



GODAWARI POWER & ISPAT

GODAWARI POWER AND ISPAT LIMITED

Regd. Office & Works: Plot No. 428/2, Phase I, Industrial Area, Siltara, Raipur – 493111, Chhattisgarh

Corporate Office: Hira Arcade, Near New Bus Stand, Pandri, Raipur - 492004, Chhattisgarh

Web Site: www.godawaripowerispat.com, Email Id: yarra.rao@hiragroup.com

CIN: L27106CT1999PLC013756 Contact No.: 0771-4082000

NOTICE OF EXTRA ORDINARY GENERAL MEETING

TO ALL THE MEMBERS GODAWARI POWER AND ISPAT LIMITED

NOTICE is hereby given that the Extra Ordinary General Meeting (EGM) of the Members of Godawari Power and Ispat Limited (hereinafter referred to as Company and/or GPIL) will be held on **Thursday the 30th day of June, 2022 at 11.30 A.M.** through video conferencing (VC)/ other audio video means (OAVM) to transact the following business:

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company at 428/2, Phase 1, Industrial Area, Siltara, Raipur 493111 Chhattisgarh, which shall be deemed venue of the EGM.

SPECIAL BUSINESS:

- 1. To consider and approve the proposal for re-appointment of Shri Dinesh Kumar Agrawal as Whole-time Director of the Company:**

To consider and if thought fit, to pass the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendments or re-enactments thereof for the time being in force) and in accordance with the Articles of Association of the company and such other approvals, permissions and sanctions, consent of the company be and is hereby accorded to the re-appointment of Shri Dinesh Kumar Agrawal (DIN: 00479936) as a Whole-time Director of the Company for a period of five years with effect from August 11, 2022 on the terms and conditions including remuneration as stated in the explanatory statement annexed to this notice with liberty to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary and alter the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Shri Dinesh Kumar Agrawal, subject to the same not exceeding the limits specified in schedule V and other applicable provisions, if any, of the act as amended from time to time.”

- 2. To consider and approve the proposal for appointment of Shri Siddharth Agrawal as Whole-time Director of the Company:**

To consider and if thought fit, to pass the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196 & 197 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules,

2014 read with Schedule V of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendments or re-enactments thereof for the time being in force) and in accordance with the Articles of Association of the company and such other approvals, permissions and sanctions, consent of the company be and is hereby accorded to the appointment of Shri Siddharth Agrawal (DIN: 02180571) as a Whole-time Director of the Company for a period of five years with effect from April 01, 2022 on the terms and conditions including remuneration as stated in the explanatory statement annexed to this notice with liberty to the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary and alter the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Shri Siddharth Agrawal, subject to the same not exceeding the limits specified in schedule V and other applicable provisions, if any, of the act as amended from time to time."

3. To consider and approve the proposal for appointment of Shri Dinesh Kumar Gandhi as Whole-time Director of the Company:

To consider and if thought fit, to pass the following Resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196 & 197 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendments or re-enactments thereof for the time being in force) and in accordance with the Articles of Association of the company and such other approvals, permissions and sanctions, consent of the company be and is hereby accorded to the appointment of Shri Dinesh Kumar Gandhi (DIN: 01081155) as a Whole-time Director of the Company for a period of five years with effect from April 01, 2022 on the terms and conditions including remuneration as stated in the explanatory statement annexed to this notice with liberty to the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary and alter the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Shri Dinesh Kumar Gandhi, subject to the same not exceeding the limits specified in schedule V and other applicable provisions, if any, of the act as amended from time to time."

By Order of the Board

Sd/-

Y.C. Rao

Company Secretary

Membership No.F-3679,

Plot No. 428/2, Phase 1, Industrial
Area, Siltara, Raipur, 493111
Chhattisgarh

Place: Raipur

Date: 03.06.2022

Notes:

1. Pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively and clarification circular Nos. 02/2021 dated January 13, 2021, 14/2021 dated December 14, 2021 and 03/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and SEBI Circulars Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 physical attendance of the Members to the EGM venue is not required and Extra Ordinary General Meeting (EGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. 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 is being held through VC / OAVM. The Board of Directors of the Company considered that the special business under Item No. 1 to 3 be transacted at the ensuing EGM of the Company.
3. The Members can join the EGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. 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 and May 05, 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.
5. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No. 03/2022 dated May 05, 2022. The Notice of EGM is being sent only in electronic mode to those members whose, e-mail addresses are registered with the Company/ RTA or the Depository Participant(s) as on May 27, 2022. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and shareholders as on Cut-off date i.e. June 23, 2022 shall be entitled to exercise his/her vote electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in **Annexure-A**.
6. CS Brajesh R. Agrawal, Practicing Company Secretary (CP No. 5649 & Membership No. F5771) BR Agrawal & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

7. The Scrutinizer shall within a stipulated period from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
8. The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizers Report shall be placed on the Company's website www.godawaripowerispat.com and on the website of NSDL within two working days from the conclusion of EGM of the Company and communicated to the Stock Exchanges (i.e. NSE & BSE).
9. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
10. The EGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and the attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013. Accordingly, the facility for appointment of proxies will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Corporate/Institutional members are required to send a scanned copy of its Board or Governing Body resolution/authorization etc., authorizing its representative to attend the EGM through VC/OVAM to corporategovernance03@gmail.com, Scrutinizer to cast their votes through e-voting.
11. Notice calling the Extra Ordinary General Meeting pursuant to section 101 of the Companies Act read with the Rules framed there under is being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA or the Depository Participant(s). The Company will not be dispatching physical copies of such Notice of EGM to any Member. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with RTA by following due procedure. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, a copy of the Notice of this EGM is available on the website of the Company at www.godawaripowerispat.com, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the e-voting facility) i.e. www.evoting.nsdl.com.
12. Members holding shares in physical form are requested to advise any change in their registered address, E-mail address, Contact Numbers and Bank particulars etc., to the Company's Registrar and Share Transfer Agent (RTA), Link Intime India Private Limited (LIPL), Mumbai quoting their folio number at rnt.helpdesk@linkintime.co.in. Members holding shares in electronic form must send the advice about change in their registered address, E-mail address, Contact Number and bank particulars to their respective Depository Participant and not to the Company.
13. In all correspondence with the Company or with its Share Transfer Agent, members are requested to quote their folio number and in case the shares are held in the dematerialized form, they must quote their Client ID Number and their DPID Number.
14. The helpline numbers regarding any query / assistance for participation in the EGM through VC/OAVM are **1800 1020 990 /1800 224 430**.
15. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar

and Share Transfer Agent, Link Intime India Pvt. Ltd. C-101, 247 Park, LBS Marg, Vikhroli (West) Mumbai - 400083 (MH) Email : rnt.helpdesk@linkintime.co.in Contact No. : 022-49186270.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their Depository Participant (“DP”) in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
17. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form. All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / Link Intime India Pvt. Ltd (if shares are held in physical form) against all their folio holdings.

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

Item No. 01:

Mr. Dinesh Kumar Agrawal was appointed as Whole-Time Director of the company w.e.f. 11.08.2017 for a period of 5 (five) years i.e. up to 10.08.2022. His tenure of office as Whole Time Director of the Company will expire on 10.08.2022.

Upon recommendation of Nomination and Remuneration committee, the Board of Directors in its meeting held on 28.05.2022 have approved the proposal for his re-appointment as Whole-time Director of the company with effect from 11.08.2022 for a period of 5 (Five) years , i.e. upto 10.08.2027 pursuant to the provisions of Section 196,197 & 203 and Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and in accordance with the Articles of Association of the company and all other applicable provisions of the Companies Act, 2013 subject to the approval of Shareholders of the Company

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 28.05.2022 has also decided to pay the remuneration payable to Mr. Dinesh Kumar Agrawal as Whole time (Executive) Director of the Company, pursuant to the provisions of Section 196, 197 & 203 and Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and all other applicable provisions of the Companies Act, 2013 and subject to approval of the shareholders of the Company by way of Special Resolution as under:

Salary: Gross Salary in the scale of Rs.16,50,000 to Rs.30,00,000 Per Month;

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

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

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

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

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

The Proposed remuneration shall be within the overall limit of Section 197 and Schedule V of the Companies Act, 2013.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

I. General Information:

i) Nature of Industry:

The Company is engaged in the business of manufacture of iron ore pellets, sponge iron, steel billets, Wire Rods, HB Wires and generation of power and iron ore mining.

ii) Date or expected date of commencement of commercial production:

The Company was incorporated on 21st September, 1999 and started commercial operations on 17th April, 2001.

iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

iv) Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2022:

Particulars	Rs. in Crores
Gross Turnover & Other Income	5092.94
Net profit as per Statement of Profit & Loss (After Tax)	1350.97
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	1680.23
Net Worth	3093.75

v) Foreign investments or collaborators, if any: Not Applicable.

II. Information about the appointee:

A. Shri Dinesh Kumar Agrawal, Whole time (Executive) Director

i. Background details: Mr. Dinesh Kumar Agrawal aged 51 years is also a second generation entrepreneur and is associated with the GPIL and the group activities for over 25 years, he is an Electrical Engineer and has

been associated with the company's Ferro alloys and steel rolling units in the past. He is currently overseeing the setting up of the captive power plant.

- ii. Past remuneration during the financial year ended 31st March, 2022: Rs.192 Lakhs.
- iii. Recognition or Awards: None
- iv. Job Profile and his suitability: He has been looking after all the expansion programs and manufacturing activities of R. R. Ispat Unit of the company. He has been entrusted with the responsibility of overall supervision of all the affairs of this unit of the company.
- v. Remuneration proposed: As per details given in Explanatory Statement
- vi. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile of Mr. Dinesh Kumar Agrawal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
- vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed to be paid to him, the Whole time (Executive) Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Other Information:

- i. Reasons of loss or inadequate profits: Not applicable, as the Company has posted a net profit after tax of Rs.1350.97 crores during the year ended 31st March, 2022.
- ii. Steps taken or proposed to be taken for improvement: Not applicable.
- iii. Expected increase in productivity and profits in measurable terms: Not applicable

IV. Disclosures:

The disclosures to be made in the Board's Report under the heading 'Corporate Governance' in connection with the appointment of Mr. Dinesh Kumar Agrawal shall be made accordingly.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Dinesh Kumar Agrawal himself, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 01.

The Board recommends the Special Resolution set out at Item No. 01 of the Notice for approval by the members.

Item No. 02:

Shri Siddharth Agrawal (DIN: 02180571) was appointed as Non-Executive Director of the Company w.e.f. 20.01.2018 and he was Managing Director of erstwhile subsidiary Company i.e. Godawari Green Energy Limited (GGEL) for more than 11 years looking after the establishment, operation and maintenance of the 50 MW Solar Thermal Power Plant.

Subsequent to divestment of its entire shareholding in GGEL and upon recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 09.04.2022 have approved the proposal for

his appointment as Whole-time Director of the company with effect from 01.04.2022 for a period of 5 (Five) years i.e. upto 31.03.2027 pursuant to the provisions of Section 196 & 197 and Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and in accordance with the Articles of Association of the company and all other applicable provisions of the Companies Act, 2013, subject to the approval of Shareholders of the Company.

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 09.04.2022 has also decided to pay the remuneration payable to Shri Siddharth Agrawal as Whole time (Executive) Director of the Company, pursuant to the provisions of Section 196 & 197 Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and all other applicable provisions of the Companies Act, 2013 and subject to the approval of the shareholders of the Company by way of Special Resolution as under:

Salary: Gross Salary in the scale of Rs. 16,50,000 to Rs. 30,00,000 Per Month with retrospective effect from April 01, 2022;

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

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

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

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

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

The Proposed remuneration shall be within the overall limit of Section 197 and Schedule V of the Companies Act, 2013.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

I. General Information:

i) Nature of Industry:

The Company is engaged in the business of manufacture of iron ore pellets, sponge iron, steel billets, Wire Rods, HB Wires and generation of power and iron ore mining.

ii) Date or expected date of commencement of commercial production:

The Company was incorporated on 21st September, 1999 and started commercial operations on 17th April, 2001.

iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

iv) Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2022:

Particulars	Rs. in Crores
Gross Turnover & Other Income	5092.94
Net profit as per Statement of Profit & Loss (After Tax)	1350.97
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	1680.23
Net Worth	3093.75

v) Foreign investments or collaborators, if any: Not Applicable.

II. Information about the appointee:

B. Shri Siddharth Agrawal, Whole time (Executive) Director

- i. Background details: Mr. Siddharth Agrawal, aged 41 years is a B.Com and MBA. Under his able leadership, 50 MW Solar Thermal Power Project of Godawari Green Energy Limited was setup. In the past, before taking up the responsibility of GGEL, he was Executive Director of the Company, managing the business operations of plant, including the production activities, procurement of raw material, Plant maintenance, marketing of finished products and monitoring of expansion project implementation,
- ii. Past remuneration during the financial year ended 31st March, 2022: NIL
- iii. Recognition or awards: GGEL was awarded CSP Today India Developer Award 2013
- iv. Job Profile and his suitability: He will look after the marketing activities of the company and also setting up of Solar Power Plants and its operation and maintenance. He is having adequate knowledge of setting up of, operation and maintenance of Solar Power Plant and marketing of various steel products.
- v. Remuneration proposed: As per details given in Explanatory Statement
- vi. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile of Mr. Siddharth Agrawal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
- vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed to be paid to him, the Whole time (Executive) Director does not have any other pecuniary relationship with the Company other than as a shareholder of the company. He is also relative of Mr. B.L. Agrawal, Managing Director and Mr. Abhishek Agrawal, Executive Director of the Company. He is a person acting in concert with the Promoters of the Company.

III. Other Information:

- i. Reasons of loss or inadequate profits: Not applicable, as the Company has posted a net profit after tax of Rs.1350.97 crores during the year ended 31st March, 2022.
- ii. Steps taken or proposed to be taken for improvement: Not applicable.
- iii. Expected increase in productivity and profits in measurable terms: Not applicable

IV. Disclosures:

The disclosures to be made in the Board's Report under the heading 'Corporate Governance' in connection with the appointment of Mr. Siddharth Agrawal shall be made accordingly.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Siddharth Agrawal himself, Mr. Abhishek Agrawal and Mr. Bajrang Lal Agrawal being relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 02.

The Board recommends the Special Resolution set out at Item No. 02 of the Notice for approval by the members.

Item No. 03:

Shri Dinesh Kumar Gandhi, was appointed as Non-Executive Director of the Company w.e.f. 25.02.2005 and has been associated with the Company from more than 16 years. He was also associated with the Company's erstwhile subsidiary Godawari Green Energy Limited (GGEL) as Whole time Director and CFO for more than 11 years.

Subsequent to divestment of its entire shareholding in GGEL and upon recommendation of Nomination and Remuneration committee, the Board of Directors in its meeting held on 09.04.2022 have approved the proposal for his appointment as Whole-time Director of the company with effect from 01.04.2022 for a period of 5 (Five) years i.e. upto 31.03.2027 pursuant to the provisions of Section 196 & 197 and Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and in accordance with the Articles of Association of the company and all other applicable provisions of the Companies Act, 2013, subject to the approval of shareholders of the Company.

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 09.04.2022 has also decided to pay the remuneration payable to Shri Dinesh Kumar Gandhi as Whole time (Executive) Director of the Company, pursuant to the provisions of Section 196 & 197 Schedule V (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and all other applicable provisions of the Companies Act, 2013 and subject to approval of the shareholders of the Company by way of Special Resolution as under:

Salary: Gross Salary in the scale of Rs. 12,50,000 to Rs. 20,00,000 Per Month with retrospective effect from April 01, 2022;

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

Perquisites: The Whole time Director shall also be entitled to perquisites which would include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement and leave travel concession for self and family, club fees, use of Company cars, medical and

personal accident insurance and other benefits, amenities and facilities in accordance with the Rules of the Company. The value of the perquisites would be evaluated as per Income-Tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

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

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

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

The Proposed remuneration shall be within the overall limit of Section 197 and Schedule V of the Companies Act, 2013.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

I. General Information:

i) Nature of Industry:

The Company is engaged in the business of manufacture of iron ore pellets, sponge iron, steel billets, Wire Rods, HB Wires and generation of power and iron ore mining.

ii) Date or expected date of commencement of commercial production:

The Company was incorporated on 21st September, 1999 and started commercial operations on 17th April, 2001.

iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

iv) Financial performance based on given indicators – as per audited standalone financial results for the year ended 31st March, 2022:

Particulars	Rs. in Crores
Gross Turnover & Other Income	5092.94
Net profit as per Statement of Profit & Loss (After Tax)	1350.97
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	1680.23
Net Worth	3093.75

v) Foreign investments or collaborators, if any: Not Applicable.

II. Information about the appointee:

B Shri Dinesh Kumar Gandhi, Whole time (Executive) Director

i. Background details: Mr. Dinesh Kumar Gandhi aged 59 years is a fellow member of the Institute of Chartered Accountants of India and Institute of Company Secretaries of India, he brings to the table his 35

years of experience of working in iron & steel and other industries in the areas of accounts, finance, project planning and financing. A dynamic financial analyst, his competence strategically directs the company.

- ii. Past remuneration during the financial year ended 31st March, 2022: Commission of Rs.25 Lakhs.
- iii. Recognition or awards: None
- iv. Job Profile and his suitability: He will be managing all the financial and strategic investment decisions of the Company. He is having adequate qualification and experience in the field of financial management.
- v. Remuneration proposed: As per details given in Explanatory Statement
- vi. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile of Mr. Dinesh Kumar Gandhi, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
- vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed to be paid to him, the Whole time (Executive) Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Other Information:

- i. Reasons of loss or inadequate profits: Not applicable, as the Company has posted a net profit after tax of Rs.1350.97 crores during the year ended 31st March, 2022.
- ii. Steps taken or proposed to be taken for improvement: Not applicable.
- iii. Expected increase in productivity and profits in measurable terms: Not applicable

IV. Disclosures:

The disclosures to be made in the Board's Report under the heading 'Corporate Governance' in connection with the appointment of Mr. Dinesh Kumar Gandhi shall be made accordingly.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Dinesh Kumar Gandhi himself is concerned or interested, financial or otherwise, in the resolution set out at Item No. 03.

The Board recommends the Special Resolution set out at Item No. 03 of the Notice for approval by the members.

By Order of the Board

Sd/-
Y.C. Rao
Company Secretary
Membership No.F-3679,
Plot No. 428/2, Phase 1, Industrial
Area, Siltara, Raipur, 493111
Chhattisgarh

Place: Raipur
Date: 03.06.2022

ANNEXURE

Particulars of Directors seeking appointment / reappointment at the ensuing Extra Ordinary General Meeting (In Pursuance of Regulation 36(3) of Listing Regulations and SS-2):

Name	Mr. Dinesh Agrawal	Mr. Siddharth Agrawal	Mr. Dinesh Gandhi
Brief resume			
i) Age	51 years	41 years	59 years
ii) Qualification	Electrical Engineer	B.Com and MBA	Chartered Accountant and Company Secretary
iii) Experience in specific functional area	Production and Marketing Activities	Project implementation, procurement of raw material, Plant maintenance, Production activities and marketing	In the areas of accounts, finance, project planning and financing.
iv) Date of Appointment on the Board of the Co.	21.09.1999	20.01.2018	25.02.2005
Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 3 of the Notice convening EGM dated 30.06.2022 read with explanatory statement thereto	As per the resolution at Item No. 1 of the Notice convening EGM dated 30.06.2022 read with explanatory statement thereto	As per the resolution at Item No. 2 of the Notice convening EGM dated 30.06.2022 read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	Rs. 192.00 Lakhs	NIL	Rs.25 Lakhs
Remuneration / Sitting Fees proposed to be paid	In the slab of Rs. 16,50,000 to Rs. 30,00,000 along with other perquisites. No Sitting Fee will be paid.	In the slab of Rs. 16,50,000 to Rs. 30,00,000 along with other perquisites. No Sitting Fee will be paid	In the slab of Rs. 12,50,000 to Rs. 20,00,000 along with other perquisites. No Sitting Fee will be paid
Nature of expertise in specific functional areas	Over 25 years of experience and has been associated with the company's Ferro alloys and steel rolling units in the past.	Under his able leadership, 50 MW Solar Thermal Power Project of Godawari Green Energy Limited (erstwhile Subsidiary Company) was setup. In the past, he has looked after the project implementation, procurement of raw material, Plant maintenance, Production activities and marketing of finished goods of the Company.	Over 25 years of experience in the areas of accounts, finance, project planning and financing. A dynamic financial analyst, his competence strategically directs the company.
Name(s) of other Listed entities in which the person holds the Directorship	NIL	NIL	NIL
*Chairman/Member of the Committee of the Board of Directors of the Company	NIL	NIL	Stakeholder Relationship Committee- Member

*Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	NIL	Nomination and Remuneration Committee Hira Infra-Tek Limited - Chairman	NIL
No. of Shares of Rs 10/- each held by the Directors	73,85,388	3,76,000	NIL
Relationship with Directors inter-se (As per Section 2 (77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014	Not related to any Director / Key Managerial Personnel	Son of Mr. Bajrang Lal Agrawal, Managing Director and Brother of Mr. Abhishek Agrawal, Whole Time Director of the Company and not related to any other Director/ KMP.	Not related to any Director / Key Managerial Personnel
No. of Board Meetings held/ attended during the year			
FY-2021-22	6/8	8/8	8/8
FY-2022-23	1/2	2/2	2/2

ANNEXURE-A

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA ORDINARY GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 27th June 2022 at 09:00 A.M. and ends on Wednesday, 29th June, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 23rd June, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. Thursday, 23rd June, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is

available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.

3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.
to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN of the Company, then user ID is EVEN001***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to corporategovernance03@gmail.com with a copy marked to evoting@nsdl.co.in.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. June 23, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. June 23, 2022 may follow steps mentioned in the Notice of the EGM under Step 1 :“Access to NSDL e-Voting system”(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to yarra.rao@hiragroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to yarra.rao@hiragroup.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at yarra.rao@hiragroup.com on or before March 09, 2022 Only those Members who have pre-registered themselves as a speaker will be allowed to ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
6. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
7. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
8. Members who need assistance before or during the EGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

OTHER GENERAL INFORMATIONS

1. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
2. The Scrutinizer shall within a stipulated period from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
3. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company www.godawaripowerispat.com. The result will simultaneously be communicated to the Stock Exchanges (i.e. NSE & BSE).

Place: Raipur
Date: 03.06.2022

By Order of the Board

Sd/-
Y.C. Rao
Company Secretary
Membership No.F-3679,
Plot No. 428/2, Phase 1, Industrial
Area, Siltara, Raipur, 493111
Chhattisgarh

Ordinary General Meeting Information at a glance

Sr. No.	Particulars	Details
1	Day, Date and Time of EGM	Thursday, the 30 th June, 2022 at 11.30 A.M. (IST)
2	Mode	Video conference and other audio-visual means
3	Participation through Video-Conferencing	Members can login from 11.00 A.M. (IST) on the date of EGM
4	Helpline Number for VC participation	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 4430 Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 Godawari Power and Ispat Limited Contact No. to Mr. Dinesh Gupta 0771-4082200
5	Submission of Questions / Queries Before EGM	Questions/queries shall be submitted 7 days before the time fixed for EGM i.e. on or before 23 rd June, 2022, by email to Mr. Y.C. Rao, Company Secretary at yarra.rao@hiragroup.com mentioning name, demat account no./folio number, email ID, mobile number, etc.
6	Speaker Registration Before EGM	Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at yarra.rao@hiragroup.com on or before 23 rd June, 2022. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
7	Cut-off date for e-voting	23 rd June, 2022
8	Remote E-voting start time and date	27 th June, 2022 (9:00 A.M. IST)
9	Remote E-voting end time and date	29 th June, 2022 (5:00 P.M. IST)
10	Name, address and contact details of e-voting service Provider	Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 Toll free no.: 1800 1020 990 and 1800 22 4430 E-mail Id: evoting@nsdl.co.in ,
11	Name, address and contact details of Registrar and Transfer Agent	Link Intime India Pvt. Ltd. C-101, 247 Park, LBS Marg, Vikhroli (West) Mumbai - 400083 (MH) Email : rnt.helpdesk@linkintime.co.in Contact No. : 022-49186270 Fax No. : 022-49186060 Toll Free No. : 1800 1020 878
12	E-mail Registration & Contact updating Process.	Demat shareholders: Contact respective Depository Participant. Physical Shareholders: Contact Company's Registrar and Transfer Agents, Link Intime India Private Limited by sending an email request at rnt.helpdesk@linkintime.co.in along with signed scanned copy of the request letter providing the e-mail address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate (both side).