



HIRA

GODAWARI POWER & ISPAT



REF: GPIL/NSE&BSE/2021/4553

Date: 23.10.2021

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 Extra-ordinary General Meeting (EGM) held on 14th October, 2021.

Please find attached herewith the certified true copy of Minutes of the Extra-ordinary General Meeting of the shareholders of Godawari Power and Ispat Limited held on 14th October, 2021 through video conferencing (VC)/other audio visual means (OAVM).

Please take the same on records.

Thanking you,

Yours faithfully,

FOR, GODAWARI POWER AND ISPAT LIMITED


Y.C. RAO
COMPANY SECRETARY

Encl: As Above



Godawari Power & Ispat Limited

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

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

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

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

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

www.godawaripowerispat.com, www.hiragroup.com

MINUTES

Type of Meeting	Extra-Ordinary General Meeting (EGM)
Name of the Company	Godawari Power & Ispat Limited
Day & Date of Meeting	Thursday, the 14 th October, 2021
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	11.30 AM
Time of Conclusion	11.58 AM

JOINED THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM):

1.	Mr. Biswajit Choudhuri	Chairman of the Board
2.	Mr. Bajrang Lal Agrawal	Managing Director & Member
3.	Mr. Abhishek Agrawal	Executive Director & Member
4.	Mr. B.N. Ojha	Independent Non-Executive Director
5.	Ms. Bhavana G. Desai	Independent Non-Executive Women Director & Member
6.	Mr. Dinesh Gandhi	Non-Executive Director
7.	Mr. Shashi Kumar	Independent Non-Executive Director
8.	Mr. Siddharth Agrawal	Non-Executive Director & Member
9.	Mr. Vinod Pillai	Executive Director
10.	Mr. Dinesh Agrawal	Executive Director & Member
11.	Mr. Prakhar Agrawal	Executive Director & Member
12.	CS Y.C. Rao	Company Secretary & Member
13.	Mr. Sanjay Bothra	Chief Financial Officer
14.	Mr. Vivek Agrawal	Chief Operating Officer & Member
15.	Mr. Brajesh R Agrawal	Scrutinizer
16.	CMA Sanat Joshi	Representative of M/s Sanat Joshi & Associates, Cost Auditor
17.	CS Tanveer Kaur Tuteja	Representative of M/s Jain Tuteja & Associates, Secretarial Auditor

And 46 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).

In view of massive outbreak of Covid-19 pandemic, social distancing was a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No.

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For Godawari Power and Ispat Limited

[Signature]
Company Secretary



20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue was not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members could attend and participate in the ensuing EGM 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 EGM of the Company was held through VC / OAVM.

CS Y.C. Rao, Company Secretary, welcomed all the Members, Chairman, all the Directors and the Scrutinizer present at the Meeting and informed the members that the notice of EGM had 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).

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

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 EGM. For this purpose, the Company had entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM 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 11.10.2021 (9:00 AM) and 13.10.2021 (5:00 PM) on the resolution mentioned in the notice convening the EGM and CS Brajesh R Agrawal, Practicing Company Secretary was appointed as the Scrutinizer for the E-voting Process.

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For Godawari Power and Ispat Limited


Company Secretary



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 Extra-Ordinary General Meeting through Audio Visual means, arrangements for e-voting at the EGM have also been made to enable them to cast their vote. However the shareholders who 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 the resolution at the Extra-Ordinary 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 Company Secretary then stated that the following agenda shall be transacted in this Extra-Ordinary General Meeting:

1. To Approve Sub-division of Equity Shares from the face value of Rs 10/- per share to Rs. 5 /- per share;
2. To Approve Alteration of the Capital Clause in the Memorandum of Association consequent upon sub-division;
3. To Approve the Increase in Authorised Share Capital of the Company;
4. To Approve Alteration of Memorandum of Association consequent upon increase in Authorised Share Capital;
5. To Approve Issue of Bonus Shares by Capitalisation of Reserves.

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

NOTICE: With the consent of all the members present in the meeting the Notice convening the Extra-Ordinary General Meeting as circulated to the members of the company was taken as read.

The Chairman then introduced all other Directors present at the meeting through video conference and thereafter, in his speech the Chairman gave a brief outline of object of the resolution forming part of the Notice to the Shareholders of the Company. The Chairman informed the members that there were in total only five (5) Resolutions proposed to be passed in the EGM.

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For Godawari Power and Ispat Limited

[Signature]

Company Secretary



Then the Chairman invited questions from the shareholders. Company Secretary informed that only one shareholder, Mr. Rohinton Framroze Batiwala, had registered himself to speak in the meeting.

Mr. Rohinton Framroze Batiwala was allowed to speak by the Chairman. He appreciated for Split and Bonus issue proposals recommended to the shareholders of the Company.

RESOLUTIONS PROPOSED AND EXPLANATORY STATEMENT:

The resolution proposed to be passed in this Extra-Ordinary General Meeting is given below as **Annexure 1**. Copy of the Explanatory Statement is annexed herewith as **Annexure 2** below. Both these Annexures shall form an integral part of these minutes.

The Chairman concluded the meeting informing the members that the result will be declared upon receipt of consolidated Scrutinizer's Report. He further informed that the results shall also be uploaded on the Company's website www.godawaripowerispat.com together with the consolidated report of the Scrutinizer and shall be available at the Registered Office of the Company.

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 10 minutes.

20.10.2021

Sd/-
B. L. AGRAWAL
MANAGING DIRECTOR

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For Godawari Power and Ispat Limited



Company Secretary



ANNEXURE 01

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

RESOLUTION NO.1:

SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- PER SHARE TO RS. 5 /- PER SHARE (ORDINARY RESOLUTION):

“RESOLVED THAT:

1. pursuant to the provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Article 47 and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, consent of the Members be and is hereby accorded to Sub-divide each of the Equity Shares of the Company having a face value of Rs. 10/- each in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Company be sub-divided into Two (2) Equity Shares having a face value of Rs.5/- each fully paid, of the Company, with effect from the Record Date as may be fixed for the purpose.
2. pursuant to the Sub-division of the Equity Shares of the Company, all the issued, subscribed and paid-up Equity Shares of nominal value of Rs. 10/- each of the Company existing on the Record Date to be fixed by the Company in consultation with the Stock Exchange where the shares of the Company are listed shall stand Sub-divided into Equity Shares of nominal value of Rs.5/- each fully paid up.
3. upon Sub-division of the Equity Shares as aforesaid, Two (2) Equity Shares of the face value of Rs. 5/- each to be allotted in lieu of existing One (1) Equity Share of Rs 10/- each subject to the terms of the Memorandum and Article of Association of the Company and shall rank pari passu in all respects with the existing fully paid-up Equity Shares of Rs 10/- each of the Company and shall be entitled to participate in full after the Sub-divided Equity Shares are allotted.
4. upon the Sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share

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Company Secretary



Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of Sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division.

5. the Board of Directors of the Company ("the Board"), (which expression shall also include a committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution".

RESOLUTION NO.2:

ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION CONSEQUENT UPON SUB-DIVISION (ORDINARY RESOLUTION):

"RESOLVED THAT:

1. pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 read with other applicable provisions if any of the Companies Act, 2013 (including any amendments there to or re-enactment thereof) and the rules framed thereunder, the consent of the Members of the Company be and is hereby accorded to alter the Authorized Share Capital of the Company from existing Rs 53,00,00,000/- (Rupees Fifty Three Crores only) divided into 4,98,00,000 Equity Shares of Rs. 10/- each and 32,00,000 Preference Shares of Rs. 10/- each to Rs 53,00,00,000/- (Rupees Fifty Three Crores only) divided into 9,96,00,000 Equity Shares of Rs. 5/- each and 32,00,000 Preference Shares of Rs. 10/-each.
2. the Memorandum of Association of the Company be altered in the following manner i.e., existing Clause V of the Memorandum of Association be deleted and the same will be substituted with the following new clause as Clause V

V. The Authorized Share Capital of the Company is Rs 53,00,00,000/- (Rupees Fifty Three Crores only) divided into 9,96,00,000 (Nine Crores Ninety Six Lakhs only) Equity Shares of Rs.5/- (Rupees Five) each and 32,00,000 (Thirty Two Lakhs) Preference Shares of Rs.10/-(Rupees Ten) each.
3. For the purpose of the giving effect to this resolution, the Board (which expression shall also include a Committee thereof) , be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be

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Company Secretary



required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution."

RESOLUTION NO.3:

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY (ORDINARY RESOLUTION):

"RESOLVED THAT:

1. pursuant to provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, or any statutory modification(s), amendment or re-enactment thereof and subject to such approvals, permissions, and sanctions, if any, as may be necessary from any concerned authorities, the Authorized Share Capital of the Company be and is hereby increased from Rs.53,00,00,000/- (Rupees Fifty Three Crores only) to Rs.74,00,00,000 /- (Rupees Seventy Four Crores only) by creation of 4,20,00,000 Equity Shares of Rs. 5/- each and 32,00,000 Preference Shares of Rs. 10/- each."
2. the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

RESOLUTION NO.4:

ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY CONSEQUENT UPON INCREASE IN SHARE CAPITAL (ORDINARY RESOLUTION):

"RESOLVED THAT:

1. pursuant to the provisions of Section 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder, the Memorandum of Association of the Company be and is hereby altered by Substituting the existing clause with the following:

V. The Authorized Share Capital of the Company is Rs.74,00,00,000/-(Rupees Seventy Four Crores only) divided into 14,16,00,000 (Fourteen Crores Sixteen Lakhs) Equity Shares of Rs.5/- (Rupees Five) each and 32,00,000 (Thirty Two Lakhs) Preference Shares of Rs.10/- (Rupees Ten) each.

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[Signature]

Company Secretary



2. the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

RESOLUTION NO.5:

ISSUE OF BONUS SHARES BY CAPITALISATION OF RESERVES (ORDINARY RESOLUTION):

"RESOLVED THAT

1. pursuant to the provisions of Section 23, 63 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**") as in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "**SEBI (LODR) Regulations**") and subject to all other applicable rules, regulations, guidelines, notifications and circulars of the Securities and Exchange Board of India ("**SEBI**"), the applicable provisions of Foreign Exchange Management Act, 1999 ("**FEMA**"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2019 etc. and other foreign exchange regulation provisions in India as may be applicable and pursuant to Article 50 of the Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, Reserve Bank of India ("**RBI**"), and all other authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as "**Appropriate Authorities**"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "**Requisite Approvals**"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the company be and is hereby accorded to capitalize up to Rs. 35,23,62,470/- (Rupees Thirty Five Crores Twenty Three Lakhs Sixty Two Thousand Four Hundred Seventy only) (Subsequent to the Sub division of each Equity share of Rs.10/- each into Two (2) Equity Shares of Rs.5/- each - Post Sub division) out of 'Reserves and Surplus' built out of Securities Premium and transfer to Share Capital Account towards issue and allotment of Equity Shares not exceeding 7,04,72,494

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[Signature]

Company Secretary



(Subsequent to the Sub division of each Equity share of Rs.10/- each into Two (2) Equity Shares of Rs.5/- each – Post Sub division) Equity Shares of Rs. 5/- (Post Sub division) each, as Bonus Shares credited as fully paid-up, to the Shareholders at par, whose names stand in the register of members of the Company on the record date to be fixed in consultation with the Stock exchanges, where the shares of the company are listed, for this purpose as the Board may determine, in that behalf in the proportion of One (1) new fully paid-up Equity Shares of Rs. 5/- (Post Sub division) each for every One (1) (Post Sub division) Equity Shares of Rs. 5/- (Post Sub division) each, held as on the record date and that the Bonus Shares so issued and allotted be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such member/person and not as income or in lieu of Dividend and that the said Equity Shares be issued and allotted, inter-alia, on the following terms and conditions:

- (a) The new Equity Shares of Rs.5/- (Post Sub division) each to be issued and allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the then existing Equity Shares of the Company, notwithstanding the date or dates of allotment thereof, including entitlement to payment of dividend, if declared, for the financial year in which the same are allotted.
 - (b) No Letters of Allotment shall be issued to the members entitled to Bonus Shares and in case the shares are held in dematerialized form, the Bonus Shares shall be credited to the depository account of the beneficiary shareholder within the stipulated time period and in case the shares are held in physical form the share certificates in respect thereof shall be issued under the Common Seal of the Company and shall bear the facsimile signatures of any two Directors and be countersigned by the Company Secretary.
 - (c) The issue and allotment of fully paid-up new Equity Shares as Bonus Shares to the extent that they relate to non-residents shall be subject to approval of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2019 etc. and other foreign exchange regulation provisions in India (including any statutory modification(s) or re-enactment thereof for the time being in force).
2. The Board of Directors be and is hereby authorized to apply for Listing of Bonus Shares to the Stock Exchanges where the Company's existing shares are listed and to make an application to the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for crediting the Bonus Shares to the individual Depository Accounts of the allottees.

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Company Secretary



3. For the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, to settle any question, difficulty or doubt that may arise in regard to the issue and distribution of the new Equity Shares as it may think fit, and to accept on behalf of the Company, modifications of any nature whatsoever, if any which may be proposed by Statutory authorities and which the Board in its discretion think fit and proper."
4. The Board of Directors are be and is hereby further authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

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For Godawari Power and Ispat Limited



Company Secretary



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FOR GODAWARI POWER AND ISPAT LIMITED

ANNEXURE 2

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

Item No.1:

Presently the Authorised Share Capital of the Company is Rs. 53,00,00,000/- and its paid up share capital is Rs. 35,23,62,470/- consisting 3,52,36,247 equity shares of Rs. 10/- each. The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited and BSE Limited.

In order to provide enhanced liquidity to the Company's equity shares in the stock market and to make it more affordable for small investors, it is proposed to sub-divide each equity share of face value of Rs. 10/- into two equity shares of the face value of Rs. 5/- each pursuant to the provisions of Section 61(1) (d) of the Companies Act, 2013 ("the Act"), the rules made thereunder and other applicable provisions. The record date for the aforesaid sub-division of equity shares shall be fixed by the Board after the approval of the members is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on September 14, 2021, approved the aforesaid sub-division subject to requisite approval of the members. There will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company consequent upon sub-division of equity shares.

The sub-division of equity shares proposed under business item No. 1 of this Notice shall also require amendment to the existing Clause V of the Memorandum of Association of the Company of the Company as set out under item no. 3 of this Notice.

Pursuant to Sections 13, 14, 61 and other applicable provisions of the Act and the Rules made thereunder, approval of the members by way of Ordinary Resolution is required for sub-division and carrying out any amendment to the Memorandum and Articles of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution in the accompanying Notice. The Board recommends the above Ordinary Resolution set out under item no. 1 of the Notice for approval of the Members.

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For Godawari Power and Ispat Limited


Company Secretary



Item No. 2:

The aforesaid sub-division of equity shares of Rs.10/- (Rupees Ten only) each into Two (2) equity shares of Rs. 5/- (Rupees Five only) each fully paid would require amendment to existing Capital Clause V of the Memorandum of Association. After approval of the resolutions set out at Item No 1 the Board of Directors or Committee thereof will fix the record date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the same shall be notified to the members through appropriate medium.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of this meeting. This item of special business does not relate to or affects any other company.

The board recommends passing the resolution, as an Ordinary Resolution, with or without modifications.

None of the directors or managers or key managerial persons or relatives of all of the aforesaid are concerned or interested, financially or otherwise in respect of this item of Agenda.

Item No. 3, 4 & 5

The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited. With a view to encourage the participation of the small investors by making the equity shares of the company more affordable, and to increase the market capitalisation of the Company, the Board in its meeting held on Tuesday, September 14, 2021, after considering the available reserves and subject to the approval of the Members of the Company and all other requisite approvals, consents, permissions, sanctions, has approved and recommended issue of Bonus Equity Shares of Rs. 5/- (Rupees Five only) each credited as fully paid up to eligible members of the Company in the proportion of 1:1 i.e. 1 (one) new fully paid-up equity shares of Rs.5/- (Rupees Five only) each for every 1 (One) existing fully paid-up equity share of Rs. 5/- (Rupees Five only) each (Post Sub-division) of the Company held by the existing Members as on the 'Record Date' to be fixed by the Board, by capitalising a sum of Rs. 35,23,62,470/- (Rupees Thirty Five Crores Twenty Three Lakhs Sixty Two Thousand Four Hundred Seventy only) (Subsequent to the Sub division of each Equity share of Rs.10/- each into Two (2) Equity Shares of Rs.5/- each - Post Sub division) out of the permissible reserves (Free Reserves and / or Securities Premium Account), as per the Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2021. The issue of Bonus Equity Shares is authorised by Clause 50 of Articles of Association of the Company and shall be made in line with the provisions of Section 63 of the Companies Act, 2013 and other applicable regulations and subject to such approvals, if required from any statutory authorities.

Presently, the Authorised Share Capital of the Company is Rs.53,00,00,000/- (Rupees Fifty Three Crore Only) divided into 4,98,00,000 (Four Crores Ninety Eight Lakhs) equity shares of Rs.10/- (Rupees Ten only) each and 32,00,000 (Thirty Two Lacs) Preference Shares of Rs. 10/- (Rupees Ten only). In order to facilitate Split of Shares and for issue of bonus equity shares as stated above and for future requirements, if any, it is proposed to increase the Authorised Share Capital from Rs. 53,00,00,000 (Rupees Fifty Three Crores) to Rs. 74,00,00,000/- (Rupees

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For Godawari Power and Ispat Limited



Company Secretary



Seventy Four Crores Only). The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company and issue of bonus equity shares by way of capitalisation of Free Reserves, and/or Share Premium Account as aforesaid for the purpose of issue of bonus equity shares require members' approvals in terms of Sections 13, 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

Accordingly, resolutions 3, 4 and 5 of this Notice are proposed to seek Members' approvals for increase in authorized share capital and consequential alteration to Memorandum of Association of the Company and capitalization of the amount standing to the credit of Free Reserves, and/or Securities Premium Account as aforesaid of the Company for the purpose of issue of bonus equity shares on the terms and conditions set out in these resolutions. The Board recommends the resolutions 3, 4 and 5 for approval of the Members.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days upto the date of this meeting. This item of special business does not relate to or affects any other company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at item No.3, 4 and 5 of the Notice, except to the extent of issue and allotment of bonus equity shares to them consequent to their shareholding, if any, in the Company as on the record date.

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 14.10.2021 and as per the said report all the resolutions have been passed. A copy of the said report attached herewith as **Annexure-03** and shall form an integral part of these minutes.

20.10.2021

Sd/-

B. L. AGRAWAL
MANAGING DIRECTOR

Note: The Chairman of the meeting could not sign the Minutes due to his Resignation from Directorship of the Board and therefore, the Board authorized Shri B. L. Agrawal, Managing Director of the Company to approve and sign the Minutes. He has gone through the draft minutes and approved the same and has given his consent to deem the said approved minutes to have been signed by him on 20.10.2021.

CERTIFIED TRUE COPY
For Godawari Power and Ispat Limited


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-1, Industrial Area
Siltara, Raipur (C.G.)-493111

Type of Meeting: Extra-Ordinary General Meeting (EGM) of M/s. Godawari Power and Ispat Limited (the Company) held through Video Conferencing (VC)/ Other Audio-Visual Means (OVAM).

Day & Date of Meeting: Thursday, 14th October 2021

Time of Meeting 11.30 AM

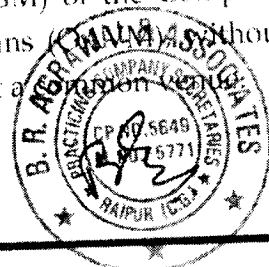
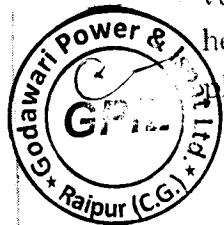
Deemed Venue of EGM: 428/2, Phase-1, Industrial Area, Siltara, Raipur (C.G.)- 493111

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted prior to the Extra-Ordinary General Meeting (EGM) of M/s. Godawari Power and Ispat Limited held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) and e-voting conducted during the EGM held on 14th October 2021.

Reference: 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).

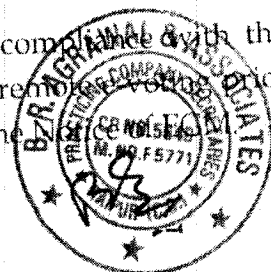
Dear Sir,

I, Brajesh R. Agrawal, Proprietor of 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 14/09/2021 for scrutinizing remote e-voting and e-voting conducted during the Extra-Ordinary General Meeting (EGM) of the Company held through Video Conferencing (VC)/ Other Audio Visual Means (OVAM) without physical presence of the members (also referred as 'Shareholders') at a



Pursuant to my appointment and the provisions of Section 108 and 109 of the Companies Act, 2013 (the Act) read with relevant rules of the Companies (Management and Administration) Rules, 2014 (including amendments) (the Rules), I have completed scrutiny of the remote-e-voting and e-voting conducted during the Extra-Ordinary General Meeting (EGM) of the Company on 14/10/2021. I report as under:

1. The EGM notice dated 14/09/2021 as confirmed by the Company, was sent to the Shareholders in respect of the below mentioned resolutions passed at the EGM of the Company through electronic mode to those members whose email addresses are registered with the Company/RTA/ Depositories participants as on 10/09/2021. 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 and 02/2021 dated 13th January 2021 (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/2021/11 dated 15th January 2021.
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 EGM.
3. The voting period for remote e-voting commenced on Monday, 11th October 2021 at 9.00AM (IST) and ended on Wednesday, 13th October 2021 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 EGM through VC, who had not casted their vote earlier.
5. The shareholders of the Company holding shares as on the "Cut-off date" i.e. 06th October 2021 were entitled to vote on the resolutions forming the part of the notice of EGM.
6. After the closure of e-voting at the EGM the report on e-voting done during the EGM and vote cast under remote e-voting facility prior to the EGM 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 EGM and during the EGM 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 EGM on the resolutions forming the part of the



9. 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. 06th October, 2021 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 cast 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 EGM and during the EGM in respect of the said resolutions: -

SPECIAL BUSINESS

Resolution 01 -Ordinary Resolution

To consider and approve the sub-division of equity shares from the face value of Rs.10/- per share to Rs. 5/- per share with effect from the Record date as may be fixed by the Board for the purpose.

- (i) Voted in favour of the resolution:

Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of number of valid votes cast	total of votes cast
Remote e-voting and E-voting during EGM	281	22002916	99.999	
Total	281	22002916	99.999	

- (ii) Voted against the resolution:

Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of number of valid votes cast	total of votes cast
Remote e-voting and E-voting during EGM	3	153	0.001	
Total	3	153	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 EGM	NIL	NIL
Total	NIL	NIL

Resolution 02 –Ordinary Resolution

To approve the alteration of the Capital Clause of the Memorandum of Association consequent upon sub-division of shares:

(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 EGM	278	22002019	99.999
Total	278	22002019	99.999

(ii) Voted against the resolution:

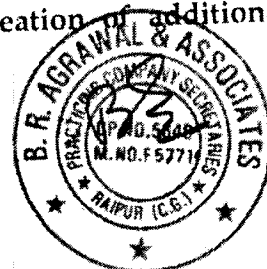
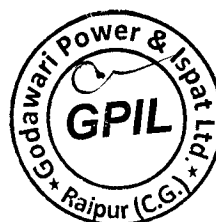
Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during EGM	4	322	0.001
Total	4	322	0.001

(iii) Invalid votes:

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

Resolution 03 –Ordinary Resolution

To approve the increase in Authorized Share Capital of the Company from Rs. 53,00,00,000/- (divided in to 9,96,00,000 equity shares of Rs. 5 each and 32,00,000 preference shares of Rs. 10 each) to Rs. 74,00,00,000/- by creation of additional 4,20,00,000 equity shares of Rs. 5 each:



(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 EGM	278	22002019	99.999
Total	278	22002019	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 EGM	4	322	0.001
Total	4	322	0.001

(iii) Invalid votes

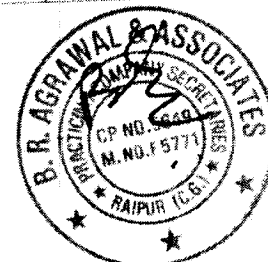
Type of e-voting	Number of Members Voted	No. of Votes cast by them
Remote e-voting and E-voting during EGM	NIL	NIL
Total	NIL	NIL

Resolution 04- Ordinary Resolution

To approve the alteration of the Capital Clause of the Memorandum of Association pursuant to alteration of Authorized Share Capital of the Company up to Rs.74,00,00,000 (divided in to 14,16,00,000 equity shares of Rs.5 each and 32,00,000 preference shares of Rs.10 each):

(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 EGM	277	22001969	99.999
Total	277	22001969	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 EGM	4	322	0.001
Total	4	322	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 EGM	NIL	NIL
Total	NIL	NIL

Resolution 05- Ordinary Resolution

To approve the issue of bonus shares by capitalization of Rs.35,23,62,470/- out of the permissible reserves of the Company:

(i) Voted in favour of the resolution:

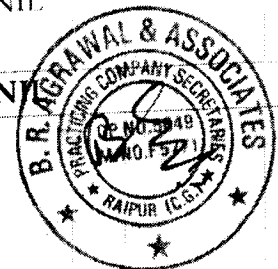
Type of e-voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during EGM	279	22002188	99.996
Total	279	22002188	99.996

(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 EGM	4	875	0.004
Total	4	875	0.004

(iii) Invalid votes

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



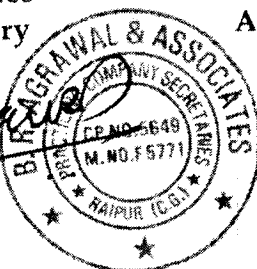
11. I am pleased to inform you that all the Resolutions in item no. 1 to 5 of the notice dated 14/09/2021, have been duly passed with requisite majority.
12. Accordingly, you are requested to take on record the result of the remote e-voting and vote casted during the EGM as described above and declare the results.
13. The records relating to e-voting (Remote e-voting and E-voting during the EGM) containing details has been provided to the Company for safe keeping.

Thanking you.

Yours faithfully,

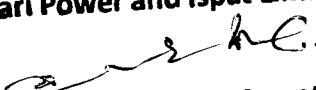
For, B R Agrawal & Associates
Practicing Company Secretary


(CS Brajesh R. Agrawal)
Proprietor
FCS 5771 | CP 5649
UDIN: F005771C001178822



Director/Company Secretary:
Authorized by Chairman

For Godawari Power and Ispat Limited


Company Secretary

Date: 14/10/2021
Place: Raipur

