



# HIRA

## GODAWARI POWER & ISPAT



REF: GPIL/NSE & BSE/2026/6372

Date: 30.06.2026

The Listing Department,  
**National Stock Exchange of India Limited**  
Exchange Plaza, C/1, Block G,  
Bandra Kurla Complex, Bandra (East),  
Mumbai-400051  
**Scrip Code: GPIL**

The Corporate Relation Department,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001  
**Scrip Code: BSE: 532734**

Dear Sir/Madam,

**Sub: Submission of Minutes of the Extra-Ordinary General Meeting (EGM) held on 27<sup>th</sup> June 2026.**

Please find attached herewith the certified true copy of Minutes of the Extra-Ordinary General Meeting of the shareholders of Godawari Power and Ispat Limited held on 27<sup>th</sup> June, 2026, through video conferencing (VC)/other audio-visual means (OAVM).

Please take the same on records.

Thanking you,  
Yours faithfully,

**For, Godawari Power and Ispat Limited**

**Y.C. Rao**  
**Company Secretary**



Encl: As above

### Godawari Power & Ispat Limited

An ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, 50001:2018 & 27001:2022 certified company  
CIN L24100CT1999PLC013756

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

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

**Corporate Address:** Hira Arcade, Near Old Bus Stand, Pandri, Raipur - 492004, Chhattisgarh, India

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

[www.godawaripowerispat.com](http://www.godawaripowerispat.com), [www.hiragroup.com](http://www.hiragroup.com)

## MINUTES

Type of Meeting	01 <sup>st</sup> Extra-Ordinary General Meeting (EGM) during the Financial Year 2026-27
Name of the Company	Godawari Power & Ispat Limited
Day & Date of Meeting	Saturday, the 27 <sup>th</sup> June, 2026
Deemed Venue of Meeting	Corporate Office of the Company at 2 <sup>nd</sup> Floor, Hira Arcade, Pandri, Raipur (C.G.)- 492004
Mode of Meeting	Video Conferencing and Other Audio-Visual Means
Time of Commencement	11:30 AM (IST)
Time of Conclusion	12:13 PM (IST)

### JOINED THROUGH VIDEO CONFERENCING:

1.	Mr. Bajrang Lal Agrawal	Chairman cum Managing Director, Member, Representative of Bajrang Lal Agrawal HUF and as a Trustee of GPIL Beneficiary Trust
2.	Mr. Dinesh Kumar Gandhi	Whole time Director and Member
3.	Mr. Hukum Chand Daga	Independent Director and Member
4.	Mrs. Roma Ashok Balwani	Independent Director
5.	Mrs. Neha Sunil Huddar	Independent Director
6.	Mr. Raj Kamal Bindal	Independent Director
7.	Mr. Vinod Pillai	Non-Executive Director
8.	Mr. Sanjay Bothra	Chief Financial Officer and Member
9.	Mr. Y.C. Rao	Company Secretary and Member
10.	CS. Brajesh R. Agrawal	Scrutinizer

**CERTIFIED TRUE COPY**

For Godawari Power and Ispat Limited

  
Company Secretary



**IN ATTENDANCE:**

And 41 other members were present out of which 03 member were present through their authorized representatives who belongs to promoter group in the meeting through Video Conferencing/Other Audio-Visual Means (OAVM) in compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA circulars, the EGM of the Company was held through VC / OAVM. Hence, Members have joined the EGM through VC/OAVM.

CS Y.C. Rao, Company Secretary, welcomed all the Members, Chairman cum Managing Director, all the Directors, Scrutinizer and other Members present at the Meeting.

1. **NOTICE:** CS Y.C. Rao, Company Secretary informed the members that the notice of EGM has been sent by e-mail to all the shareholders whose e-mail addresses are registered with the company or depository participants. Company Secretary further informed that the Notice has also been uploaded in the company's website as well as in the websites of National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and National Securities Depository Limited (NSDL). With the consent of all the members present in the meeting, the Notice convening the Extra Ordinary General Meeting as circulated to the members of the company was taken as read.
2. **QUORUM:** The Company Secretary informed the Members that a minimum of 30 members should personally present to constitute a valid quorum and since more than 30 members were personally present in the Extra Ordinary General Meeting (EGM), he announced on behalf of the Chairman that the meeting was called to order.
3. **PROXIES:** The Company Secretary informed that since the EGM was conducted through Audio Visual Means, the requirement for appointment of proxy and its related compliances were not applicable.

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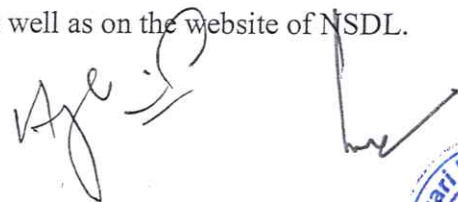
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4. **VOTING PROCESS:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 January 13, 2021, May 05, 2022 and December 28, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.

The Company Secretary explained the members about the voting process. He informed the Members that pursuant to Section 108 of the Companies Act, 2013, the Company has provided remote e-voting facility for the Shareholders of the Company to enable them to cast their votes electronically between 24.06.2026 (9:00 AM) and 26.06.2026 (5:00 PM) on the resolution mentioned in the notice convening the EGM and CS Brajesh R. Agrawal, Practicing Company Secretary was appointed as the Scrutinizer for the E-voting Process.

The Company Secretary further mentioned that for the benefit of Shareholders, who could not exercise remote e-voting and were present at the Extra Ordinary General Meeting through Audio Visual means, arrangements for e-voting at the EGM have also been made to enable them to cast their vote. However, the shareholders who had already cast their vote by remote e-voting were not allowed to vote by way of e-voting at the meeting. The Company Secretary further mentioned that the scrutinizer appointed by the Board to conduct voting in a fair and transparent manner will submit his report after the voting is completed. He further informed that the combined result, based on scrutinizer report for remote e-voting and e-voting at the meeting, on the resolution at the Extra Ordinary General Meeting shall be submitted to the stock exchanges (i.e. NSE & BSE) and shall also be displayed on the Company's website [www.godawaripowerispat.com](http://www.godawaripowerispat.com) as well as on the website of NSDL.



He further informed that after the question answer session is over, the e-voting platform shall remain open for next 15 minutes for allowing those shareholders of the company who could not vote in remote e-voting period for exercising their votes.

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

1. Approval for granting of loan up to Rs. 150.00 crores to Godawari Education and Research Foundation (GERF), Subsidiary of the company under Section 185 of the Companies Act, 2013;
  2. Revision in remuneration payable to Mr. Dinesh Agrawal (DIN: 00479936) Whole- Time Director;
  3. Revision in remuneration payable to Mr. Siddharth Agrawal (DIN:02180571) Whole-Time Director;
  4. Revision in remuneration payable to Mr. Abhishek Agrawal (DIN:02434507) Whole-Time Director.
6. The Company Secretary then requested the Chairman cum Managing Director of the Company to conduct the proceedings of the meeting.
7. Mr. Bajrang Lal Agrawal, Chairman cum Managing Director, chaired the Meeting and conducted proceedings at the meeting. The requisite quorum being present, the Chairman called the Meeting to order. The Chairman then addressed the members and briefed about the company's performance and future growth plans, the involvement and performance of all the three Directors whose remuneration was proposed to be revised.
8. Thereafter, since he is interested in Agenda Item numbers 03 and 04, requested Mr. Vinod Pillai, Director, to take the Chair and conduct the proceedings for the said items. Accordingly, Mr. Vinod Pillai chaired the Meeting for Agenda Item numbers 03 and 04 and conducted proceedings at the meeting.

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AGRAWAL

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9. He then advised the Company Secretary to take the queries, if any, from the members on the above agenda.

10. **SHAREHOLDERS QUERIES:** It was informed by the Company Secretary that Five shareholders had registered as speakers for the meeting. Out of these, three speaker shareholders were present. All the speaker shareholders present in the meeting were given the opportunity to raise their queries or suggestion, if any. The queries raised have been suitably answered by the Company Secretary and CMD. Some of the Speakers appreciated the performance of the Company and conveyed their gratitude for the support and prompt actions extended by the Company from time to time.

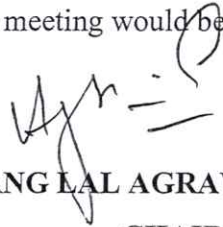
11. **RESOLUTION PROPOSED AND EXPLANATORY STATEMENT:**

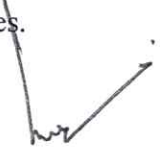
The Resolution's proposed to be passed in this Extra Ordinary General Meeting is given below as **Annexure-01**. Explanatory Statements in respect of the Special Business is given below as **Annexure-02** both of which shall form an integral part of these minutes.

**VOTE OF THANKS**

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

  
CS.

  
BAJRANG LAL AGRAWAL  
CHAIRMAN

  
VINOD PILLAI  
CO-CHAIRMAN

Date: 30.06.2026





ANNEXURE-01

Following Agenda and the Resolutions as mentioned in the Notice of the EGM were put for e-voting:

ITEM NO. 1: APPROVAL TO ADVANCE LOAN(S), TO GIVE ANY GUARANTEE(S) AND/OR TO PROVIDE ANY SECURITY(IES) UNDER SECTION 185 OF THE COMPANIES ACT, 2013 TO GODAWARI EDUCATION AND RESEARCH FOUNDATION, A SUBSIDIARY OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), provisions of all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time and such other approvals, if any, as may be required in this behalf, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by Godawari Education and Research Foundation, A Subsidiary Company up to a maximum amount of Rs.150 Crores upon such other terms and conditions as may be mutually agreed upon **in one or more tranches** with a condition that such loans are to be utilized by the said borrowing company only for its principal business activities.”

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**ITEM NO. 2: REVISION IN REMUNERATION OF MR. DINESH AGRAWAL (DIN: 00479936) WHOLE- TIME DIRECTOR:**

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee (‘the Committee’) and the Board, and pursuant to the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any Statutory modification, amendments or re-enactments thereof for the time being in force) and such other approvals, permissions and sanctions consent of the members of the company be and is hereby accorded to the to the Board of Directors of the Company (‘Board’, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for payment of the revised remuneration with effect from July 01, 2026 to Mr. Dinesh Agrawal (DIN: 00479936), Whole-Time Director of the Company as detailed in the statement forming part of this notice with liberty to the Board of Directors to vary and alter the terms and conditions of the said appointment and/or remuneration as it may deem fit, within the limits specified in Schedule V and other applicable provisions, if any, of the Act as amended from time to time.”

**ITEM NO. 3: REVISION IN REMUNERATION OF MR. SIDDHARTH AGRAWAL (DIN: 02180571) WHOLE- TIME DIRECTOR:**

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee (‘the Committee’) and the Board, and pursuant to the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any Statutory modification, amendments or re-enactments thereof for the time being in force) and such other approvals, permissions and sanctions consent of the members of the company be and is hereby accorded to the to the Board of Directors of the Company (‘Board’, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any Director(s) or Officer(s) authorised by the

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Board to exercise the powers conferred on the Board under this resolution) for payment of the revised remuneration with effect from July 01, 2026 to Mr. Siddharth Agrawal (DIN: 02180571), Whole-Time Director of the Company as detailed in the statement forming part of this notice with liberty to the Board of Directors to vary and alter the terms and conditions of the said appointment and/or remuneration as it may deem fit, within the limits specified in Schedule V and other applicable provisions, if any, of the Act as amended from time to time.”

**ITEM NO. 4: REVISION IN REMUNERATION OF MR. ABHISHEK AGRAWAL (DIN: 02434507) WHOLE- TIME DIRECTOR:**

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee (‘the Committee’) and the Board, and pursuant to the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any Statutory modification, amendments or re-enactments thereof for the time being in force) and such other approvals, permissions and sanctions consent of the members of the company be and is hereby accorded to the to the Board of Directors of the Company (“Board”, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for payment of the revised remuneration with effect from July 01, 2026 to Mr. Abhishek Agrawal (DIN: 02434507), Whole-Time Director of the Company as detailed in the statement forming part of this notice with liberty to the Board of Directors to vary and alter the terms and conditions of the said appointment and/or remuneration as it may deem fit, within the limits specified in Schedule V and other applicable provisions, if any, of the Act as amended from time to time.”

  
CS.

**BAJRANG LAL AGRAWAL**  
**CHAIRMAN**



**VINOD PILLAI**  
**CO-CHAIRMAN**

Date: 30.06.2026



**ANNEXURE-02**

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

**ITEM NO.1:**

Godawari Education and Research Foundation (GERF) a subsidiary of the company, is setting up a Residential School in Raipur. The Board of Directors, at its meeting held on May 19, 2026, approved the proposal to give an unsecured loan upto Rs.150 Crores to GERF upon such terms and conditions as may be mutually agreed upon, in one or more tranches, subject to the condition that the said loan shall be utilized by the borrowing company only for its principal business activities.

Mr. Siddharth Agrawal, Director of the Company, who is also director on the board of GERF and relatives of Mr. Siddharth Agrawal, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said resolution.

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

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Special Resolution set out at Item No. 1 whether the entity is a related party to the particular transaction or not.

The Board of Directors commends the Special Resolution set out at Item No. 1 of this Notice for approval by the members.

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*Signature*

*Signature*



**ITEM NO.2:**

Mr. Dinesh Agrawal, was appointed as Whole-time- Director of the company w.e.f. August 11, 2022 for a period of 5 (five) years and the Nomination and Remuneration Committee ('the Committee') in its meeting held on May 19, 2026 had reviewed and recommended the revision in remuneration payable to Mr. Dinesh Agrawal, Whole-time Director of the Company based on significant contribution to the overall growth of the Company, future growth prospects and performance of the company.

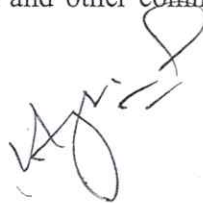
The Board of Directors in its meeting held on May 19, 2026, upon recommendation of the Committee and subject to approval of shareholders of the Company reviewed the existing limits of remuneration in respect of Mr. Dinesh Agrawal, Whole Time Director of the Company which may not be sufficient enough to pay the increased remuneration for his existing term of appointment as Whole Time Director. Therefore, the Board has approved the revised remuneration payable to him with effect from July 01, 2026 to August 10, 2027 i.e. remaining period of his existing tenure. The resolution seeks approval of the shareholders pursuant to Section 197 and other applicable provisions read with Schedule V of the Companies Act, 2013 for payment of increased remuneration by way of Ordinary Resolution:

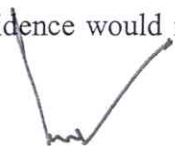
**Salary:** In the scale of Rs. 4.80 Crores to Rs.8.40 Crores per annum with effect from July 01, 2026.

**Perquisites:** The Whole-time Director shall also be entitled to perquisites which would include furnishings, medical reimbursement and leave travel concession for self and family, club fees, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities in accordance with the Rules of the Company. The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

**Others:** Provision of telephone and other communication facilities at residence would not be considered as perquisites.

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

**Minimum Remuneration:** Where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration by way of salary, incentives, bonus, perquisites and other allowance as a minimum remuneration subject to the limits specified under Section II & III of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may prescribed by the Central Government from time to time as minimum remuneration.

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

**I. General Information:**

- (i) Nature of Industry: The Company is engaged in the business of manufacture of iron ore pellets, sponge iron, steel billets, Wire Rods, HB Wires and generation of power and iron ore mining.
- (ii) Date or expected date of commencement of commercial production: The Company was incorporated on 21<sup>st</sup> September, 1999 and started commercial operations in the year 17<sup>th</sup> April, 2001.
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

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- (iv) Financial performance based on given indicators – as per audited financial results for the year ended 31<sup>st</sup> March, 2026:

Particulars	Rs. in crores
Gross Turnover & Other Income	4905.45
Net profit as per Statement of Profit & Loss (After Tax)	919.43
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	1160.05
Net Worth	5676.81

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

## II. Information about the appointee:

### A. Mr. Dinesh Agrawal, Whole-time Director

- (i) Background details: Refer profile Section in SS-2 Annexure  
(ii) Past remuneration during the financial year ended 31<sup>st</sup> March, 2026: Rs.3.45Crores  
(iii) Recognition or awards: None  
(iv) Job Profile and his suitability:

He has been associated with the company since inception in various capacities and plays a pivotal role in managing rolling capacities and advancing transmission line towers and poles, railway OHE structures, and solar structures, contributing to GPIL's operational excellence and sustainable growth journey.

- (v) Remuneration proposed: As per details given in Explanatory Statement  
(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile of Mr. Dinesh Agrawal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.



- (vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any: Besides the remuneration proposed to be paid to him, he does not have any other pecuniary relationship with the Company other than as a Promoter shareholder of the company.

### III. Other Information:

- i. Reasons of loss or inadequate profits: Not applicable, as the Company has posted a net profit after tax of Rs.919.43 crores during the year ended 31<sup>st</sup> March, 2026.
- ii. Steps taken or proposed to be taken for improvement: Not applicable
- iii. Expected increase in productivity and profits in measurable terms: Not applicable

### IV. Disclosures:

The information and Disclosures of the remuneration package of all Directors will be mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Details of Remuneration of Directors for the Financial Year Ended 31<sup>st</sup> March, 2026. Mr. Dinesh Agrawal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act. He is not disqualified as Director in terms of section 164 of the Act. Mr. Dinesh Agrawal is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority.

Details for variation of terms of remuneration of Director as specified in SS-2 is provided in Annexure to the notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Dinesh Agrawal himself and his relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.2.

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Members may also note that interested Director and his relative being shareholder, if any of the Company shall not vote to approve the Ordinary Resolution set out at Item No. 2.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members.

**ITEM NO.3:**

Mr. Siddharth Agrawal, was appointed as Whole-time- Director of the company w.e.f. April 01, 2022 for a period of 5 (five) years and the Nomination and Remuneration Committee ('the Committee') in its meeting held on May 19, 2026 had reviewed and recommended the revision in remuneration payable to Mr. Siddharth Agrawal, Whole-time Director of the Company based on significant contribution to the overall growth of the Company, future growth prospects and performance of the company.

The Board of Directors in its meeting held on May 19, 2026, upon recommendation of the Committee and subject to approval of shareholders of the Company reviewed the existing limits of remuneration in respect of Mr. Siddharth Agrawal, Whole Time Director of the Company may not be sufficient enough to pay the increased remuneration for his existing term of appointment as Whole Time Director. Therefore, the Board has approved the revised remuneration payable to him with effect from July 01, 2026 to March 31, 2027 i.e. remaining period of his existing tenure. The resolution seeks approval of the shareholders pursuant to Section 197 and other applicable provisions read with Schedule V of the Companies Act, 2013 for payment of increased remuneration by way of Ordinary Resolution:

**Salary:** In the scale of Rs. 4.80 Crores to Rs.8.40 Crores per annum with effect from July 01, 2026.

**Perquisites:** The Whole-time Director shall also be entitled to perquisites which would include furnishings, medical reimbursement and leave travel concession for self and family, club fees, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities in accordance with the Rules of the Company. The value of the perquisites would be

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evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

**Others:** Provision of telephone and other communication facilities at residence would not be considered as perquisites.

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

**Minimum Remuneration:** Where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration by way of salary, incentives, bonus, perquisites and other allowance as a minimum remuneration subject to the limits specified under Section II & III of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for

the time being in force) or such other limits as may prescribed by the Central Government from time to time as minimum remuneration.

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

**I. General Information:**

- (i) Nature of Industry: The Company is engaged in the business of manufacture of iron ore pellets, sponge iron, steel billets, Wire Rods, HB Wires and generation of power and iron ore mining.

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- (ii) Date or expected date of commencement of commercial production: The Company was incorporated on 21<sup>st</sup> September, 1999 and started commercial operations in the year 17<sup>th</sup> April, 2001.
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- (iv) Financial performance based on given indicators – as per audited financial results for the year ended 31<sup>st</sup> March, 2026:

Particulars	Rs. in crores
Gross Turnover & Other Income	4905.45
Net profit as per Statement of Profit & Loss (After Tax)	919.43
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	1160.05
Net Worth	5676.81

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

## II. Information about the appointee:

### B. Mr. Siddharth Agrawal, Whole-time Director

- (i) Background details: Refer profile Section in SS-2 Annexure
- (ii) Past remuneration during the financial year ended 31st March, 2026: Rs.3.45 Crores
- (iii) Recognition or awards: None
- (iv) Job Profile and his suitability: He looks after the establishment and operation of solar capacities within the Group and strengthening GPIL's renewable energy footprint, translating clean energy ambition into measurable capacity and consistent performance. He is also closely monitoring setting up of Residential School Project through Subsidiary Company and other CSR activities.



- (v) Remuneration proposed: As per details given in Explanatory Statement
- (vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile of Mr. Siddharth Agrawal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
- (vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any: Besides the remuneration proposed to be paid to him, the Whole-time Director does not have any other pecuniary relationship with the Company other than as a Promoter shareholder of the company. He is also relative of Mr. Bajrang Lal Agrawal, Chairman cum Managing Director and Mr. Abhishek Agrawal, Whole-time Director of the Company.

### III. Other Information:

- i. Reasons of loss or inadequate profits: Not applicable, as the Company has posted a net profit after tax of Rs.919.43 crores during the year ended 31<sup>st</sup> March, 2026.
- ii. Steps taken or proposed to be taken for improvement: Not applicable
- iii. Expected increase in productivity and profits in measurable terms: Not applicable

### IV. Disclosures:

The information and Disclosures of the remuneration package of all Directors will be mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Details of Remuneration of Directors for the Financial Year Ended 31<sup>st</sup> March, 2026. Mr. Siddharth Agrawal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act. He is not disqualified as Director in terms of section 164 of the Act. Mr. Siddharth Agrawal is not debarred from holding the office of Director

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pursuant to any Order issued by the Securities and Exchange Board of India (“SEBI”) or any other authority.

Details for variation of terms of remuneration of Director as specified in SS-2 is provided in Annexure to the notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Siddharth Agrawal himself and his relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

Members may also note that interested Directors and his relative being shareholder, if any of the Company shall not vote to approve the Ordinary Resolution set out at Item No. 3.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

**ITEM NO.4:**

Mr. Abhishek Agrawal, was appointed as Whole-time- Director of the company w.e.f. November 09, 2021 for a period of 5 (five) years and the Nomination and Remuneration Committee (‘the Committee’) in its meeting held on May 19, 2026 had reviewed and recommended the revision in remuneration payable to Mr. Abhishek Agrawal, Whole-time Director of the Company based on significant contribution to the overall growth of the Company, future growth prospects and performance of the company.

The Board of Directors in its meeting held on May 19, 2026, upon recommendation of the Committee and subject to approval of shareholders of the Company reviewed the existing limits of remuneration in respect of Mr. Abhishek Agrawal, Whole Time Director of the Company may not be sufficient enough to pay the increased remuneration for his existing term of appointment as Whole Time Director. Therefore, the Board has approved the revised remuneration payable to him with effect from July 01, 2026 to November 08, 2026 i.e.

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remaining period of his existing tenure. The resolution seeks approval of the shareholders, pursuant to Section 197 and other applicable provisions read with Schedule V of the Companies Act, 2013 for payment of increased remuneration by way of Ordinary Resolution:

**Salary:** In the scale of Rs. 4.80 Crores to Rs.8.40 Crores per annum with effect from July 01, 2026

**Perquisites:** The Whole-time Director shall also be entitled to perquisites which would include furnishings, medical reimbursement and leave travel concession for self and family, club fees, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities in accordance with the Rules of the Company. The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

**Others:** Provision of telephone and other communication facilities at residence would not be considered as perquisites.

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

**Minimum Remuneration:** Where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration by way of salary, incentives, bonus, perquisites and other allowance as a minimum remuneration subject to the limits specified under Section II & III of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may prescribed by the Central Government from time to time as minimum remuneration.

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

**I. General Information:**

- (i) Nature of Industry: The Company is engaged in the business of manufacture of iron ore pellets, sponge iron, steel billets, Wire Rods, HB Wires and generation of power and iron ore mining.
- (ii) Date or expected date of commencement of commercial production: The Company was incorporated on 21<sup>st</sup> September, 1999 and started commercial operations in the year 17<sup>th</sup> April, 2001.
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- (iv) Financial performance based on given indicators – as per audited financial results for the year ended 31<sup>st</sup> March, 2026:

Particulars	Rs. in crores
Gross Turnover & Other Income	4905.45
Net profit as per Statement of Profit & Loss (After Tax)	919.43
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	1160.05
Net Worth	5676.81

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

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*[Handwritten Signature]*

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## II. Information about the appointee:

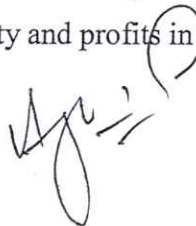
### C. Mr. Abhishek Agrawal, Whole-time Director

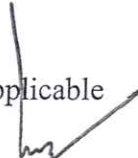
- (i) Background details: Refer profile Section in SS-2 Annexure
- (ii) Past remuneration during the financial year ended 31<sup>st</sup> March, 2026: Rs.3.45 Crores
- (iii) Recognition or awards: None
- (iv) Job Profile and his suitability: He oversees the entire Siltara Integrated Steel capacity, ensuring efficiency, scale, and operational excellence across one of GPIL's key manufacturing hubs. He is also closely monitoring implementation of CRM Project, New Integrated Steel Plant and Battery Energy Storage System (BESS) Project.
- (v) Remuneration proposed: As per details given in Explanatory Statement
- (vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile of Mr. Abhishek Agrawal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
- (vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any: Besides the remuneration proposed to be paid to him, the Whole-time Director does not have any other pecuniary relationship with the Company other than as a Promoter shareholder of the company. He is also relative of Mr. Bajrang Lal Agrawal, Chairman cum Managing Director and Mr. Siddharth Agrawal, Whole-time Director of the Company.

### III. Other Information:

- (i) Reasons of loss or inadequate profits: Not applicable, as the Company has posted a net profit after tax of Rs.919.43 crores during the year ended 31st March, 2026.
- (ii) Steps taken or proposed to be taken for improvement: Not applicable
- (iii) Expected increase in productivity and profits in measurable terms: Not applicable

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#### **IV. Disclosures:**

The information and Disclosures of the remuneration package of all Directors will be mentioned in the Annual Report in the Corporate Governance Report Section under the Heading “Details of Remuneration of Directors for the Financial Year Ended 31st March, 2026. Mr. Abhishek Agrawal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act. He is not disqualified as Director in terms of section 164 of the Act. Mr. Abhishek Agrawal is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (“SEBI”) or any other authority.

Details for variation of terms of remuneration of Director as specified in SS-2 is provided in Annexure to the notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Abhishek Agrawal himself and his relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Members may also note that interested Directors and his relatives being shareholder, if any of the Company shall not vote to approve the Ordinary Resolution set out at Item No. 4.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

#### **REPORT OF THE SCRUTINIZER:**

After unblocking the votes cast through remote e-voting in presence of two witnesses, CS Brajesh R. Agrawal had scrutinized the votes cast through Remote E-voting and E-Voting during the EGM. The consolidated Scrutinizer’s Report was submitted by CS Brajesh R. Agrawal to the Company Secretary on 27.06.2026 and **as per the said report all the resolutions proposed**



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

  
C.S.

  
**BAJRANG LAL AGRAWAL**  
CHAIRMAN

  
**VINOD PILLAI**  
CO-CHAIRMAN

Date: 30.06.2026

The Minutes were recorded on 30.06.2026

  
**COMPANY SECRETARY**





To  
The Chairman  
M/s. Godawari Power and Ispat Limited  
Plot No. 428/2, Phase-I, Industrial Area  
Siltara, Raipur (C.G.)-492001

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

**Day & Date of Meeting:** Saturday 27<sup>th</sup> of June, 2026

**Time of Meeting** 11.30 AM

**Deemed Venue of the EoGM:** 2<sup>nd</sup> Floor, Hira Arcade, Pandri, Raipur, Chhattisgarh 492004.

**Subject:** Consolidated Scrutinizer's Report on remote E-voting conducted prior to the Extra Ordinary General Meeting and E-voting during the EoGM held on Saturday 27<sup>th</sup> of June, 2026

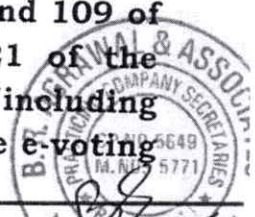
**Reference:** Pursuant to the provisions of section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rule, 2014 as amended by the Companies (Management & Administration) Amendment Rule, 2015 and Regulation 44 of the Securities and Exchange Board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



Dear Sir,

I, Brajesh R. Agrawal Proprietor of M/s. B. R. Agrawal & Associates, Practicing Company Secretary, Raipur was appointed as the scrutinizer by the Board of Directors in their Board Meeting held on 19<sup>th</sup> May 2026 for remote e-voting and voting during the Extra-Ordinary General Meeting of the Company.

Pursuant to my appointment and the provisions of section 108 and 109 of the Companies Act, 2013 (the Act) read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (including amendments) (the Rules), I have completed scrutiny of the remote e-voting



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

1. As confirmed by the Company, the notice of EoGM was sent to those members whose email addresses were registered with the Company/Depositories participants as on 22/05/2026. The emails were sent in compliance with the MCA Circular issued by Ministry of Corporate Affairs.
2. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the shareholders of the Company before the EoGM.
3. The Company had also provided e-voting facility of NSDL to the shareholders present at the EoGM through VC/OAVM, who had not casted their votes earlier.
4. The voting period for remote e-voting had commenced on Wednesday 24<sup>th</sup> June, 2026 at 9.00AM (IST) and concluded on Friday 26<sup>th</sup> of June, 2026 at 5.00 PM (IST) and the NSDL e-voting platform was disabled thereafter.
5. The shareholders of the Company holding shares as on the "Cut-off date" i.e. 20<sup>th</sup> June 2026 were entitled to vote on the resolutions forming the part of the notice of EoGM.
6. After the closure of e-voting at the EoGM the report on e-voting done during the EoGM and vote casted under remote e-voting facility prior to the EoGM was unblocked and counted diligently. Since the meeting was conducted through VC/OAVM, there was no physical presence of the shareholders to vote physically in the meeting accordingly, no ballot box was kept.
7. The NSDL provided me access to the records in pursuance of rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014 so as to ensure the members who have availed the facility of remote e-voting have not again voted in the Extra-Ordinary General Meeting.
8. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to remote e-voting prior to and during the EoGM on the resolutions forming the part of the Notice of EoGM.
9. I would like to mention that the voting of members had been counted in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. 20<sup>th</sup> June, 2026 and as per the Register of Members of the Company.



10. My responsibility as the Scrutinizer for the e-voting is restricted to making a Scrutinizers Report of the vote casted in favor or against the resolutions.

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

**SPECIAL BUSINESS**

**Resolution 01- Special Resolution.**

**Approval to advance loan(s), to give any guarantee(s) and/or to provide any security(ies) under section 185 of the Companies Act, 2013.**

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

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during EoGM	262	307810486	89.623
<b>Total</b>	<b>262</b>	<b>307810486</b>	<b>89.623</b>

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

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during EoGM	115	35640249	10.377
<b>Total</b>	<b>115</b>	<b>35640249</b>	<b>10.377</b>

(iii) Invalid votes:

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



**Resolution 02- Ordinary Resolution.**

**To revision in remuneration of Mr. Dinesh Agrawal (DIN: 00479936) whole- time Director of the Company.**

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

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during EoGM	358	401536524	99.997
<b>Total</b>	<b>358</b>	<b>401536524</b>	<b>99.997</b>

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

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during EoGM	12	11246	0.003
<b>Total</b>	<b>12</b>	<b>11246</b>	<b>0.003</b>

(iii) Invalid votes:

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

**Resolution 03- Ordinary Resolution.**

**To revision in remuneration of Mr. Siddharth Agrawal (DIN: 02180571) Whole- time Director of the Company.**

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

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during EoGM	332	342438572	99.706
<b>Total</b>	<b>332</b>	<b>342438572</b>	<b>99.706</b>



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

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during EoGM	35	1009883	0.294
<b>Total</b>	<b>35</b>	<b>1009883</b>	<b>0.294</b>

(iii) Invalid votes:

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

**Resolution 04– Ordinary Resolution.**

To revision in remuneration of Mr. Abhishek Agrawal (DIN: 02434507) Whole- time Director of the Company.

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

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during EoGM	356	343437921	99.997
<b>Total</b>	<b>356</b>	<b>343437921</b>	<b>99.997</b>

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

Type of Voting	Number of Members Voted	No. of Votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting during EoGM	12	11064	0.003
<b>Total</b>	<b>12</b>	<b>11064</b>	<b>0.003</b>



(iii) Invalid votes:

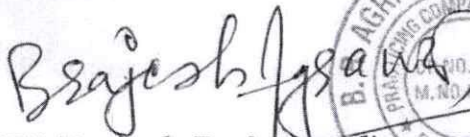
Type of Voting	Number of Members Voted	No. of Votes cast by them
Remote e-voting and E-voting during EoGM	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

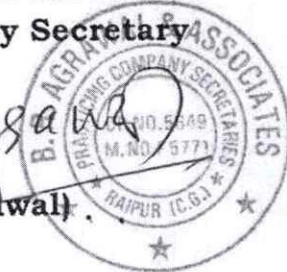
1. I am pleased to inform you that the Resolutions specified in the notice dated 27/05/2026, have been duly passed with requisite majority.
2. Accordingly, you are requested to take on record the result of the remote e-voting and e-voting during the EoGM as described above and declare the results.
3. I have kept the register of assent or dissent in electronic for recording votes under remote e-voting and e-voting during the EoGM. The same shall be handed over to Mr. Yarra Chandra Rao, Company Secretary of the Company for the purpose of safe keeping in compliance with the provisions of the Companies Act, 2013 and rules made there under.

Thanking you.


Yours faithfully,


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

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



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

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



Date: 27/06/2026

Place: Raipur

UDIN: F005771H000698419

P.R. No. 4710/2023

Date: 27/06/2026

Place: Raipur

