

## **GODHA CABCON & INSULATION LIMITED**

(CIN: L31909MP2016PLC041592)

Reg Office: 36- D, Sector -B, Industrial Area, Sanwer Road, Indore- 452006

E-mail: [info@godhacabcon.com](mailto:info@godhacabcon.com), website: [www.godhacabcon.com](http://www.godhacabcon.com)

**Notice** is hereby given that the 03<sup>rd</sup> Annual General Meeting of the Members of **GODHA CABCON & INSULATION LTD** (*Previously known as Godha Cabcon & Insulation Pvt. Ltd.*) will be held on Thursday 26<sup>th</sup> September, 2019 at 2:00 P.M. at the Registered office of the Company situated at **36-D, Sector B, Industrial Area, Sanwer Road, Indore (M.P.)- 452006** 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, 2019 including the Balance Sheet as at March 31, 2019, 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, 2019 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 Mrs. Madhu Godha (DIN-07607783), 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, Mrs. Madhu Godha (DIN-07607783), 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 loans, investments, guarantee or security under section 185 of Companies act, 2013:

**“RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made there under as amended from time to time, the consent of the Members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred as ‘the board’) to advance any loan including any loan to the company having name and style Madhu Cable and Conductor Private Limited, (in which any director/s of the company interested) up to an aggregate sum of Rs. 20 Crore (Rupees Twenty Crores) in their absolute discretion deem beneficial and in the interest of the

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Company, provided that such loans are utilized by the borrowing company for its principal business activities”.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest 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**

**Place: Indore**  
**Date: August 22, 2019**

**Shivani Gupta**  
**Company Secretary**

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### **NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy shall however be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The relevant details as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and by the Secretarial Standards issued by the Institute of Company Secretaries of India, New Delhi, of persons seeking appointment/re-appointment as Director is annexed to this Notice of AGM.
3. Members, Proxies and Authorised Representatives are requested to bring at the venue of the meeting, the Attendance Slip as enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
4. In case of joint holders attending the meeting, only the joint holder who is higher in the order of name will be entitled to vote at the meeting.
5. As per the provisions of Section 72 of the Companies Act, 2013 (the Act), the facility for making nomination is available for the Members 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. The said form can be downloaded from the Company's website [www.godhacabcon.com](http://www.godhacabcon.com) (under 'Investors' section). Members holding shares in physical form may submit the same to the Registrar & Transfer Agent (RTA) of the Company. Members holding shares in electronic form may submit the same to their respective Depository Participant.
6. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's RTA / their Depository Participants, in respect of shares held in physical/electronic mode respectively.
7. In compliance with the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, and Regulation 44 of the Listing Regulations, the Members, being eligible to vote, are provided with the facility to cast their vote electronically, through remote e-voting services from any place other than the venue of AGM, on all the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below. Resolution(s) passed by Members through

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remote e-voting is/are deemed to have been passed as if they have been passed at the Annual General Meeting.

8. The Items of Business given in the AGM Notice dated August 22, 2019 may be transacted through the remote e-voting facility which is provided to the Members of the Company whose names appear in the Register of Members/List of Beneficial owners as on the cut-off date i.e. Saturday, September 21, 2019 to exercise their right to vote at the 3rd Annual General Meeting of the Company by electronic means through remote e-voting platform provided by Karvy. Please note that the Members of the Company are requested to voluntarily opt the remote e-voting facility to vote on the resolution specified in the Notice of AGM, in case they are not able to attend the meeting.
9. Any person, who acquires the share(s) of the Company and becomes a Member of the Company after the dispatch of this Notice of AGM and holds the shares as on the cut-off date, can also cast their vote through remote e-voting facility.
10. The process/instruction and other information relating to remote e-voting are as follows:

**a) The instructions for e-Voting are as under:**

- i) Launch internet browser by typing the following URL: <https://evoting.karvy.com>.
- ii) User ID and Password for e-voting is provided in the table appearing above document.
- iii) Enter the login credentials, i.e., user id and password mentioned in your email. Your Folio No/DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
- iv) After entering the details appropriately, Click on **“LOGIN”**.
- v) The Password Change Menu will appear on your screen. Where in you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with the least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.) The system will also prompt you to update your contact details like mobile number, email id, on first login. You may also enter a secret question and answer of your choice for retrieving your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- vi) Home page of e-voting opens. Click one-Voting: Active Voting Cycles.
- vii) Select the “EVENT” (e-Voting Event Number) of Godha Cabcon & Insulation Limited.

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viii) Now you are ready for e-Voting as Cast Vote page opens.

- ix) On the voting page, the number of shares (which represents the number of votes) as held by the member as on the Cut off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all shares and click “FOR”/ “AGAINST” as the case may be or partially in “FOR” and partially in “AGANIST”, but the total number in “FOR”/ “AGAINST” taken together should not exceed you total shareholding as on the cut-off date. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- x) Members holding multiple folio/demat accounts shall choose the voting process separately for each folio/demat account.
- xi) Once Cast you votes by selecting an 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 you vote subsequently. During the voting period, you can login multiple times till you have confirmation that you have voted on the resolution.
- xii) Corporate/Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. Together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [ravi@rscs.in](mailto:ravi@rscs.in). They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format “Corporate Name EVENT No”. with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).
- xiii) 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 Downloads section of <https://evoting.karvy.com>. Or call **Karvy’s toll free member 1800-3454-001 for any information or clarification regarding E-voting.**
- xiv) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- xv) If e-mail address of the members is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a new password.
- xvi) Members may send an e-mail request to e-voting [evoting@karvy.com](mailto:evoting@karvy.com). if the member is already registered with the Karvy e-voting platform then such member can use his/her existing User ID and password for casting the vote through remote e-voting.
- xvii) Any person who becomes a member of the Company after dispatch of Notice of the Meeting and holds the shares as on the cut-off date i.e. September 21, 2019 may write / send an E-mail request to E-voting [evoting@karvy.com](mailto:evoting@karvy.com) and obtain the user id and password.

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### **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 23<sup>rd</sup> September, 2019 and ends at 5.00 p.m. (IST) on 25<sup>th</sup> September, 2019.** 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 21<sup>st</sup> September, 2019**, 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. Saturday, 21<sup>st</sup> September, 2019 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.
- vi) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.Godhacabcon.com](http://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 3<sup>rd</sup> Annual General Meeting of the Company being held on Thursday, the 26<sup>th</sup> September, 2019 and communicated to National Stock Exchange of India Limited (NSE) where the shares of the Company are listed.
- vii) The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of e-Voting results and voting held at the Annual General Meeting.

### **11. General Instructions for the Members to cast their vote:**

- (i) Members can also download the Notice of the Meeting from the Company's website viz., [www.godhacabcon.com](http://www.godhacabcon.com) to exercise/cast their e-voting rights.
- (ii) At the end of the voting period Scrutinizer will download the entire voting data using its scrutinizer login.
- (iii) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.

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- (iv) The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the copy of PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form are requested to submit their PAN details to the Company or to the Registrar and Share Transfer Agents of the Company.
- (v) The route map showing the direction to arrive at the venue of the 3<sup>rd</sup> Annual General Meeting of the Company is attached to the Annual Report.

### **Important Note:**

Relevant documents referred to in the Notice are open for inspection to the Members at the registered office of the Company during business hours on all working days upto the date of Annual General Meeting.

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

#### **Item No. 3**

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan to other entity, it is related to. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entity, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide loan, guarantee or security proposals of Rs. 20 Crore (Rupees Twenty Crores Only) through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Group. Hence, in order to enable the company to advance loan to other Companies in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution. The Board of Directors Recommend the Special Resolution for approval by the members. All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

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**ANNEXURE TO NOTICE**

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

**Mrs. Madhu Godha**

Name of Director	Madhu Godha
Date of Birth	06 <sup>th</sup> October 1956
Date of appointment	04 <sup>th</sup> October 2016
No. equity share held in the Company	7858460
Disclosure of relationships between directors inter se	Mother
Qualification	11 <sup>th</sup>
List of outside Directorship held in public Company	-
Chairman/Member of the Committee of the Board of directors of the Company	-
Chairman/Member of the Committee of the Board of directors of the Company	-
Brief Profile	Director and Promoter of the Company

**Registered office:  
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Sanwer Road, Indore (M.P.)**

**By order of the Board  
For Godha Cabcon & Insulation Ltd**

**Place: Indore  
Date: August 22, 2019**

**Shivani Gupta  
Company Secretary**