

To,

Date: August 06,2020

The Manager
Listing Compliance Department
National Stock Exchange of India Ltd
Exchange Plaza,Plot no. C/1, G Block
Bandra Kurla Complex,Bandra(E)
Mumbai-400051
Maharashtra, India

NSE SYMBOL: GODHA

Sub: Filing of the Notice of 4th Annual General Meeting to be held on August 31,2020.

Dear Sir/Ma'am,

We are pleased to submit a Copy of the Notice of the 4th Annual General Meeting of the Company to be held on Monday, 31, August 2020 at 2:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,

Yours Faithfully



For Godha Cabcon & Insulation Ltd.

Company Secretary

Shivani Gupta
Company Secretary & Compliance Officer
Enc: As Above

NOTICE

Notice is hereby given that the 04th Annual General Meeting of the Members of **GODHA CABCON & INSULATION LTD** will be held on Monday, August 31, 2020 at 2:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2020 including the Balance Sheet as at March 31, 2020 the Statement of Profit and Loss Accounts and Cash flow statement for the year ended on that date along with reports of the Board of Director's and the Auditors thereon.

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint Dipesh Godha (DIN07529876), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

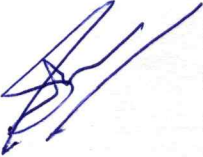
"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dipesh Godha (DIN 07529876), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To approve for Migration from NSE SME Platform to main Board of NSE Limited**

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

"RESOLVED THAT pursuant to Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions of the Companies Act 2013 and the rules framed there under (including any statutory modification or re-enactment thereof) the consent of the members of the Company be and is hereby accorded to migrate the Company currently listing from SME Platform of NSE Limited to the Main Board of BSE Limited."

 **RESOLVED FURTHER THAT** the Directors of the Company be and are hereby authorized jointly and severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, to

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

Registered office:
36-D, Sector B, Industrial Area
Sanwer Road, Indore (M.P.)

By order of the Board
For Godha Cabcon & Insulation Ltd

Godha Cabcon & Insulation Ltd

Company Secretary



Shivani Gupta
Company Secretary

Place: Indore
Date: July 31,2020

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No.3 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on July 25, 2020 considered that the special business under Item Nos. 3, being considered unavoidable, be transacted at the 4th AGM of the Company
2. **General instructions for accessing and participating in the 4th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.**
 - a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 4th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 4th AGM shall be the Registered Office of the Company.
 - b. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 4th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 4th AGM through VC/OAVM Facility and e-Voting during the 4th AGM.
 - c. In line with the MCA Circulars and SEBI Circular, the Notice of the 4th AGM will be available on the website of the Company at www.godhacabcon.com, on the website of NSE Limited at www.nseindia.com and also on the website of Kfin Technologies Limited .
 - d. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
 - e. Kfin Technologies Private Limited will be providing facility for voting through remote e-Voting, for participation in the 4th AGM through VC/OAVM Facility and e-Voting during the 4th AGM .
 - f. Members may join the 4th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 1.45p.m. IST i.e. 15 minutes before the time scheduled to start the 4th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 4th AGM.
 - g. Members may note that the VC/OAVM Facility, provided by Kfin Technologies Limited, allows participation on a on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the

Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 4th AGM without any restriction on account of first-come-first-served principle.

- h. Attendance of the Members participating in the 4th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 4th AGM and facility for those Members participating in the 4th AGM to cast vote through e-Voting system during the 4th AGM.
- j. The process/instruction and other information relating to remote e-voting and attaining the AGM through Video Conference are as follows:

A) Instruction for remote E-VOTING Members are requested to follow the instructions below to cast their vote through e-voting:

1. Use the following URL for e-voting from Karvy website:
<http://evoting.karvy.com>.
2. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on cutoff date, i.e. August 26, 2020 may cast their vote electronically.
3. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. August 26, 2020, may obtain the User ID and password in the manner as mentioned in the Notice of AGM by sending SMS or email to KFin Technologies Private Limited at einward.ris@kfintech.com.
4. Enter the login credentials [i.e., user id and password as mentioned overleaf]. Your Folio No./DP ID Client ID will be your user ID.
5. After entering the details appropriately, click on LOGIN.
6. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc). The system will prompt you to change your password and update any contact details like mobile, email etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. You would be required to login again with the new credentials.
8. On successful login, the system will prompt you to select the EVENT i.e., Godha Cabcon & Insulation Limited.

9. On the voting page, enter the number of shares as on the cut-off date under "FOR/AGAINST" or alternatively you may enter partially any number in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed the total shareholding. You may also choose the option "ABSTAIN" and the shares will not be counted under either head.
10. Institutional Shareholders (i.e., members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution/authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through email at: cspatil.deepak12@gmail.com with a copy marked to evoting@karvy.com. You can also forward the documents at the Company's email ID: compliance.godhacabcon@gmail.com.
11. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
12. Cast your vote by selecting appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
13. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
14. In case of any queries, you may refer to the frequently asked questions (FAQs) for Members and evoting User Manual for Members available at the download section of <http://evoting.karvy.com> or contact KFin Technologies Private Limited. at Telephone No. 1-800-3454-001 (toll free) or send email to evoting@karvy.com.
15. The Scrutinizer, after scrutinising the votes cast electronically at the meeting and through remote evoting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.
16. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.granulesindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

b) Other Instructions:

- i) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- ii) **The E-voting shall commence at 9.00 a.m. (IST) on August 28, 2020 and ends at 5.00 p.m. (IST) on August 30, 2020.** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off i.e. date **August 26, 2020**, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently. Electronic voting shall not be available beyond the said date and time.
- iii) **The voting rights of the Members shall be in proportion to their share of the paid up equity shares capital of the Company as on the cut-off date i.e. Wednesday, 26th September, 2020 and as per the Register of Members of the Company.**

- iv) Deepak Patil & Co., Practicing Company Secretary (Certificate of Practice No. 11592) has been appointed as the Scrutinizer to scrutinize and ensure that the e-voting process is conducted in a fair and transparent manner.
- v) The scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses who are 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/Managing Director of the Company.
- i) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.Godhacabcon.com and on the website of the Company's Registrar & Share Transfer Agent Karvy <https://evoting.karvy.com> within 48 hours days of passing of the resolutions at the 4th Annual General Meeting of the Company being held on Monday, the August 31, 2020 and communicated to National Stock Exchange of India Limited (NSE) where the shares of the Company are listed.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCE:

1. Member will be provided with a facility to attend the AGM through video conferencing platform provided by M/s KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> under shareholders/members login by using the remote evoting credentials. The link for AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
4. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may log into <https://evoting.karvy.com/> post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, members questions will be answered only if the member continue to hold the shares as of cut-off date i.e., August 26, 2020.
7. Due to limitations of transmission and coordination during the Q&A session, the company may dispense with the speaker registration during the AGM conference.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

Item No. 3

Our Company is currently listed on with post issue face value capital of Rs.111040000/-Our Company was listed on emerge platform May 11, 2018.As per the requirement of the NSE circular dated March 10,2014, the Company compliance the requirement of Equity Share Capital of more than 10 Crore and continues listing of 2year on Emerge platform of NSE Limited for emigration purpose. The Board of the Director are of the view that the emigration to the main Board will act as catalyst in the growth and expansion of the Company and will help the shareholders of the Company to enjoy sufficient return from their investments. Hence the Board of the Director of the Company in their meeting held on July 25, 2020 decided to migrate to SME emerge platform to main Board of NSE Limited.

ANNEXURE TO NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting:

Mr. Dipesh Godha

Name of Director	Dipesh Godha
Date of Birth	08/08/1983
Date of appointment	04/10/2016
No. equity share held in the Company	7858460
Disclosure of relationships between directors inter se	Son, Husband
Qualification	B.com
List of outside Directorship held in public Company	-
Chairman/Member of the Committee of the Board of directors of the Company	
Brief Profile	Director and Promoter of the Company

Registered office:
36-D, Sector B, Industrial Area
Sanwer Road, Indore (M.P.)

Place: Indore
Date: July 31,2020

By order of the Board
For Godha Cabcon & Insulation Ltd


Shivani Gupta
Company Secretary