



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

WebSite: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 (The Company) will be held on Friday, the 05th day of July, 2024 at 11.30 A.M. (IST) through video conferencing (VC)/other audio video means (OAVM) to transact the following businesses:

The proceedings of the Extra Ordinary General Meeting (EGM) shall be deemed to be conducted at the Corporate Office of the Company at 2nd Floor, Hira Arcade, Pandri, Raipur, Chhattisgarh 492004, which shall be deemed venue of the EGM.

SPECIAL BUSINESSES:

ITEM NO. 1: To appoint Mrs. Neha Sunil Huddar (DIN: 00092245), as Non-Executive Independent Women Director of the company and in this regard to consider and if thought fit to pass the following resolution as Special Resolution:-

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of 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), Mrs. Neha Sunil Huddar (DIN: 00092245), pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and the Board, be and is hereby appointed as a Non- Executive Independent Women Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 9th August, 2024.”

ITEM NO.2: To appoint Mr. Hukam Chand Daga (DIN: 00441914), as Non-Executive Independent Director of the company and in this regard to consider and if thought fit to pass the following resolution as Special Resolution:-

“RESOLVED THAT

1. in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies

(Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of 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), Mr. Hukam Chand Daga (DIN: 00441914), pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and the Board, be and is hereby appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 9th August, 2024.”

2. pursuant to the provisions of Regulation 17(1A) and other applicable provisions of the Listing Regulations, approval of the members of the Company be and is hereby accorded for continuation of Mr. Hukam Chand Daga (DIN: 00441914), as a Non-Executive Independent Director of the Company, not liable to retire by rotation, who will attain 75 (seventy five) years of age during his proposed tenure of 5 (five) consecutive years.”

ITEM NO.3: To approve the Remuneration payable to Non-Executive Directors and Independent Directors of the Company and in this regard, to consider and, if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT

1. pursuant to provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modifications or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to such conditions, modifications, as may be prescribed or imposed by any of the authorities in granting such approvals permissions and sanctions and based on the recommendation of the Board of Directors, the Company be and is hereby authorised for making payment of such sum by way of commission (including Employees Stock Options being granted to the Non-executive Directors except to the Independent Directors of the Company) to its Non-Executive Directors and Independent Directors, as the Board may determine from time to time, but not exceeding 1% of Net Profit of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, in addition to sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof, for a period of 5 years commencing from 01st April, 2024.
2. the maximum number of Employees Stock Options to be granted to any Non-Executive Directors other than Independent Directors of the Company shall not exceed 1% of issued capital (excluding outstanding warrants and conversions) per annum and 3% of issued capital (excluding outstanding warrants and conversions) in aggregate to all the Non-Executive Directors other than Independent Directors of the Company under any Employee Stock Options Scheme of the Company.”

ITEM NO.4: To approve the remuneration of the Cost Auditors for the Financial Year ending 31st March, 2025 and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2025 be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

By Order of the Board

Place: Raipur
Date: 30.05.2024

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

NOTES:

1. Pursuant to General Circular Nos.14/2020, 17/2020 , 20/2020 and 10/2022 dated April 08, 2020, April 13, 2020 , May 05, 2020 and December 28, 2022 respectively and clarification circularNos. 02/2021 dated January 13, 2021, 14/2021 dated December 14, 2021, 03/2022 dated May 05, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and SEBI Circulars dated May 12, 2020, dated May 13, 2022, January 05, 2023 and October 07, 2023 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 Nos.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, 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.
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, 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, MCA Circular No. 03/2022 dated May 05, 2022 and MCA Circular No. 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 .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 24th May, 2024. 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. 28th June, 2024, 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. F-5771) 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, forth with 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 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.
10. Notice calling the EGM 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.
11. 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.
12. 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 DP ID Number. The helpline numbers regarding any query /assistance for participation in the EGM through VC/OAVM are 022-48867000/022 -24997000.
13. 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.:8108116767

14. 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.
15. The format of the Register of Members prescribed by the MCA under the Act require the Company/Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details will be provided upon request to be made to RTA/ the Company.

Members holding shares in physical form are requested to submit the filled in form to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the Extra Ordinary General Meeting of the Company.
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.

By Order of the Board

Sd/-
Y. C. Rao
Company Secretary
Membership No.F-3679,
Plot No.428/2, Phase1, Industrial
Area, Siltara, Raipur 493111
Chhattisgarh

Place: Raipur
Date: 30.05.2024

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

ITEM NO.1:

The Nomination and Remuneration Committee after evaluating and considering the skills, experience and knowledge that would be available to the Board, recommended the appointment of Mrs. Neha Sunil Huddar (DIN: 00092245) as Non- Executive Independent Women Director of the Company. The Board of Directors at its meeting held on 21st May, 2024 considered and recommended to the shareholders the appointment of Mrs. Neha Sunil Huddar (DIN: 00092245) as Non- Executive Independent Women Director of the Company for a term of 5 (five) consecutive years with effect from 9th August, 2024.

Mrs. Neha Sunil Huddar is qualified to be appointed as Non- Executive Independent Women Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) and has given her consent to act as Non- Executive Independent Women Director. The Company has also received declaration from Mrs. Neha Sunil Huddar confirming that she meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

Mrs. Neha Sunil Huddar is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Women Director. The Board was satisfied that the appointment of Mrs. Neha Sunil Huddar is justified as she has over 40 years of experience in finance & accounts and HR and Compliances management. In view of this, appointment of Mrs. Neha Sunil Huddar as Non- Executive Independent Women Director is in the interest of the Company.

Details of Mrs. Neha Sunil Huddar, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided in the **Annexure B** to the Notice. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mrs. Neha Sunil Huddar as Non- Executive Independent Women Director requires approval of Members of the Company. Further, in terms of Regulation 25(2A) of Listing Regulations, appointment of Mrs. Neha Sunil Huddar as Non- Executive Independent Women Director requires approval of Members of the Company by passing a special resolution.

Accordingly, the approval of Members is sought for appointment of Mrs. Neha Sunil Huddar as Non- Executive Independent Women Director.

Draft of the letter of appointment to be issued to Mrs. Neha Sunil Huddar setting out the terms and conditions of appointment is available at www.godawaripowerispat.com.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way concerned or interested, financially or otherwise, in the resolution.

The Board recommends this special resolution for approval by the Members.

ITEM NO.2:

The Nomination and Remuneration Committee after evaluating and considering the skills, experience and knowledge that would be available to the Board, recommended the appointment of Mr. Hukam Chand Daga (DIN: 00441914), as Non- Executive Independent Director of the Company. The Board of Directors at its meeting held on 21st May, 2024 considered and recommended to the shareholders the appointment of Mr. Hukam Chand Daga (DIN: 00441914) as Non- Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 9th August, 2024.

Mr. Hukam Chand Daga is qualified to be appointed as Non- Executive Independent Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) and has given his consent to act as Non- Executive Independent Director. The Company has also received declaration from Mr. Hukam Chand Daga confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

Mr. Hukam Chand Daga would attain the age of 75 (seventy five) years on 29th November, 2025 during his proposed tenure. Considering his background and enriched experience, Nomination and Remuneration Committee also recommended the continuation of Mr. Hukam Chand Daga as an Independent Director, on attaining the age of 75 years.

Mr. Hukam Chand Daga is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. Presently, he is serving on the Board of H G I Industries Limited as CEO of the Company. The Board was satisfied that the appointment of Mr. Hukam Chand Daga is justified as he is having more than 4 decades of professional experience in various Industrial Operations – Mining, Power, Textile, Coal, Financial Management etc. In view of these, appointment of Mr. Hukam Chand Daga as Non- Executive Independent Director is in the interest of the Company.

Details of Mr. Hukam Chand Daga, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the **Annexure B** to the Notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr. Hukam Chand Daga as Non- Executive Independent Director requires approval of Members of the Company. Further, in terms of Regulation 17 (1A) and 25 (2A) of

Listing Regulations, appointment of Mr. Hukam Chand Daga as Non- Executive Independent Director requires approval of Members of the Company by passing a special resolution.

Accordingly, the approval of Members is sought for appointment of Mr. Hukam Chand Daga as Non-Executive Independent Director.

Draft of the letter of appointment to be issued to Mr. Hukam Chand Daga setting out the terms and conditions of appointment is available at www.godawaripowerispat.com.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way concerned or interested, financially or otherwise, in the resolution.

The Board recommends this special resolution for approval by the Members.

ITEM NO.3:

The Shareholders of the Company in the Annual General Meeting held on 16th September, 2023 approved the proposal for payment of such sum by way of commission to its Non-Executive Directors and Independent Directors, as the Board may determine from time to time, but not exceeding 1% of the Net Profit of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, in addition to sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof, for a period of 5 years commencing from 01st April, 2024.

Further, the Shareholders of the Company in their Extra-Ordinary General meeting held on 12th December, 2023 approved Employee Stock Options Scheme for issue of equity shares to the Employees of the Company, subject to a maximum of 28,00,000 equity shares of Rs.5 each and subject to maximum of 1% of Issued Capital of the Company to any particular employee in any financial year.

Pursuant to the provisions of Regulation 17(6) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the shareholders of the company shall be required for payment of any fees or compensation to the Non-executive Directors including Independent Directors of the company. Moreover, pursuant to the provisions of Regulation 17(6) (c) of the said Regulations if any fees or compensation is paid to any Non-Executive Directors other than Independent Directors of the company in the form of Employees Stock Options, the approval of the shareholders under Regulation 17(6) (a) shall specify the maximum number of options in aggregate that may be issued to Non-Executive Directors in any one financial year and in aggregate. Accordingly it is being specified to issue Employees Stock Options to the Non-Executive Directors other than Independent Directors subject to a maximum number of Employees Stock Options upto 1% of issued capital (excluding outstanding warrants and conversions) per annum and upto 3% of issued capital (excluding outstanding warrants and conversions) in aggregate to all the Non-Executive Directors other than Independent Directors of the Company under any Employee Stock Options Scheme of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives, except all of the Non-Executive Directors of the Company and their respective relatives to whom the resolution relates is concerned or interested in the Resolution.

The Board recommends this Special Resolution for approval by the Members.

ITEM NO.4:

The Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s Sanat Joshi & Associates, Cost Auditors having Firm Registration No. 000506 to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2024 at a remuneration of Rs.75,000/-.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be determined by the Shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for determination and ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2025.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way concerned or interested, financially or otherwise, in the resolution.

The Board commends this Ordinary Resolution for approval by the Members.

By Order of the Board

Place: Raipur
Date: 30.05.2024

Sd/-
Y.C. Rao
Company Secretary
Membership No.F-3679,
Plot No.428/2, Phase1, Industrial
Area, Siltara, Raipur 493111
Chhattisgarh

ANNEXURE-A

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 2nd July, 2024 at 09:00 AM (IST) and ends on 4th July, 2024 at 05:00 P.M. (IST) 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. 28th June, 2024, 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, being 28th June, 2024.

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 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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit 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 hold 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 company name or **e-Voting service provider i.e. 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.

- 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

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on

	<p>registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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.

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.com or call at 022 - 4886 7000 and 022 - 24997000
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 toll free no. 1800 22 55 33

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 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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.
3. 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.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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.com 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” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under

Join 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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at yarra.rao@hiragroup.com. The same will be replied by the company suitably.

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How 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 Step2 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	Your 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 is 101456 then user ID is 101456001***

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 on NSDL e-Voting system. How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.
3. 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 no’s.: **022 - 48867000 / 022 – 24997000** or send a request 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 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.

By Order of the Board

Sd/-

Place: Raipur
Date: 30.05.2024

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

ANNEXURE B

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

Name	Mrs. Neha Sunil Huddar	Mr. Hukum Chand Daga
Brief resume		
i) Age	62 Years	73 Years
ii) Qualification	B.Com, Associate Member of the Institute of Chartered Accountants of India.	M.Com, LLB, Fellow Member of the Institute of Chartered Accountants of India & the Institute of Company Secretaries of India.
iii) Experience in specific functional area/ Nature of expertise in specific functional areas	Accounts, Finance, CSR and HR functions. She was CFO of a listed Company for more than 15 years where she has handled all aspects of Accounts and Finance. As Head of Finance of Reliance Foundation well versed with CSR requirements.	Industrial Operations, Mining, Power, Textile, Coal, Financial Management, etc.
iv) Date of Appointment on the Board of the Company	9 th August, 2024.	9 th August, 2024.
v) Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 1 of this Notice read with explanatory statement thereto.	As per the resolution at Item No. 2 of this Notice read with explanatory statement thereto.
vii) Remuneration last drawn (including sitting fees, if any)	NA	NA
viii) Remuneration / Sitting Fees proposed to be paid	She shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.	He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.
ix) Name(s) of other Listed entities in which the person holds the Directorship	Bodal Chemicals Limited, Mitsu Chem Plast Limited	NIL

x) Listed entities from which the person has resigned in the past three years	Uravi T And Wedge Lamps Ltd. w.e.f. 20th May, 2023	NO
xi) *Chairman/Member of the Committee of the Board of Directors of the Company	NIL	NIL
*Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	1. Bodal Chemicals Ltd- Audit Committee – Member Nomination and Remuneration Committee - Member, 2. Mitsu Chem Plast Limited- Audit Committee – Member Stakeholder relationship committee - Member CSR committee - Member, Nomination and Remuneration Committee - Member, Rights Issue and allotment Committee - Member 3. Arkade Developers Limited- Audit Committee - Chairperson Stakeholder Relationship Committee - Chairperson	NIL
xii) No. of Shares of Rs 5/- each held by the Directors including shareholding as a beneficial owner	Nil	8,500 Equity Shares
xiii) 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	Not related to any Director / Key Managerial Personnel
xiv) No. of Board Meetings held/ attended during the year.	Not Applicable	Not Applicable

EXTRA ORDINARY GENERAL MEETING INFORMATION AT A GLANCE

Sr. No.	Particulars	Details
1	Day, Date and Time of EGM	Friday the 05 th July, 2024 at 11:30 AM (IST)
2	Mode	Video conference and other audio-visual means (VC/OAVM)
3	Participation through Video-Conferencing	Members can login from 11:00 AM (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.: 022 - 48867000 / 022 - 24997000 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. 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 28 th June, 2024, by email to Mr. Y.C. Rao, Company Secretary at yarra.rao@hiragroup.com mentioning name, demat account no. /folio number, email ID, mobilenumber, 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 28 th June, 2024. 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	28 th June, 2024
8	Remote E-voting start time and date	From 09:00 AM (IST) on 2 nd July, 2024

9	Remote E-voting end time and date	Till 5:00 PM (IST) on 4 th July, 2024
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 Contact no's.: 022 - 48867000 / 022 - 24997000 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. : 810 811 6767 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).