

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Fifth Annual General Meeting (AGM) of the Members of **Godawari Power and Ispat Limited** will be held on Saturday, the 21st day of September, 2024 at 12:30 P.M. (IST) at the Conference Hall, Mayfair Lake Resort, Jhaanjh Lake, Sector 24, Atal Nagar-Naya Raipur, Tuta, Raipur, Chhattisgarh 492101 to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt the Standalone Financial Statements of the Company for the year ended 31st March, 2024 along with the reports of the Board of Directors and Auditors thereon;
- To receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended 31st March, 2024 along with the reports of the Auditors thereon;
- To appoint a Director in place of Mr. Abhishek Agrawal (DIN: 02434507), who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.
- To appoint a Director in place of Mr. Dinesh Kumar Gandhi (DIN: 01081155), who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.
- Declaration of Final Dividend of ₹5/- per equity share of Face Value of ₹5/- each fully paid for the Financial Year 2023-24.

SPECIAL BUSINESS:

- Sub-Division of Equity Shares from the Face Value of ₹5/- per share to ₹1/- per share and in this regard, to consider and, if thought fit, to pass the following resolution as Ordinary Resolution

'RESOLVED THAT:

- pursuant to the provisions of Section 61(1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Article 47 and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, consent of the Members be and is hereby accorded to Sub-divide each of the Equity Shares of the Company having a face value of Rs.5/- each in the Authorized, Issued, Subscribed and Paid-up

Share Capital of the Company be sub-divided into Five (5) Equity Shares having a face value of ₹1/- each fully paid, of the Company, with effect from the Record Date as may be Fixed for the purpose.

- pursuant to the Sub-division of the Equity Shares of the Company, all the issued, subscribed and paid-up Equity Shares of nominal value of Rs.5/- each of the Company existing on the Record Date shall stand Sub-divided into Equity Shares of nominal value of ₹1/- each fully paid up.
- upon Sub-division of the Equity Shares as aforesaid, Five (5) Equity Shares of the face value of ₹1/- each to be allotted in lieu of existing One (1) Equity Share of ₹5/- each, subject to the terms of the Memorandum and Article of Association of the Company and shall rank pari-passu in all respects with the existing fully paid-up Equity Shares of ₹5/- each of the Company and shall be entitled to participate in full after the Sub-divided Equity Shares are allotted.
- upon the Sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ₹5/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of Sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division.
- the Board of Directors of the Company ("the Board"), (which expression shall also include a committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution."

Notice of Annual General Meeting (Contd.)

- Alteration of the Capital Clause in the Memorandum of Association consequent upon Sub-Division and in this regard, to consider and, if thought fit, to pass the following resolution as Special Resolution:

'RESOLVED THAT:

- pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 read with other applicable provisions if any of the Companies Act, 2013 (including any amendments there to or re-enactment thereof) and the rules framed thereunder, the consent of the Members of the Company be and is hereby accorded to alter the Authorized Share Capital of the Company from existing ₹74,00,00,000/- (Rupees Seventy Four Crores only) divided into 14,16,00,000 Equity Shares of ₹5/- each and 32,00,000 Preference Shares of ₹10/-each to ₹74,00,00,000/- (Rupees Seventy Four Crores only) divided into 70,80,00,000 Equity Shares of ₹1/- each and 32,00,000 Preference Shares of ₹10/-each.
- the Memorandum of Association of the Company be altered in the following manner i.e., existing Clause V of the Memorandum of Association be substituted with the following new clause as Clause V:

- The Authorized Share Capital of the Company is ₹74,00,00,000/- (Rupees Seventy-Four Crores only) divided into 70,80,00,000 (Seventy Crores Eighty Lakhs only) Equity Shares of ₹1/- (Rupee One) each and 32,00,000 (Thirty-Two Lakhs) Preference Shares of ₹10/- (Rupees Ten) each.*
- For the purpose of the giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution."

By Order of the Board

Y.C. Rao

Company Secretary
Membership No. F-3679,

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

Place: Raipur

Date: 08.08.2024

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself on a poll only and the proxy need not be a member of the Company. Proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.
2. The Board of Directors of the Company considered that the special business under Item Nos.6 & 7 be transacted at the ensuing AGM of the Company.
3. 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 General Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 will be provided by NSDL.
4. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto. Further the information under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/ re-appointment at this AGM forms part of this notice is annexed herewith the Notice as Annexure-A.
5. In compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular the Notice of AGM 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 17th August, 2024. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and shareholders as on Cut-off date i.e. 14th September, 2024, shall be entitled to exercise his/her vote electronically i.e. remote e-voting or on Ballot Paper on the date of the AGM by following the procedure mentioned in Annexure-B.
6. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote

e-voting shall be able to exercise their right at the meeting through ballot paper.

7. 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.
8. 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.
9. The Results shall be declared on or after the AGM 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 AGM of the Company and communicated to the Stock Exchanges (i.e. NSE & BSE).
10. Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience. Corporate/Institutional members are required to send a scanned copy of its Board or Governing Body resolution/authorization etc., authorizing its representative to attend and vote at the AGM to corporategovernance03@gmail.com Scrutinizer to cast their votes through e-voting.
11. Members desiring any information on the accounts of the Company are requested to write to the Company at least 10 days in advance so as to enable the Company to keep the information ready.
12. In accordance with the MCA General Circulars and SEBI Circulars, physical copies of the Financial Statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2024 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are 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 statements and Notice of AGM 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 compliance with the Ministry of Corporate Affairs (MCA) General Circulars, a copy of the Notice of this AGM along with Annual Report for the Financial Year 2023-2024 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 AGM Notice is also available on the website of NSDL (agency for providing the e-voting facility) i.e. www.evoting.nsd.com.

13. 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.
14. 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.
15. The following are the details of dividends paid by the Company and respective due dates for transfer of unclaimed dividend to such Investor Education and Protection Fund (IEPF) of the Central Government:

Year of Dividend	Date of Declaration	Due date for transfer to IEPF
2016-17	NA	NA
2017-18	NA	NA
2018-19	NA	NA
2019-20	NA	NA
2020-21 (Interim)	30.01.2021	29.01.2028
2021-22 (Interim)	27.07.2021	26.07.2028
2020-21 (Final)	28.08.2021	27.08.2028
2021-22 (Final)	16.09.2022	15.09.2029
2022-23 (Final)	16.09.2023	15.09.2030

Further, the Company shall not be in a position to entertain the claims of the shareholders for the

unclaimed dividends which have been transferred to the credit of the IEPF of the Central Government under the provisions of Section 125 of the Companies Act 2013. The shareholders are requested to claim their dividend/shares after filing of relevant form available at the website of IEPF at <http://www.iepf.gov.in/>

16. Dividend Related Information:

- a). The Board of Directors in its meeting held on 24.05.2024 recommended the payment of Final Dividend of ₹ 5/- per equity share of ₹5/- each fully paid, subject to declaration by the shareholders at the AGM. The dividend for the FY 2023-24 will be paid subject to deduction of tax at source (TDS) as applicable on the paid-up share capital of the Company of 13,37,94,988 equity shares of the nominal value of Rs. 5/- each. The Final dividend for the FY 2023-24 will be paid within 30 days from the date of declaration to those members, whose names appear on the Register of Members of the Company and as beneficial owners in the Depositories, determined as on the Record Date (i.e. 17th August, 2024) fixed for the purpose of payment of dividend.
 - b). To all members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on 17th August, 2024.
 - c). Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members.
17. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents by Saturday, 17th August, 2024. For the detailed process, please visit website of the Company's Registrar and Share Transfer Agent www.linkintime.co.in.
 18. Further, in order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving

the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to our RTA - Link Intime India Private Limited, at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai- 400 083:

- a). A signed request letter by the first holder, mentioning the name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i). Name of Bank and Bank Branch;
 - ii). Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions; and
 - iii). 11-digit IFSC Code.
 - iv). 9 digit MICR Code
- b). Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c). Self-attested copy of the PAN Card; and
- d). Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

19. 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.

20. 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.
21. 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.
22. 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 (09:00 am to 05:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
23. 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.

Further, the Shareholder who wants physical copy of Annual Report and Notice may send a request to rnt.helpdesk@linkintime.co.in, mentioning DP ID and Client ID. The same shall be provided free of cost by the Company.

24. Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://eportal.incometax.gov.in>

The Company will provide soft copy of the TDS certificate to its shareholders through e-mail registered with Depository Participant upon request receive from the Shareholder.

25. The aforesaid documents such as Form 15G/ 15H, documents under sections 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 17th August, 2024 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received after 17th August, 2024 shall not be considered.
26. Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company/ Link Intime India Pvt. Ltd
27. No TDS will be deducted in case of resident individual shareholders who furnish their PAN details and whose dividend does not exceed ₹5,000/-. However, where the PAN is not updated in Company/ Link Intime India Pvt. Ltd/ Depository Participant records or in case of an invalid PAN, the Company will deduct TDS u/s 194 without considering the exemption limit of ₹5,000/-.
28. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available at investors section on the website of the Company at www.godawaripowerispat.com. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

29. In accordance with the provisions of Section 72 of the Act and Circulars issued by SEBI, from time to time, Members can avail the facility of nomination in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14 or Form ISR-3, as the case may be. The aforementioned forms are available on the website of Link Intime at <https://swayam.linkintime.co.in>

Members can also avail the facilities developed by Link Intime India Pvt. Ltd., the Company's Registrar and Share Transfer Agent which are as follows: (i) 'IDIA' (a Chatbot) round-the-clock intuitive platform, to ask questions and get information about any queries by logging in to www.linkintime.co.in and; (ii) 'SWAYAM' a secure, user-friendly web-based application, to effortlessly access various services which can be accessed at <https://swayam.linkintime.co.in>

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

This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

By Order of the Board

Y.C. Rao

Company Secretary

Membership No. F-3679,

Plot No. 428/2, Phase 1,

Industrial Area, Siltara, Raipur,

493111 Chhattisgarh

Place: Raipur

Date: 08.08.2024

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

ITEM NO.6:

Presently the Authorised Share Capital of the Company is Rs.74,00,00,000/- and its paid-up share capital is Rs.66,89,74,940/- consisting 13,37,94,988 equity shares of Rs.5/- each. The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited and BSE Limited.

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

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore, the Board at its meeting held on August 07, 2024, approved the aforesaid proposal for sub-division subject to requisite approval of the members. There will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company consequent upon sub-division of equity shares.

The sub-division of equity shares proposed under business item No. 6 of this Notice shall also require amendment to the existing Clause V of the Memorandum of Association of the Company of the Company as set out under item no. 7 of this Notice.

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

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution in the accompanying Notice. The Board recommends the above Ordinary Resolution set out under item no. 6 of the Notice for approval of the Members.

ITEM NO.7:

The aforesaid sub-division of equity shares of Rs.5/- (Rupees Five only) each into Five (5) equity shares of Re.1/- (Rupee One only) each fully paid would require amendment to existing Capital Clause V of the Memorandum of Association. After approval of the resolutions set out at Item No. 6 the Board of Directors will fix the record date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the same shall be notified to the members through appropriate medium.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of this meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution in the accompanying Notice. The Board recommends the above Special Resolution set out under item no. 7 of the Notice for approval of the Members.

By Order of the Board

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

Place: Raipur

Date: 08.08.2024

ANNEXURE-A

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

Name	Mr. Abhishek Agrawal	Mr. Dinesh Kumar Gandhi
Category of Director	Executive Director	Executive Director
DIN	02434507	01081155
Brief resume		
i) Age	40 years	61 years
ii) Qualification	Master Degree in International Business from Leeds University, U.K. and Bachelors of Engineering (Electronic Engineering)	Fellow Member of Institute of Chartered Accountant of India (ICAI) and The Institute of Company Secretaries of India (ICSI)
iii) Experience in specific functional area	Involved in overseeing the setting-up and operations of pellet plant and also looks after the operations of all the production capacities of the Siltara unit of GPIL.	Accounts, finance, project planning and financing. A dynamic financial analyst, his competence strategically directs the company
iv) Date of Appointment/ Re-Appointment on the Board of the Company	09.11.2011 Re-appointed 09.11.2016 Re-appointed 09.11.2021	02.02.2005 Re-designated as Executive Director w.e.f. 01.04.2022
Terms and conditions of appointment or re-appointment	As per the resolution at Item No. 5 of the Notice convening AGM dated 19.07.2021 read with explanatory statement thereto. The copy of the notice is available at website of the Company at https://www.godawaripowerispat.com/general-meeting-postal-ballot/	As per the resolution at Item No. 3 of the Notice convening AGM dated 30.06.2022 read with explanatory statement thereto. The copy of the notice is available at website of the Company at https://www.godawaripowerispat.com/general-meeting-postal-ballot/
Remuneration last drawn (including sitting fees, if any)	Rs.3,00,00,000 p.a. (FY 2023-24)	Rs.1,50,00,000 p.a. (FY 2023-24)
Remuneration / Sitting Fees proposed to be paid	In the slab of Rs.16,00,000 to Rs. 30,00,000 per month along with other perquisites. Sitting Fee will not be paid.	In the slab of Rs.2,50,000 to Rs. 20,00,000 per month along with other perquisites. Sitting Fee will not be paid.
Nature of expertise in specific functional areas	More than a decade of experience in overseeing the setting-up and operations of pellet plant and also looks after the operations of all the production capacities of the Siltara unit of GPIL	Over 4 decades 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 and other Board in which the person holds the Directorship	NIL	Listed Companies: 1. Deccan Gold Mines Limited Public Companies: 1. Hira Ferro Alloys Limited Private Limited Companies: 1. DMG Financial Services Private Limited

ANNEXURE-B


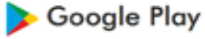


*Chairman/Member of the Committee of the Board of Directors of the Company	1. Corporate Social Responsibility Committee (Member) 2. Risk Management Committee 3. ESG Committee	2. Stakeholders Relationship Committee (Member)
*Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	NIL	NIL
Listed Entities from which resigned in past 3 years	None	None
No. of Shares of Rs 5/- each held by the Directors	44,36,321	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	Son of Mr. Bajrang Lal Agrawal, Managing Director and Brother of Mr. Siddharth 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-2023-24	4/5	5/5

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

The remote e-voting period begins on Wednesday September 18, 2024 at 09:00 AM (IST) and ends on Friday September 20, 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 cut-off date i.e. Saturday September 14, 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 Saturday September 14, 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. 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.</p> <p>2. 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.jsp.</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>

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:

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 Myeasi 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 registration option. 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.
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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- | | |
|--|---|
| <ol style="list-style-type: none"> 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. | <ol style="list-style-type: none"> Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period. Now you are ready for e-Voting as the Voting page opens. 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. |
|--|---|

- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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:

- 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.
- 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 above i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
- 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.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

- For Members who hold shares in demat account with NSDL.
- For Members who hold shares in demat Account with CDSL.
- For Members holding shares in Physical Form.

- 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.

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

Step 1: How to Log-in to NSDL e-Voting website?

- 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, 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.

Your User ID is:

- | |
|---|
| 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***** |
| 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12***** |
| 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.nsd.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.nsd.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.nsd.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

Y.C. Rao

Company Secretary

Membership No. F-3679,

Plot No. 428/2, Phase 1,

Industrial Area, Siltara, Raipur,

493111 Chhattisgarh

Place: Raipur

Date: 08.08.2024

25th Annual General Meeting Information at a glance

Sr. No.	Particulars	Details
1.	Day, Date and Time of AGM	Saturday, the 21st September, 2024 at 12:30 P.M. (IST)
2.	Mode	Physical Meeting at Conference Hall, Mayfair Lake Resort, Jhaanjh Lake, Sector 24, Atal Nagar-Naya Raipur, Tuta, Raipur, Chhattisgarh 492101
3.	Cut-off date for e-voting	14th September, 2024
4.	Remote E-voting start time and date	18th September, 2024 (9:00 A.M. IST)
5.	Remote E-voting end time and date	20th September, 2024 (5:00 P.M. IST)
6.	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 nos.: 022 - 48867000 / 022 - 24997000 E-mail Id: evoting@nsdl.co.in,
7.	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 Nos: 810 811 6767 Fax No. : 022-49186060 Toll Free No. : 1800 1020 878
8.	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).

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and

Rule 19(3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]

Name of the member (s): Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

I/We, being the member(s) holding _____ shares of the above-named company, hereby appoint:

- (1) Name Address
Email Id: Signature or failing him/her;
- (2) Name Address
Email Id: Signature or failing him/her;
- (3) Name Address
Email Id: Signature or failing him/her;

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the company, to be held on the Saturday, 21st September, 2024 at 12:30 p.m. at Conference Hall, Mayfair Lake Resort, Jhaanjh Lake, Sector 24, Atal Nagar-Naya Raipur, Tuta, Raipur, Chhattisgarh 492101 and at any adjournment thereof in respect of such resolutions as are indicated below:

*I wish my above proxy to vote in the manner as indicated in the box below:-

Sl No	Resolutions	Optional*	
		For	Against
1	To receive, consider and adopt the Standalone Financial Statements of the Company for the year ended 31st March, 2024 along with the reports of the Board of Directors and Auditors thereon;		
2	To receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended 31st March, 2024 along with the reports of the Auditors thereon;		
3	To appoint a Director in place of Mr. Abhishek Agrawal (DIN: 02434507), who retires by rotation and being eligible for re-appointment, offers himself for reappointment.		
4	To appoint a Director in place of Mr. Dinesh Kumar Gandhi (DIN: 01081155), who retires by rotation and being eligible for re-appointment, offers himself for reappointment.		
5	Declaration of Final Dividend of Rs. 5/- per equity share of Face Value of Rs.5/- each fully paid for the Financial Year 2023-24.		
6	To approve sub-division of equity shares from the face value of Rs 5/- per share to Re. 1 /- per share		
7	To approve Alteration of the capital clause of the Memorandum of Association consequent upon Sub-Division		

Signed this..... day of.....2024

Signature of Shareholder.....or Signature of Proxy.....

Affix Re.1/-
Revenue Stamp

ATTENDANCE SLIP

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Registered Folio / DP ID & Client ID

Name and address of the Shareholder

Name of the Joint Holder, if any

1. I, hereby record my presence at the 25th Annual General Meeting of the company, to be held on Saturday, 21st September, 2024 at 12:30 p.m. at Conference Hall, Mayfair Lake Resort, Jhaanjh Lake, Sector 24, Atal Nagar-Naya Raipur, Tuta, Raipur, Chhattisgarh 492101.
2. Signature of Shareholder/Proxy Present:.....
3. Shareholder/ Proxy holder wishing to attend the meeting must bring the duly signed attendance Slip to the meeting.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING

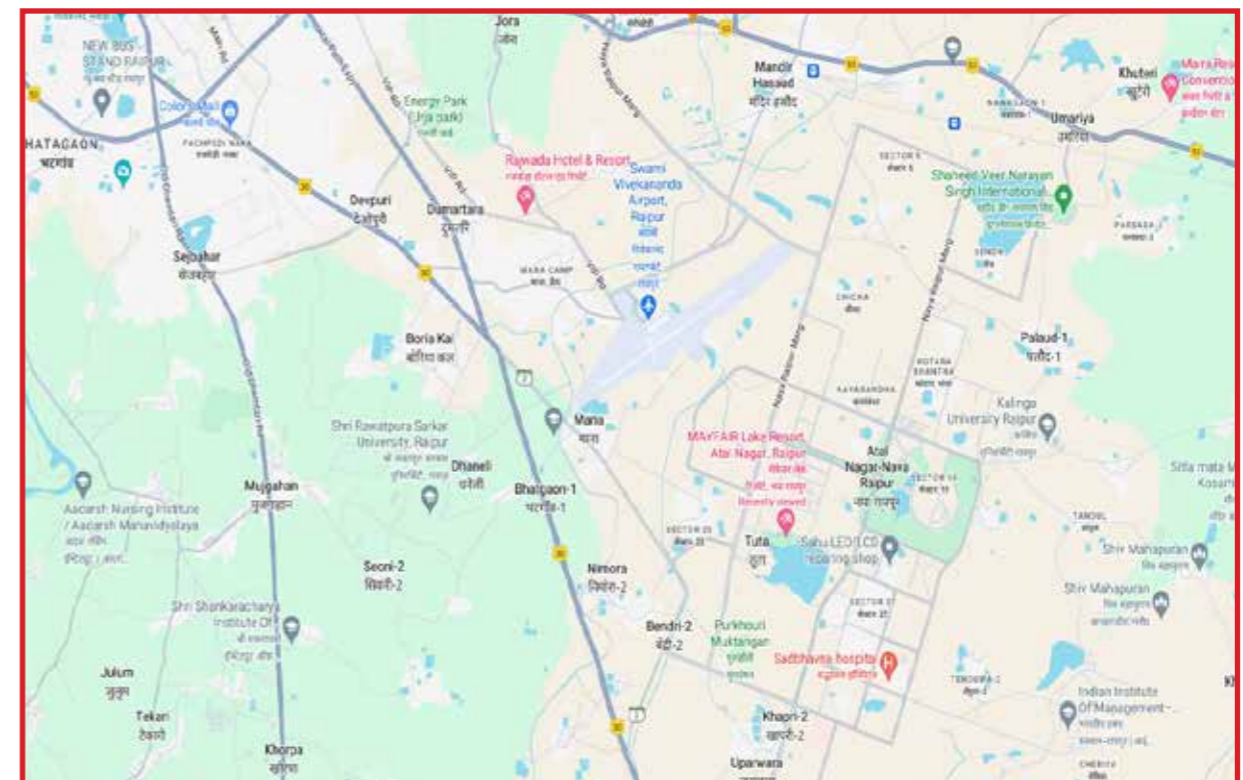
ELECTRONIC VOTING PARTICULARS

E-Voting Event Number [EVEN]	User Id	Password
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Note: Please read the instructions given in the Notes to the Notice of 25th Annual General Meeting dated 8th August, 2024. The E-Voting period starts on Wednesday, the 18th day of September, 2024 at 09:00 A.M. and ends on Friday, the 20th day of September, 2024 at 5:00 PM. The e-voting module shall be disabled by NSDL for voting thereafter.

VENUE OF THE MEETING

at Conference Hall, Mayfair Lake Resort, Jhaanjh Lake, Sector 24, Atal Nagar-Naya Raipur, Tuta, Raipur, Chhattisgarh 492101.





GODAWARI POWER & ISPAT

An ISO 9001:2008, ISO 14001:2004 & OHSAS 18001:2007 Certified Company

GODAWARI POWER AND ISPAT LIMITED

CIN: L27106CT1999PLCO13756

Registered Office & Works:

Plot No. 428/2, Phase I, Industrial Area, Siltara - 493 111,

Dist. Raipur, Chhattisgarh, India

P: +91 - 0771 - 4082333

Corporate Office:

First Floor, Hira Arcade, Near New Bus Stand, Pandri,

Raipur - 492 004, Chhattisgarh, India

P: +91 - 0771 - 4082000

www.godawaripowerispat.com