section 196, 197, 203, Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and all other applicable provisions of the Act and subject to approval of the shareholders of the Company by way of Special Resolution as under:

Salary: Gross Salary in the scale of Rs. 10,00,000 to Rs. 20,00,000 Per Month with effect from 11th August, 2020.

Commission: In addition to the salary, he would be entitled to such commission based on the net profits of the Company in any financial year not exceeding 1% (one percent) of such profits as the Nomination and Remuneration Committee shall decide, having regard to the performance of the Company.

Perquisites: He shall also be entitled to perquisites which would include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, gas, electricity, water,



furnishings, medical reimbursement and leave travel concession for self and family, club fees, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities in accordance with the Rules of the Company. The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

Others: Provision of car for use on Company's business, telephone and other communication facilities at residence would not be considered as perquisites.

Overall Limit: Provided that the remuneration payable to the appointee (including the salary, commission, perquisites, benefits and amenities) does not exceed the limits laid down in section 197 and computed in the manner laid down in section 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.

Minimum Remuneration

Where in any Financial Year, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration by way of salary, commission, incentives, bonus, perquisites and other allowance as a minimum remuneration subject to the limits specified under Section II & III of Part II of Schedule V to the Act (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may prescribed by the Central Government from time to time as minimum remuneration.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Prakhar Agrawal himself is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval by the members.

Item No.6:

The Board, on the recommendation of the Audit Committee, has approved the reappointment 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, 2021 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. 6 of the Notice for determination of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2021.

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. 6.

The Board recommends the Ordinary Resolution set out at Item No. 6 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):

A.	Name	Mr. Bajrang Lal Agrawal	Mr. Dinesh Kumar Gandhi	Mr. Prakhar Agrawal	Mr. Vinod Pillai
B.	Brief resume				
	i) Age	66	57	25	52
	ii) Qualification	B.E. (Electrical)	CA and CS	Graduation from London School of Economics and Diploma holder in Business Management from Century University, Coventry. Graduate Diploma holder in Management and Business Economics	Commerce graduate
	iii) Experience in specific functional area	Strategic Planning, Project Planning, Production	Accounts, finance, project planning and financing	Plant Operations and Purchases.	Sales, Administration, Liaisoning and Logistics
	iv) Date of Appointment on the Board of the Company	17.08.2002	25.02.2005	11.08.2020	28.07.2009



C.	Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 4 of the Notice convening Annual General Meeting dated 14.08.2020 read with explanatory	Since he is a Non-Executive Director, no terms of appointment were fixed.	As per the resolution at Item No. 5 of the Notice convening Annual General Meeting dated 14.08.2020 read with explanatory statement thereto	Remuneration in the slab of Rs.1,90,000 to Rs.2,50,000 per annum along with other perquisites. Sitting Fee will not be paid.
D.	Remuneration last drawn (including sitting fees, if any)	Rs. 240.00 Lakhs	Commission of Rs.25 Lakhs	NIL	Rs.22.80 Lakhs
E.	Remuneration / Sitting Fees proposed to be paid	As per details given in Explanatory Statement	Commission of Rs. 25 Lakhs	As per details given in Explanatory Statement	Rs. 22.80 Lakhs (approx)
F.	Nature of expertise in specific functional areas	Over four decades of experience in Production activities	He has over 3 decades of experience in the areas of accounts, finance, project planning and financing. A dynamic financial analyst, his competence strategically directs the Company	From behavioural Insight to Strategic Decision Modelling, Social Innovation and Entrepreneurship.	Over 25 years of experience and plays a vital role in commissioning of new projects of Hira Group of Industries
G.	Name(s) of other Listed entities in which the person holds the Directorship	NIL	NIL	NIL	NIL
H.	*Chairman/Member of the Committee of the Board of Directors of the Company	Risk Management Committee	NIL	NIL	1. Corporate Social Responsibility Committee



I.	*Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	NIL	NIL	NIL	Audit Committee 1. Godawari Energy Limited 2. Hira Infra-Tek Limited Nomination and Remuneration Committee 1.Hira Infra-Tek Limited
J.	No. of Shares of Rs.10 /- each held by the Directors	17,31,398	18,000	5,32,500	NIL
K.	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	Father of Mr. Abhishek Agrawal, Whole Time Director and Mr. Siddharth Agrawal, Director and not related to any other Director / KMP	Not related to any Director / Key Managerial Personnel	He belongs to Promoter Group as Person Acting in Concert with Promoters (PAC) of the Company, however Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
L.	No. of Board Meetings held/ attended during the year	4 /5 (FY 2019 -20) 2 /3 (FY 2020 -21)	5 /5 (FY 2019 -20) 3 /3 (FY 2020 -21)	NA (FY 2019 -20) NA (FY 2020 -21)	4 /5 (FY 2019 -20) 3 /3 (FY 2020 -21)

REPORT OF THE SCRUTINIZER:

After unblocking the votes casted through remote e-voting in presence of two witnesses, CS Brajesh R Agrawal had scrutinized the votes casted 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 25.09.2020 and as per the said report all the resolutions have been passed. A copy of the said report attached herewith as **Annexure 3** and shall form an integral part of these minutes.

Sd/-

**BISWAJIT CHOUDHURI
CHAIRMAN**

06.10.2020

Note: Chairman has gone through the draft minutes and approved the same. He also give his consent to deem the said approved minutes to have been signed by him vide email dated 06.10.2020 sent at 12.33 PM.





To
The Chairman
M/s. Godawari Power and Ispat Limited
Plot No.428/2,Phase-1,Industrial Area
Siltara,Raipur (CG)-493111

Meeting: 21st Annual General Meeting (AGM) of the Company through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).
Day & Date of Meeting: Friday, 25th September 2020
Time of Meeting: 11.30AM
Deemed Venue of AGM: 428/2,Phase-1,Industrial Area, Siltara, Raipur (CG)-493111

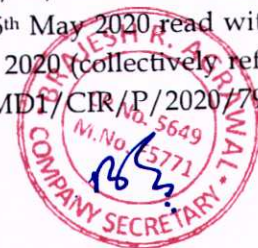
Subject: Consolidated Scrutinizer's Report on remote e-voting conducted prior to the 21st Annual General Meeting (AGM) of M/s. Godawari Power and Ispat Limited held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) and remote e-voting conducted during the AGM, Pursuant to the provisions of section-108 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 B.R.Agrawal & Associates, Practicing Company Secretary, Raipur was appointed as the scrutinizer by the Board of Directors in their Board Meeting held on 27/06/2020 for scrutinizing remote e-voting and e-voting conducted during the 21st Annual General Meeting 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 21st Annual General Meeting of the Company.

1. The AGM notice dated 14/08/2020 as confirmed by the Company, was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those members whose email addresses are registered with the Company/RTA/ Depositories participants as on 14/08/2020. 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 and 17/2020 dated 13th April 2020 (collectively referred to as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated 12th May 2020.



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 commenced on Tuesday, 22nd September 2020 at 9.00 AM (IST) and ended on Thursday, 24th September 2020 at 5.00PM (IST) and the NSDL e-voting platform was disabled thereafter.
4. The Company had also provided e-voting facility of NSDL to the shareholders present at the AGM through VC, who had not casted their vote earlier.
5. The shareholders of the Company holding shares as on the "Cut off" of date 18th September 2020 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 remote e-voting done during the AGM and vote cast under remote e-voting facility prior to the AGM were unblocked and counted diligently.
7. I have scrutinized and reviewed the remote e-voting prior to the AGM and during the AGM and vote cast 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. My responsibility as a scrutinizer for the remote e-voting is restricted to making a scrutinizers Report of the vote cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting conducted prior to the AGM and during the AGM in respect of the said resolutions.

I would like to mention that the voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e.18th September 2020 and as per the Register of Members of the Company.

Resolution 01 -Ordinary Resolution

To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2020 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	95	22477716	99.99
Total	95	22477716	99.99

- (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	1180	0.001
Total	1	1180	0.001



(iii) Invalid votes

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

Resolution 02 - Ordinary Resolution

To appoint a Director in place of Mr. Dinesh Kumar Gandhi (DIN: 01081155), who retires by rotation and being eligible for reappointment, 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	92	22472292	99.97
Total	92	22472292	99.97

(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	6604	0.03
Total	4	6604	0.03

(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	NA
Total	NIL	NA

Resolution 03 - Ordinary Resolution

To appoint a Director in place of Mr. Vinod Pillai (DIN: 00497620), who retires by rotation and being eligible for reappointment, 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	92	22472292	99.97
Total	92	22472292	99.97

(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	6604	0.03
Total	4	6604	0.03

(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	NA
Total	NIL	NA

Resolution 04 –Special Resolution

To approve the re-appointment of Shri Bajrang Lal Agrawal (DIN: 00479747), as Managing Director of the Company for a period of five years with effect from 12th August 2020:

(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	88	17822962	99.96
Total	88	17822962	99.96

(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	6604	0.04
Total	4	6604	0.04

(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	NA
Total	NIL	NA

Resolution 05 –Special Resolution

To approve the appointment of Shri Prakhar Agrawal (DIN: 07547965), as Whole Time (Executive) Director of the Company for a period of five years with effect from 11th August 2020:

(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	89	21928931	99.92
Total	89	21928931	99.92



(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	17465	0.08
Total	5	17465	0.08

(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	NA
Total	NIL	NA

Resolution 06 –Ordinary Resolution

To approve the remuneration of the 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, 2021 at a remuneration of Rs.75,000/-:

(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	92	22461441	99.97
Total	92	22461441	99.97

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

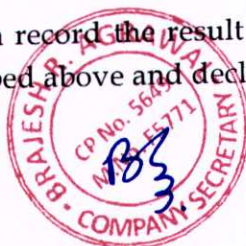
Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during AGM	3	6594	0.03
Total	3	6594	0.03

(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	NA
Total	NIL	NA

10. I am pleased to inform you that all the Resolutions in item no. 1 to 6 of the notice dated 14/08/2020, have been duly passed with requisite majority.

11. 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.



12. 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

Director/Company Secretary:
Authorized by Chairman

Brajesh R Agrawal Digitally signed by
Brajesh R Agrawal
Date: 2020.09.25
14:39:25 +05'30'



(CS Brajesh R. Agrawal)
Proprietor
FCS 5771 | CP 5649
Date: 25/09/2020
Place: Raipur

