



HIRA

GODAWARI POWER & ISPAT



REF: GPIL/NSE&BSE/2025/6085

Date: 24.10.2025

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/Madam,

Sub: Submission of Minutes of the Extra-Ordinary General Meeting (EGM) held on 15th October, 2025.

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 15th October, 2025 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 Old Bus Stand, Pandri, Raipur - 492004, Chhattisgarh, India

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

www.godawaripowerispat.com, www.hiragroup.com

MINUTES

Type of Meeting	1 st Extra-Ordinary General Meeting (EGM) during the Financial Year 2025-2026
Name of the Company	Godawari Power & Ispat Limited
Day & Date of Meeting	Wednesday 15 th October, 2025
Deemed Venue of Meeting	Corporate Office of the Company at 2 nd Floor, Hira Arcade, Pandri, Raipur (C.G.) 492 004
Mode of Meeting	Video Conferencing and Other Audio-Visual Means
Time of Commencement	11:30 AM
Time of Conclusion	12:00 NOON

JOINED THROUGH VIDEO CONFERENCING:

1.	Mr. Bajrang Lal Agrawal	Chairman cum Managing Director, Member and Representative of Bajrang Lal Agrawal HUF
2.	Mr. Dinesh Agrawal	Whole time Director, Member and Representative of Dinesh Agrawal HUF
3.	Mr. Dinesh Kumar Gandhi	Whole time Director and Member
4.	Mr. Siddharth Agrawal	Whole time Director and Member
5.	Mr. Abhishek Agrawal	Whole time Director and Member
6.	Mr. Raj Kamal Bindal	Independent Director
7.	Mrs. Roma Ashok Balwani	Independent Director
8.	Mrs. Neha Sunil Huddar	Independent Director
9.	Mr. Vinod Pillai	Non-Executive Director
10.	Mr. Y.C. Rao	Company Secretary and Member
11.	CS. Brajesh R. Agrawal	Scrutinizer
12.	Mr. Sanjay Shringarpure	Valuer



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CERTIFIED TRUE COPY
For, Godawari Power & Ispat Ltd.
[Signature]
Company Secretary

IN ATTENDANCE:

And 35 other members were present out of which 01 member were present through their authorized representative who belongs to promoter group in the meeting through Video Conferencing/Other Audio-Visual Means (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. Hence, Members have joined the EGM through VC/OAVM.

CS Y.C. Rao, Company Secretary, welcomed all the Members, Chairman and Managing Director, all the Directors, Scrutinizer, Valuer and other Members present at the Meeting and requested Chairman of the Company to conduct the proceedings of the meeting.

1. **NOTICE:** CS Y.C. Rao, Company Secretary informed the members that the notice of EGM has been sent by e-mail to all the shareholders whose e-mail addresses are registered with the company or depository participants. Company Secretary further informed that the Notice has also been uploaded in the company's website as well as in the websites of National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and National Securities Depository Limited (NSDL). 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.
2. **QUORUM:** The Company Secretary informed the Members that a minimum of 30 members should personally present to constitute a valid quorum and since more than 30 members are personally present in the Extra Ordinary General Meeting (EGM), he announced on behalf of the Chairman that the meeting was called to order.



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

4. **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, May 05, 2020 January 13, 2021, May 05, 2022 and December 28, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has 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 EGM will be 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 11.10.2025 (9:00 AM) and 14.10.2025 (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.

The Company Secretary further mentioned that for the benefit of Shareholders, who could not exercise remote e-voting and were 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 had already cast their vote by remote e-voting were not allowed to vote by way of e-voting at the meeting. The Company Secretary further mentioned that the scrutinizer appointed by the Board to



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A handwritten signature in blue ink, appearing to be "W.M." followed by a flourish.

conduct voting in a fair and transparent manner will submit his report after the voting is completed. He further informed that the combined result, based on scrutinizer report for remote e-voting and e-voting at the meeting, on the resolution at the Extra Ordinary General Meeting shall be submitted to the stock exchanges (i.e. NSE & BSE) and shall also be displayed on the Company's website www.godawaripowerispat.com as well as on the website of NSDL.

He further informed 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.

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

“To approve the proposal to offer, Issue and allot warrants convertible into equity shares to Promoters and/or to the Members of Promoters’ Group and other Identified Non-Promoters on a preferential basis.”

6. The Company Secretary requested the Charman and Managing Director of the Company to conduct the proceedings of the meeting. Mr. B.L. Agrawal being the interested in the Agendum requested Mr. Vinod Pillai, Director of the Company to act as Chairman of the meeting and conduct the proceedings of the meeting.
7. Mr. Vinod Pillai then presided over the meeting and welcomed the CMD and other Directors of the Company, Valuer, Scrutinizer and other Members present at the Meeting and thereafter stated that the meeting has been convened to obtain the approval of the Members of the company for offer, issue and allotment of 2,04,08,220 (Two Crores Four



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Lakhs Eight Thousand Two Hundred and Twenty) Warrants (“Warrants”) for cash at a price of ₹245/- (Rupees Two Hundred and Forty Five only) per Warrant (“Warrant Issue Price”), each Warrant convertible into 1 (one) fully paid-up equity share of the Company of face value of ₹1 (Rupee One only) each at a premium of ₹ 244/- (Rupees Two Hundred and Forty Four only) each aggregating up to ₹5,00,00,13,900 (Rupees Five Hundred Crores Thirteen Thousand Nine hundred only), to the Proposed Allottees, being Promoters and members of the Promoter Group of the Company and other identified Non Promoters by way of preferential issue on a private placement basis and on such terms and conditions set out herein and in the explanatory statement to this resolution and subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Companies Act, 2013:

8. He then advised the Company Secretary to take the queries, if any, from the members on the above agenda:
9. **SHAREHOLDERS QUERIES:** It was informed by the Company Secretary that five shareholders had registered as speakers for the meeting. Out of these, four speaker shareholders were present. All the speaker shareholders were given the opportunity to raise their queries, if any. However, none of them had any queries. Instead, they appreciated the performance of the Company and conveyed their gratitude for the support and prompt actions extended by the Company from time to time.

10. **RESOLUTION PROPOSED AND EXPLANATORY STATEMENT:**

The resolution proposed to be passed in this Extra Ordinary General Meeting is given below as **Annexure-01**. Explanatory Statements in respect of the Special Business is given below as **Annexure-02** below both of which shall form an integral part of these minutes.





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VOTE OF THANKS

The Company Secretary proposed vote of thanks to the Members present for their co-operation in conducting the meeting through Video Conferencing and other Audio-Visual means. The Company Secretary also proposed vote of thanks to the Chairman of the meeting, Chairman and Managing Director and all the Directors of the Company who had joined the meeting. Further he stated that the meeting would be concluded after 15 minutes.

	
BAJRANG LAL AGRAWAL	VINOD PILLAI
CHAIRMAN -CUM- MANAGING DIRECTOR	CHAIRMAN OF THE MEETING
Date: 24.10.2025	Date: 24.10.2025



ANNEXURE-01

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

To Approve the proposal to offer, Issue and allot Warrants convertible into equity shares to Promoters and/or to the Members of Promoters' Group and other Identified Non-Promoters on a preferential basis:

“RESOLVED THAT in accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (the “Act”), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and / or any other statutory / regulatory authority and the provisions of the memorandum and articles of association of the Company and subject to the approval(s), consent(s), permission(s) and / or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such condition(s) and modification(s), as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and / or sanction(s), and 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 which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company, be and is hereby accorded to offer, issue and allot



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up to 2,04,08,220 (Two Crores Four Lakhs Eight Thousand Two Hundred and Twenty) Warrants (“Warrants”) for cash at a price of ₹245/- (Rupees Two Hundred and Forty Five only) per Warrant (“Warrant Issue Price”), each Warrant convertible into 1 (one) fully paid-up equity share of the Company of face value of ₹1 (Rupee One only) each at a premium of ₹ 244/- (Rupees Two Hundred and Forty Four only) each aggregating up to ₹5,00,00,13,900 (Rupees Five Hundred Crores Thirteen Thousand Nine hundred only), to the Proposed Allottees, being Promoters and members of the Promoter Group of the Company and other identified Non Promoters, as detailed hereunder, by way of preferential issue on a private placement basis and on such terms and conditions set out herein and in the explanatory statement to this resolution and subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act:

Sl.	Name of Prospective Allottee	Category	No. of Warrants
1	Mrs. Sarita Devi Agrawal	Promoter Group	41,63,300
2	Mr. Dinesh Agrawal	Promoter	12,24,500
3	Mr. Kumar Agrawal	Promoter Group	22,04,200
4	Hanuman Prasad Agrawal (HUF)	Promoter Group	22,04,200
5	Mrs. Meena Gupta	Non-Promoter Group	4,08,150
6	Shree Nakoda Pipe Impex Private Limited	Non-Promoter Group	20,40,770
7	Meridien Realtech Private Limited	Non-Promoter Group	81,63,100
	Total		2,04,08,220



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RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of floor price for the issue and allotment of Warrants is Monday the 15th September, 2025, being the date 30 (thirty) days prior to the date of this Extra-ordinary General Meeting;

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the names and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions (“Offer Document”), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, and within the timelines prescribed under applicable laws.

RESOLVED FURTHER THAT the issue and allotment of Warrants and the allotment of equity shares upon conversion of such Warrants shall be subject to applicable law and the terms and conditions set out herein and in the explanatory statement:

- a. the Warrant holder shall be entitled to apply for and be allotted 1 (one) equity share against each Warrant;
- b. the Proposed Warrant Allottees shall pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant issue price of the Equity Shares. The balance 75% of the Warrant issue price shall be payable by the Warrant holder at the time of exercising the Warrants.



- c. the consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee from their bank accounts;
- d. Allotment of Warrants and Equity Shares arising out of conversion of warrants shall only be made in dematerialized form.
- e. the Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchange/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.
- f. the equity shares allotted on conversion of the Warrants shall rank pari-passu in all respects including the payment of dividend and voting rights with the then existing equity shares of the Company;
- g. the equity shares allotted on conversion of the Warrants shall be listed on the stock exchange(s) where the then existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- h. the Warrants shall not carry any voting rights until they are converted into equity shares;
- i. the Warrant Issue Price and/or the number of equity shares to be allotted on conversion of the Warrants shall be appropriately adjusted if the Company undertakes any of the actions identified in Regulation 166 of Chapter V of the SEBI (ICDR) Regulations prior to the conversion of the Warrants;



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- j. the Warrants may be converted by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Board shall allot the corresponding number of equity shares in dematerialized form, subject to receipt of the aggregate Warrant Conversion Price from the Warrant holder to the designated bank account of the Company;
- k. in the event that the Warrant holder does not convert the Warrants within the period of 18 (eighteen) months from the date of allotment of the Warrants, the unconverted Warrants shall lapse, and the amount paid by the Warrant holder on such Warrants shall stand forfeited;
- l. the Warrants shall be convertible into Equity Shares of the Company on subscription, exercise and application, without any further approval of the shareholders prior to or at the time of conversion.
- m. the Warrants allotted in terms of this resolution and the resultant equity shares allotted on conversion of such Warrants shall be subject to lock-in for such periods as specified in Chapter V of the SEBI (ICDR) Regulations;
- n. the entire pre-preferential allotment shareholding of the Proposed Allottees in the Company shall be subject to lock-in for such period as specified in Chapter V of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottee towards application for subscription of the Warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the



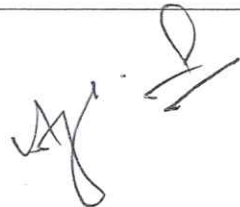

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Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and take all such steps as may be required in this connection including to accept any modification(s) in the terms of issue of Warrants as may be required by regulatory or any other authority(ies) subject to the provisions of the Act and SEBI (ICDR) Regulations, to make application(s) to the Stock Exchange(s) for obtaining in-principle approval for issuance of Warrants and listing and trading approvals of the equity shares arising on conversion of the Warrants, to submit and file all necessary documents and forms with the depositories, registrar of companies, and such regulatory or other authority(ies), as may be required, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard;

RESOLVED FURTHER THAT all actions taken by the Board or any authorized person in connection with any matter(s) referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

	
BAJRANG LAL AGRAWAL	VINOD PILLAI
CHAIRMAN -CUM- MANAGING DIRECTOR	CHAIRMAN OF THE MEETING
Date: 24.10.2025	Date: 24.10.2025



ANNEXURE-02

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Board of Directors, at its meeting held on Thursday the 18th September, 2025, subject to the approval of members of the Company, approved raising of capital by way of issuance of up to 2,04,08,220 (Two Crores Four Lakhs Eight Thousand Two Hundred Twenty) warrants ("Warrants") for cash at a price of ₹ 245/- (Rupees Two Hundred and Forty Five only) per warrant ("Warrant Issue Price"), each Warrant convertible into 1 (one) fully paid-up equity share of the Company of face value of ₹1 (Rupee One only) each at a premium of ₹ 244/- (Rupees Two Hundred and Forty Four only) each aggregating up to ₹ 5,00,00,13,900 (Rupees Five Hundred Crores Thirteen Thousand Nine hundred only) , to the proposed allottees, being the Promoters, members of the Promoter Group of the Company and other Identified Non Promoters ("Proposed Allottees") as detailed hereunder by way of a preferential issue on a private placement basis:

Sl.	Name of Prospective Allottee	Category	No. of Warrants
1	Mrs. Sarita Devi Agrawal	Promoter Group	41,63,300
2	Mr. Dinesh Agrawal	Promoter	12,24,500
3	Mr. Kumar Agrawal	Promoter Group	22,04,200
4	Hanuman Prasad Agrawal (HUF)	Promoter Group	22,04,200
5	Mrs. Meena Gupta	Non-Promoter Group	4,08,150
6	Shree Nakoda Pipe Impex Private Limited	Non-Promoter Group	20,40,770
7	Meridien Realtech Private Limited	Non-Promoter Group	81,63,100
	Total		2,04,08,220



The details of the issue and other particulars as required in terms of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“SEBI ICDR Regulations”) are set out below:

i) **Objects of the Preferential Issue:** The Company shall utilize the net proceeds from the preferential issue (i.e. total proceeds after adjustment of expenses, if any, related to the preferential issue) towards the following:

- 1) Part financing the Project Cost of Cold Rolling Mill Project of the company (referred to below as “**Project Funding**”);
- 2) Investment in Godawari New Energy Private Ltd. A Subsidiary – For undertaking investments in or providing loans to Godawari New Energy Private Ltd. a subsidiary of the Company for the purposes of development of Battery Energy Storage System project, either in the form of equity / quasi equity / unsecured loan (referred to below as “**Investment in BESS Project**”);
- 3) Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “**General Corporate Purposes**”).

(collectively referred to below as the “**Objects**”)



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“Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr N o	Particulars	Total estimated amount to be utilised for each of the Objects* (Rs. In crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Project Funding	200.00	On or before 30 th April, 2028
2.	Investment in BESS Projects	175.00	
3.	General Corporate Purposes	125.00	
Total		500.00	

*Assuming 100% conversion of Warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company’s business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).



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In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Subject to Compliance with the applicable laws, your Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.



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Monitoring Agency: In terms of Regulation 162A of Chapter V of the SEBI ICDR Regulations, the Company has appointed CARE Ratings Limited, credit rating agency registered with SEBI as the monitoring agency to monitor the use of the proceeds of the issue.

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One hundred percent) of the issue proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

- ii) **Maximum number of Warrants and the price at which Warrants are to be issued:** Up to **2,04,08,220 (Two Crores Four Lakhs Eight Thousand Two Hundred Twenty)** warrants (“Warrants”) for cash at a price of **₹245/- (Rupees Two Hundred and Forty Five only)** per warrant (“Warrant Issue Price”), each Warrant convertible into 1 (one) fully paid-up equity share of the Company of face value of ₹1 (Rupee One only) each at a premium of ₹244/- (Rupees Two Hundred and Forty Four only) each aggregating up to **₹ 5,00,00,13,900 (Rupees Five Hundred Crores Thirteen Thousand Nine hundred only).**
- iii) **Relevant Date:** The “Relevant Date” for the purpose of determination of floor price for the issue and allotment of the Warrants convertible into equity shares is Monday the 15th September, 2025, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting (i.e. Wednesday the 15th October, 2025).
- iv) **Basis on which the price has been arrived at:** In terms of Regulation 164(1) of Chapter V of the SEBI ICDR Regulations, the price of the Warrants to be allotted



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pursuant to the preferential issue shall be higher of:

- the 90 trading days' volume weighted average price of the equity shares quoted on the recognized stock exchange preceding the Relevant Date i.e. ₹212.25 (Rupees Two Hundred Twelve and Twenty Five paise only) per equity share; or
- the 10 trading days' volume weighted average price of the equity shares quoted on the recognized stock exchange preceding the Relevant Date i.e. ₹243.60 (Rupees Two Hundred and Forty Three and Sixty paise only) per equity share; or
- the minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 has been worked out at **₹243.60 (Rupees Two Hundred and Forty-Three and Sixty paise only)**.

Accordingly, the Board of directors have decided to issue Warrant at **₹245/- (Rupees Two Hundred and Forty Five only)**

The Pricing Certificate obtained from M/s. PRS Associates, Practicing Company Secretaries, can be accessed at https://gpil-bucket.s3.amazonaws.com/uploads/moa_and_aoa_amended_or_general_meeting_or_postal_ballot/attachment/91/pricing_certificate_for_preferential_issue_of_securities_-_18.09.2025.pdf

For the purpose of computation of the 90 trading days' volume weighted average price of the equity shares and 10 trading days' volume weighted average price of the equity shares, the share prices on The National Stock Exchange of India Limited, being the stock exchange with highest trading volume during the preceding 90 trading days prior to the Relevant Date, have been considered.



As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

- v) **Class or classes of persons to whom the allotment is proposed to be made:** Promoters, Members of the Promoter Group and other Identified Non Promoter.
- vi) **Intention of promoters / directors / key managerial personnel or senior management to subscribe to the offer:** Mrs. Sarita Devi Agrawal, Mr. Dinesh Agrawal, Mr. Kumar Agrawal and Hanuman Prasad Agrawal (HUF) (Proposed Allottees) are members of the Promoter /Promoters Group of the Company. The Company has received a letters dated 18th September, 2025 from the aforesaid Proposed Allottees informing the Company of their intention to invest an aggregate amount up to ₹ Rs.2,40,00,69,000 (Rupees Two Hundred Forty Crores Sixty Nine Thousand only) in the Company. Apart from the aforesaid Allottees, none of the promoter, members of the promoter group, directors, key managerial personnel or senior management of the Company intends to subscribe to the offer.
- vii) **Proposed time within which the allotment shall be completed:** The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchange/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.
- viii) **The names of the Proposed Allottees and the percentage of post-preferential offer capital that may be held by them:**



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Sl No.	Names of the Proposed Allottees	Pre-Preferential issue holding		Post – Preferential issue holding *	
		No. of shares held	% of share holding	No. of shares held	% of share Holding
1.	Sarita Devi Agrawal	7031130	1.05	11194430	1.62
2.	Dinesh Agrawal	24278425	3.63	25502925	3.70
3.	Kumar Agrawal	22191055	3.31	24395255	3.54
4.	Hanuman Prasad Agrawal (HUF)	9,48,105	0.14	3152305	0.46
5.	Meena Gupta	0	0.00	408150	0.06
6.	Shree Nakoda Pipe Impex Private Limited	0	0.00	2040770	0.30
7.	Meridien Realtech Private Limited	0	0.00	8163100	1.18

* Assuming full conversion of the Warrants into equity shares.

- ix) **Change in control, if any, in the Company that would occur consequent to the preferential offer:** There will be no change in control of the Company consequent to the preferential offer.
- x) **No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:** During the year, no preferential allotment has been made to any person.
- xi) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not applicable





- xii) **The pre-issue and post-issue equity shareholding pattern of the Company:**
Shareholding pattern of the Company before and after the Preferential Issue

Sl No.	Category of Shareholder(s)	Pre – Issue (as on August 30, 2025)		Post – Issue*	
		No. of shares held	% of share holding	No. of shares held	% of share holding
		A	Promoters & Promoter Group Holding		
1	Indian				
a)	Individual/HUF	331381620	49.49	34,11,77,820	49.45
b)	Trust/ Bodies Corporate	93874175	14.02	93874175	13.60
	Sub-Total (A)(1)	425255795	63.51	435051995	63.05
2	Foreign	0	0	0	0
	Sub- Total (A)(2)	0	0	0	0
	Total Promoters & Promoter Group Holding (A)	425255795	63.51	435051995	63.05
B	Non-Promoters Holding				
1	Institutional Investors				
a)	Mutual Funds	11822377	1.77	11822377	1.71
b)	Alternate Investment Funds	4658139	0.70	4658139	0.68



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c)	Insurance Companies	1133765	0.17	1133765	0.16
d)	NBFCs registered with RBI	12,000	0.00	12,000	0.00
	Sub-Total (B)(1)	17626281	2.63	17626281	2.55
2	Institutions (Foreign)				
	Foreign Portfolio Investors	44838578	6.70	44838578	6.50
	Sub-Total (B)(2)	44838578	6.70	44838578	6.50
3	Central Government/ State Government	0	0	0	0
	Sub-Total (B)(3)	0	0	0	0
4	Non-Institutions				
a)	Individuals	145020519	21.66	145428669	21.08
b)	Directors And Their Relatives	48500	0.01	48500	0.01
c)	Key Managerial Personnel	80465	0.01	80465	0.01
d)	IEPF	319780	0.05	319780	0.05
e)	Non-Resident Indians	5850639	0.87	5850639	0.85
f)	Bodies Corporate	20944817	3.13	31148687	4.51
g)	Body Corporate: Limited	3028279	0.45	3028279	0.44



	Liability Partnership				
h)	Any other, specify				
I	Trusts	151853	0.02	151853	0.02
ii	Hindu Undivided Family	6009824	0.90	6009824	0.87
iii	Clearing Member	441398	0.07	441398	0.06
	Sub-Total (B)(4)	181908074	27.17	192508094	27.90
	Total Public Shareholding (B)	244360933	36.49	254972953	36.95
	Total (A)+(B)	669616728	100.00	690024948	100.00
	Total (A)+(B)	669616728	100.00	690024948	100.00

* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

- xiii) **The identity of the natural persons who are the ultimate beneficial owners of the Warrants / equity shares arising on conversion of Warrants and / or who ultimately control the Proposed Allottees:** Mr. Hanuman Prasad Agrawal is the ultimate beneficial owner of Hanuman Prasad Agrawal HUF and Ms. Anuradha Aggarwal and Mr. Vivaan Aggarwal of Meridien Realtech Private Limited and Mr. Niranjan Lal Jindal and Mrs. Meena Jindal of Shree Nakoda Pipe Impex Private Limited are in the ultimate control of their respective companies.
- xiv) **Current and proposed status of the Proposed Allottee(s) post the preferential issue, namely promoter or non-promoter:** The status of the Proposed Allottees who are part of the Promoter /members of the Promoter Group of the Company shall



continue to remain the Promoter/ members of the Promoter Group and the status of the Proposed Allottees who are part of the other identified Non-Promoter Group shall continue to remain the members of the Non-Promoter Group post preferential issue.

- xv) **Lock-in period:** The Warrants and the equity shares allotted on conversion of the Warrants shall be locked-in for such periods as specified under Chapter V of the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of the above Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Warrants as per provision to Regulation 167(6) of SEBI (ICDR) Regulations.
- xvi) **Practicing Company Secretary's Certificate:** A certificate from M/s. PRS Associates, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of the Chapter V of the SEBI ICDR Regulations shall be available for inspection by the members at the Extra-ordinary General Meeting and can be accessed at https://gpil-bucket.s3.amazonaws.com/uploads/moa_and_aoa_amended_or_general_meeting_or_postal_ballot/attachment/94/Certificate_under_Chapter_V_of_the_SEBI_ICDR_Regulations_under_Reg_163_-_22.09.2025.pdf
- xvii) **Specified securities may be issued on a preferential basis for consideration other than cash:** Not Applicable
- xviii) **Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:** ₹ 2,40,00,69,000 (Rupees Two Hundred Forty Crores Sixty Nine Thousand only) will be contributed by the Promoters/members of the Promoter Group (Proposed Allottees). None of the directors or promoter other than stated above intends to subscribe to the offer.



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- xix) **The percentage (%) of Post Preferential Issue Capital that may be held by the allottee and change in control, if any, consequent to the Preferential Issue:**

The Promoters and promoter group shall hold 63.05% and the other Non-promoter group allottees shall hold 1.54% of the post preferential issue share capital i.e. the total issued share capital of the Company as mentioned hereinabove (including the shares being issued pursuant to this preferential issue and the existing shares issued by the Company). There will be no change in control of the Issuer consequent to the preferential issue.

- xx) **Principal terms of assets charged as securities:** Not applicable.

- xxi) **Material terms of raising such securities:** The material terms for the preferential issue of Warrants to the Proposed Allottees is set out below:

A. Tenure: The Warrants shall be convertible into equity shares, in one or more tranches, within a period of 18 (eighteen) months from the date of allotment of the Warrants.

B. Conversion and other related matters:

(i) The Warrants may be converted by the Warrant holder(s), in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Board shall allot the corresponding number of equity shares in dematerialized form, subject to receipt of the aggregate Warrant Conversion Price from the Warrant holder to the designated bank account of the Company.

(ii) The Warrant holder shall be entitled to apply for and be allotted 1 (one) equity share against each Warrant.



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(iii) The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants.

(iv) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the preferential issue and conversion of the Warrants.

(v) The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a written notice for conversion in accordance with Paragraph B(i) above.

C. Rights: The Warrants shall not carry any voting rights until they are converted into equity shares.

xxii) **Undertaking:** The Company hereby undertakes that:

(a) The Company is eligible to make the preferential issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.

(b) None of the Company, its directors or promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of the directors or promoter of the Company is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.



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(c) The Company shall re-compute the price of the specified securities to be allotted under the preferential issue, in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so.

(d) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the specified securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the Warrant holder.

xxiii) **Other disclosures:**

(a) The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations.

(b) Neither the Company nor any of its directors or promoter is a willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI (ICDR) Regulations are not applicable.

(c) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date.

(d) Given that the Proposed Preferential Issue size is more than Rs. 100 crores, the Board of Directors have appointed CARE Ratings Limited as a monitoring agency under the provisions of Chapter V of the ICDR Regulations.



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In terms of the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Regulation 160 (b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations, the said Equity Shares issue requires prior approval of the shareholders of the Company by way of a special resolution.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

Mr. Bajrang Lal Agrawal, Chairman cum Managing Director, Mr. Siddharth Agrawal and Mr. Abhishek Agrawal, Executive Directors being relative of Mrs. Sarita Devi Agrawal deemed to be concerned or interested in the said resolution.

Mr. Bajrang Lal Agrawal, Chairman cum Managing Director being brother of Mr. Hanuman Prasad Agrawal who is karta of Hanuman Prasad Agrawal HUF, deemed to be concerned or interested in the said resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise,



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in the said resolution except to the extent of their shareholding interest, if any, in the Company.

The approval of the members is being sought to enable the Board to issue and allot the Warrants on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available for inspection without any fee by the members from the date of circulation of this Notice upto the date of EGM. Members seeking to inspect such documents can send an email to yarra.rao@hiragroup.com.

The Board of Directors believe that the Proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, at Item No. 1 as set out in the accompanying Notice for approval by the Members of the Company.





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REPORT OF THE SCRUTINIZER:

After unblocking the votes cast through remote e-voting in presence of two witnesses, CS Brajesh R. Agrawal had scrutinized the votes cast through Remote E-voting and E-Voting during the EGM. The consolidated Scrutinizer's Report was submitted by CS Brajesh R. Agrawal to the Company Secretary on 15.10.2025 and as per the said report the resolution has been passed. A copy of the said report is attached herewith as Annexure-03 and shall form an integral part of these minutes.

	
BAJRANG LAL AGRAWAL	VINOD PILLAI
CHAIRMAN -CUM- MANAGING DIRECTOR	CHAIRMAN OF THE MEETING
Date: 24.10.2025	Date: 24.10.2025

The Minutes were recorded on 24.10.2025



COMPANY SECRETARY





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

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

Day & Date of Meeting: Wednesday 15th of October, 2025

Time of Meeting 11.30 AM

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

Subject: Consolidated Scrutinizer's Report on remote E-voting conducted prior to the Extra Ordinary General Meeting and E-voting during the EoGM held on Wednesday 15th of October 2025.

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

Dear Sir,

I, Brajesh R. Agrawal Proprietor of M/s. B. R. Agrawal & Associates, Practicing Company Secretary, Raipur was appointed as the scrutinizer by the Board of Directors in their Board Meeting held on 18th September 2025 for remote e-voting and voting during the Extra-Ordinary General Meeting of the Company.

Pursuant to my 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), I have completed scrutiny of the remote e-voting and e-voting during the EoGM. At the request of the management, I hereby submit my consolidated report on remote e-voting and e-voting during the Extra-Ordinary General Meeting as under:

1. As confirmed by the Company, the notice of EoGM was sent to those members whose email addresses were registered with the Company/Depositories participants as on 13/09/2025. The emails were sent in compliance with the MCA Circular issued by Ministry of Corporate Affairs.
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 EoGM.
3. The Company had also provided e-voting facility of NSDL to the shareholders present at the EoGM through VC/OAVM, who had not casted their votes earlier.
4. The voting period for remote e-voting had commenced on Saturday 11th October, 2025 at 9.00AM (IST) and concluded on Tuesday 14th of October, 2025 at 5.00 PM (IST) and the NSDL e-voting platform was disabled thereafter.
5. The shareholders of the Company holding shares as on the "Cut-off date" i.e. 08th October 2025 were entitled to vote on the resolution forming the part of the notice of EoGM.
6. After the closure of e-voting at the EoGM the report on e-voting done during the EoGM and vote casted under remote e-voting facility prior to the EoGM was unblocked and counted diligently. Since the meeting was conducted through VC/OAVM, there was no physical presence of the shareholders to vote physically in the meeting accordingly, no ballot box was kept.
7. The NSDL provided me access to the records in pursuance of rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014 so as to ensure the members who have availed the facility of remote e-voting have not again voted in the Extra-Ordinary General Meeting.
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 EoGM on the resolutions forming the part of the Notice of EoGM.



9. I would like to mention that the voting of members had been counted in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. 08th October, 2025 and as per the Register of Members of the Company.
10. My responsibility as the Scrutinizer for the e-voting is restricted to making a Scrutinizers Report of the vote casted in favor or against the resolutions.

I hereby submit my Consolidated Report as under on the result of the remote e-voting conducted prior to the EoGM available on NSDL portal and e-voting during the EoGM in respect of the said resolution: -

SPECIAL BUSINESS

Resolution 01- Special Resolution.

To issue Warrants convertible into equity shares to the Promoters and/or the Members of the Promoter's Group and other identified Non-Promoters on a preferential basis.

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

Type of 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 EoGM	284	158521499	97.312
Total	284	158521499	97.312

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

Type of 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 EoGM	32	4379452	2.688
Total	32	4379452	2.688

(iii) Invalid votes:

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



1. I am pleased to inform you that the Resolution specified in the notice dated 18/09/2025, have been duly passed with requisite majority.
2. Accordingly, you are requested to take on record the result of the remote e-voting and e-voting during the EoGM as described above and declare the results.
3. I have kept the register of assent or dissent in electronic for recording votes under remote e-voting and e-voting during the EoGM. The same shall be handed over to Mr. Yarra Chandra Rao, Company Secretary of the Company for the purpose of safe keeping in compliance with the provisions of the Companies Act, 2013 and rules made there under.

Thanking you.

Yours faithfully,

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


(CS Brajesh R. Agrawal)

**Proprietor
FCS 5771 | CP 5649**

**Date: 15/10/2025
Place: Raipur
UDIN: F005771G001572743
P.R. No. 4710/2023**

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



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

**Date: 15/10/2025
Place: Raipur**

