

GodhaCabcon& Insulation Limited
CIN: L01100MP2016PLC041592
Regd. Office: 36-D, Sector B, Sanwer Road,, Industrial Area, Indore - 452006
Contact No:9589201329
Website:www.godhacabcon.com ;**E-mail ID:**compliance.godhacabcon@gmail.com

Date:03rd April ,2024

To,
National Stock Exchange of India Ltd.,
Exchange Plaza,C-1, Block G,
BandraKurla Complex,
Bandra, Mumbai - 400051.

Ref: Symbol :GODHA ; ISIN:INE925Y0I036

Subject: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

Dear Sir,

In continuation of our earlier intimations, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement thereto, seeking the approvals of the members of the Company in respect of the resolution contained in the Notice of Postal Ballot, by Electronic means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company on 04th April,2024 i.e. today, has e-mailed the Postal Ballot Notice along with Explanatory Statement to those members whose name appear in the Register of Members or List of Beneficial Owner as maintained by the Company/ Depository, as on Friday, 29th March, 2024 (cut-off date) and whose e-mail addresses are registered with the Company or with the Depository. A copy of the Postal Ballot Notice is also available on the Website of the Company at www.godhacabcon.com.

In this connection, we also wish to inform that e-voting in respect of the resolution mentioned in the Postal Ballot Notice will commence at 9:00 A.M. (IST) on Saturday, 06th April, 2024 and shall concluded at 5:00 P.M. (IST) on Sunday, 05th May,2024. The Postal Ballot results will be submitted within 48 hours from the conclusion of the e-voting period, with the stock exchange in accordance with the Listing Regulations.

Kindly take the same on records and acknowledge the receipt.

Thanking You
Yours faithfully

For Godha Cabcon & Insulation Limited.

Diwakar Sharma
Managing Director &CFO
DIN: 10469285

GodhaCabcon& Insulation Limited

CIN: L01100MP2016PLC041592

Regd. Office: 36-D, Sector B, Sanwer Road,, Industrial Area,, , INDORE - 452006

Website:www.godhacabcon.com ;**E-mail ID:**compliance.godhacabcon@gmail.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 &22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
SATURDAY 06TH APRIL,2024	SUNDAY,05TH MAY, 2024

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to increase in authorized share capital of the company and consequent alteration in capital clause of the memorandum of association of the company be passed by the members of the Company, through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice"). In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board of Directors has appointed Mrs. Vishakha Agrawal of M/s Vishakha Agrawal & Associates, Practicing Company Secretaries as scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner.

Due to difficulty in dispatch of Postal Ballot notice, Postal Ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company is sending the Postal Ballot Notice in electronic form only.

In compliance with the provisions of Section 108 and 110 of the Act(s), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements), 2015 ("Listing Regulations") the Company is providing e-voting facility to its members for voting on the resolution contained in this Postal Ballot Notice through Central Depository Services (India) Limited (CDSL). The members can vote on the resolutions through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in Postal Ballot Notice would only be taken through the remote e-voting system as per the MCA Circulars. During the e-voting period, members of the company, holding shares either in physical form or in dematerialized form, as on Friday, 29th March, 2024 can cast their vote electronically. The remote e-voting facility will be available from 9:00 Hours (IST) on Saturday 06th April, 2024 Up to 17:00 Hours (IST) on Sunday, 05th May, 2024, failing which it will be considered that no vote

has been received from the shareholder. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated to www.nseindia.com and also be displayed on the Company's website www.godhacabcon.com.

The last date of e-voting, i.e. Sunday, 05th May, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

ORDINARY BUSINESS:

ITEM-1: TO APPROVE THE APPOINTMENT OF M/S. PARIN PATWARI & COMPANY AS STATUTORY AUDITOR OF THE COMPANY TO FILL IN THE CASUAL VACANCY IN THE OFFICE OF STATUTORY AUDITOR AND TO HOLD OFFICE TILL THE CONCLUSION OF THE ENSUING 8TH ANNUAL GENERAL MEETING TO BE HELD IN THE CALENDAR YEAR 2024.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the relevant rules thereunder, M/S. Parin Patwari & Company, Chartered Accountants, (Firm Registration No. 154571W), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Act and applicable rules and the RBI Guidelines, be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of postal ballot (i.e. the last date for voting) till conclusion of the 8th Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ending 31 March 2024, at a remuneration mentioned in the statement annexed herewith pursuant to Section 102 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (which expression shall include any Committee thereof, whether constituted or to be constituted) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment, any increase in remuneration including any contracts or documents in this regard, without being required to seek any further consent or approval of the members of the Company."

SPECIAL BUSINESS:

ITEM-2: TO APPROVE THE APPOINTMENT OF MR. DIVWAKAR SHARMA (DIN: 10469285) AS A MANAGING DIRECTOR OF THE COMPANY FOR FIVE YEARS WITH EFFECT FROM JANUARY 27, 2024 TO JANUARY 26, 2029.

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 Sections 196, 197, 198, 203 of the Companies Act, 2013 ("the Act") and the rules made thereunder read with Part II of Schedule V of the Act (including any amendments thereto or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to any required regulatory approvals and applicable conditions thereof, approval of the members be and

is hereby accorded to the appointment of Mr. Diwakar Sharma (DIN: 10469285) as Managing Director of the Company for a period of five (5) years from 27th January , 2024 to 26th January,2029.at a remuneration of Rs. 6,00,000/- per annum and on the terms & conditions as set out in the explanatory statement and Annexure I annexed to the notice and shall be deemed to be the part hereof and the remuneration in the event of inadequacy or absence of profits in any financial year during his said tenure, within the overall limits of section 196,197 read with Part II of Schedule V of the Act shall be continued to be paid subject to such other approvals as may be necessary and his period of office shall be liable to be retire by rotation.

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) or any Director of the Company be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

ITEM-3:TO CONSIDER AND APPROVE THE APPOINTMENT OF APPOINTMENT OF MRS. MAYURI BIPINBHAI RUPARELIYA (DIN:09696908) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** Mayuri Bipinbhai Rupareliya (DIN:09696908) who was appointed as the Non-Executive Independent Director Of The Companyby the board of directors in there meeting held on 1st April, 2024, under section 161(1) of the Companies act 2013 and the Rules made thereunder Securities and Exchange Board of India (Listing Obligations and Disclosure4 Requirements) Regulations, 2015 (‘Listing Regulations’) who is eligible for appointment as a Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years commencing from April 1, 2024 to March 31, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) or any of the Company be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

ITEM-4:TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. NIKHIL VASANTBHAI GAJJAR (DIN: 07557645) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** Mr. Nikhil Vasantbhai Gajjar (DIN: 07557645) who was appointed as the Non-Executive Independent Director Of The Companyby the board of directors in there meeting held on 1st April, 2024, under section 161(1) of the Companies act 2013 and the Rules made thereunder Securities and Exchange Board of India (Listing Obligations and Disclosure4 Requirements) Regulations, 2015 (‘Listing Regulations’) who is eligible for appointment as a Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years commencing from April 1, 2024 to March 31, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) or any of the Company be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.

ITEM-5:TO CONSIDER AND APPROVE THE APPOINTMENT OF APPOINTMENT OF MR. VINODBHAI RAJABHAI BHADARKA (DIN: 09829560) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** Mr. Vinodbhai Rajabhai Bhadarka (DIN: 09829560) who was appointed as the Non-Executive Independent Director Of The Companyby the board of directors in there meeting held on 1st April, 2024, under section 161(1) of the Companies act 2013 and the Rules made thereunder Securities and Exchange Board of India (Listing Obligations and Disclosure4 Requirements) Regulations, 2015 (‘Listing Regulations’)

who is eligible for appointment as a Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years commencing from April 1, 2024 to March 31, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) or any of the Company be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.

ITEM-6: ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for effecting the alteration in the existing Object Clause of the Memorandum of Association (the “MoA”) of the Company by adding the following as sub-clause 6 in Clause III (a) of the MoA:

1. To carry on the business of providing information technology services, including but not limited to software development, system integration, application development, and maintenance. To provide consulting, advisory, and implementation services in the field of information technology, telecommunications, and related areas. To develop, own, license, and market software applications, programs, and solutions for various platforms and industries. To engage in the design, development, and maintenance of websites, web applications, and e-commerce solutions. To provide cloud computing services, including hosting, storage, and infrastructure as a service. To undertake research and development activities in the field of information technology and invest in innovative technologies and solutions. To provide cybersecurity services, including but not limited to network security, data protection, and vulnerability assessments. To engage in the sale, purchase, import, export, distribution, and marketing of hardware, software, and IT-related products. To enter into joint ventures, collaborations, and partnerships with other entities for the purpose of promoting and expanding the business of the company. To provide training and education in the field of information technology and related disciplines. To undertake any other business activities that are incidental or conducive to the attainment of the above objects."
2. To carry on the business of manufacturing, spinning, weaving, knitting, dyeing, printing, finishing, and processing of all types of textile and textile-related products, including yarn, fabrics, garments, and home textiles. To engage in the production and processing of natural and synthetic fibers, filaments, and other raw materials used in the textile industry. To design, develop, and manufacture textile machinery, equipment, and accessories. To import, export, buy, sell, trade, and deal in textiles, textile products, and related machinery, both domestically and internationally. To operate and manage textile mills, factories, and facilities for the production of textile goods. To establish and operate research and development facilities for the improvement and innovation of textile technologies and processes. To provide services related to quality control, testing, and certification of textile products. To engage in retail and wholesale trading of textile products, including setting up and managing textile showrooms, stores, and outlets. To enter into joint ventures, collaborations, and partnerships with other entities for the development and promotion of the textile business. To invest in and acquire shares or interests in other companies engaged in textile-related activities. To undertake any other business activities that are incidental or conducive to the attainment of the above objects."
3. To carry on the business of cultivation, farming, and production of crops, fruits, vegetables, grains, and other agricultural products. To engage in the breeding, raising, and management of livestock, poultry, and aquaculture for the production of meat, dairy, eggs, and other animal-related products. To process, package, and market agricultural products, including but not limited to milling, grinding, canning, and preserving. To manufacture, import, export, buy, sell, trade, and deal in fertilizers, pesticides, seeds, and other agricultural inputs. To provide agricultural services, including crop advisory, soil testing, pest control, and farm management. To establish and operate agricultural research and development facilities

for the improvement and innovation of farming techniques, crop varieties, and animal husbandry practices. To set up and manage farms, orchards, plantations, and nurseries for the cultivation and propagation of agricultural and horticultural products. To engage in the development and promotion of organic and sustainable farming practices. To establish and manage retail and wholesale outlets for the sale of agricultural products, equipment, and inputs. To enter into collaborations, joint ventures, and partnerships with other entities for the development of agriculture-related projects. To invest in and acquire shares or interests in other companies engaged in agriculture-related activities. To undertake any other business activities that are incidental or conducive to the attainment of the above objects."

4. To carry on the business of purchase and sale of petroleum and petroleum products. To act as dealers in and distributors for petroleum companies - To run service station for repair and servicing of automobiles and to deal in fuel oils, cutting oils and greases. To explore, develop, purchase or otherwise acquire petroleum crude oil, natural gas, all kinds of hydrocarbons and mineral substances, both onshore, within the territorial jurisdiction of the Indian Union and anywhere in the World.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, and to settle any queries, difficulties or doubt that may arise in this regard, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to execute all such applications, affidavits, undertakings, documents, deeds and writings as they may in their absolute discretion deem fit, necessary, desirable or expedient, including but not limited to accept any modification or alteration suggested by the competent authorities.

Date: 1th April 2024
Place: Indore

By order of the board of
GodhaCabcon& Insulation Limited

Diwakar Sharma
Managing Director & Cfo
DIN: 10469285

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. It also contains all the disclosures as specified in the Act, Listing Regulations and MCA Circulars.
2. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), (NSDL together with CDSL, (the "Depositories") and is available with the Company as on April 04, 2024. A copy of this Postal Ballot Notice will also be available on the website of the Company www.godhacabcon.com the relevant section of the websites of the Stock Exchange on which the Equity Shares of the Company are listed and the website of Central Depository Services (India) Limited ("CDSL")
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on March 29th, 2024. A person who is not a shareholder on this date should treat this notice for information purpose only.
4. Due to difficulty in dispatch of physical notice / postal ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the MCA Circulars.
5. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of "Listing Regulations". The Company has provided the facility to the members to vote on the resolution through the e-voting facility arranged by Central Depository Services (India) Limited ("CDSL"). The instructions for e-voting are annexed to this Postal Ballot Notice. All the members are requested to cast their votes only through remote e-voting. A member cannot exercise vote by sending physical Postal Ballot.
6. The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated to BSE Limited ("BSE") and also be displayed on the Company's website www.godhacabcon.com
The last date of e-voting, i.e. May 05, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
7. All the material documents referred to in the explanatory statement will be available for inspection electronically and at the registered office of the Company, during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting. Members seeking electronic inspection of such documents can send an email to www.godhacabcon.com
8. **General information and instructions relating to e-voting**
 - i. Pursuant to the provisions of Section 108 of the Act read with the Rules thereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to its members in respect of the resolution proposed to be passed in terms of Postal Ballot Notice. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorized Agency to provide e-voting facilities. The e-voting facility will be available during the following voting period:
 - a) Commencement of e-voting: Saturday 06th April, 2024 at 9.00 P.M. Hours (IST).
 - b) End of e-voting: Sunday, 05th May, 2024 at 05.00 P.M. Hours (IST).
 - ii. The cut-off date for the purpose of e-voting is Friday 29th March, 2024.
 - iii. This communication forms an integral part of the Postal Ballot Notice, which is enclosed herewith and is also made available on the website of the Company www.godhacabcon.com
 - iv. Please read the instructions for e-voting given below before exercising the vote

CDSL e-Voting System – For Remote e-voting or postal ballot

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Saturday 05th April, 2024 9:00A.M.(IST) and end Sunday, 05th May, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday March 29, 2024 may cast their vote electronically. The evoting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in evoting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1. 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2. 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 i.e.CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLoginThe system</p>

	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
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.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.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use ForgetUser ID and Forget Password option available at abovementioned website. Helpdesk for IndividualShareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
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 022-23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (iv) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Department (Applicable for both demat shareholders as well as physical shareholders) *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. *If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Additional Facility for Non – Individual Shareholders and Custodians –For Remot Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; aaplustradelinklimited@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e- Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. RakeshDalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

EXPLANATORY STATEMENT:

As required by Section 102(1) and 110 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No.1 to 5 of the accompanying Notice dated 01st April 2024.

ITEM NO. 1

M/s. BMGS & Associates, Chartered Accounts, New Delhi , have resigned from the office of Statutory Auditors of the Company w.e.f. 22nd March, 2024, due to some other assignments and commitments resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor, and shall also be approved by the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

The Audit Committee and the Board of Directors in their respective meetings held on April 01, 2024 have considered and recommended appointment of M/S.ParinPatwari& Company., Chartered Accounts, Indore, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/S BMGS & Associates Chartered Accounts, New Delhi. if appointed in the Extraordinary General Meeting, will be holding office of Statutory Auditors until the conclusion of the next annual general meeting.

Pursuant to Regulation 36 of SEBI Listing Regulations, the following details are mentioned below for the information of Members:

Proposed audit fee payable to auditors	The fees proposed to be paid to M/s. ParinPatwari& Company, towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements) for the financial year 2023-24 will be paid as decided by the board and audit committee.
Terms of appointment	<ul style="list-style-type: none">•To hold the office of Statutory Auditors of the Company from the conclusion of this Postal Ballot until the conclusion of the ensuing annual general meeting•To conduct the Statutory Audit for the financial year beginning from April 1, 2023 to March 31, 2024

M/s. Parin Patwari & Company., Chartered Accounts, Kolkata, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that their appointment, if approved by the shareholders, would be within the limits prescribed under the Act and they satisfy the criteria provided in Section 141 of the Act.

Accordingly, the Ordinary Resolution as embodied in the Notice is proposed by the Board of Directors for consideration and approval of the shareholders.

None of the Directors or Key Managerial Personnel or their relatives is, directly or indirectly, concerned or interested, financial or otherwise, in the proposed resolution except to the extent of their shareholding.

The Board accordingly recommend the Ordinary Resolution set forth in the Notice for approval of the Members.

ITEM NO. 2

The approval of members for appointment of Mr. Diwakar Sharma (DIN: 10469285) as Managing Director of the Company, for a period of Five years from 27th January , 2024 to 26th January,2029 and payment of

remuneration for the aforesaid period on the terms and as approved by the Nomination & Remuneration Committee in its meeting held on 27th January, 2024

The details of remuneration paid to Mr. Diwakar Sharma, Managing Director for the period 27th January , 2024 to 26th January, 2029 at a remuneration of Rs. 6,00,000/- per annum and the principal terms and conditions of re-appointment are as provided in **Annexure I**.

The present proposal is to seek the Shareholders' approval for the appointment of Mr. Diwakar Sharma (DIN: 10469285) as the Managing Director in terms of the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the remuneration payable to him.

The Board of Directors recommends the resolution at item no. 2 to be passed as Ordinary Resolution. Mr. Diwakar Sharma is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item no. 2 above, except to the extent of their shareholding, if any.

ITEM NO. 3

The approval of members for appointment of Mrs. Mayuri Bipinbhai Rupareliya (DIN: 09696908) as Additional Non- Executive Director of the Company, as approved by the Nomination & Remuneration Committee in its meeting held on 01st April, 2024

The present proposal is to seek the Shareholders' approval for the appointment of Mrs. Mayuri Bipinbhai Rupareliya (DIN: 09696908) as Non- Executive Director in terms of the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The remuneration payable to him shall remain the same as recommended by the Nomination and remuneration committee.

Brief profile of Mrs. Mayuri Bipinbhai Rupareliya given below:

Name of Director	Mrs. Mayuri Bipinbhai
DIN	09696908
Date of Birth	18-11-1992
Qualification	Practising company secretary
Experience	8 years
No. of Shares held in the Company	NIL
Directorship in Companies	As mentioned in below table

DIRECTORSHIP IN FOLLOWING COMPANIES: -

CIN	Name of company
U74210MH1991PLC062643	Arrowhead separation engineering limited
U28129MH2005PLC155252	Rex sealing and packing industries limited

The Board of Directors recommends the resolution at item no. 3 to be passed as Special Resolution.

Mrs. Mayuri Bipinbhai Non – Executive Independent director of the company is interested in the passing of the aforesaid resolution(s) as mentioned at item no. 3 above, except to the extent of their shareholding, if any.

ITEM NO. 4

The approval of members for appointment of Mr. Nikhil Vasantbhai Gajjar (DIN: 07557645) as Additional Non- Executive Director of the Company, as approved by the Nomination & Remuneration Committee in its meeting held on 01st April, 2024

The present proposal is to seek the Shareholders' approval for the appointment of Mr. Nikhil Vasantbhai Gajjar (DIN: 07557645) as Non- Executive Director in terms of the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The remuneration payable to him shall remain the same as recommended by the Nomination and remuneration committee.

Brief profile of Mr. Nikhil Vasantbhai Gajjar given below:

Name of Director	Mr. Nikhil Vasantbhai Gajjar
DIN	07557645
Date of Birth	25-09-1990
Qualification	Practising company secretary
Experience	8 years
No. of Shares held in the Company	NIL
Directorship in Companies	As mentioned in below table

DIRECTORSHIP IN FOLLOWING COMPANIES: -

CIN	Name of company
U74999GJ2016PTC092896	Oximakers Private Limited

The Board of Directors recommends the resolution at item no. 4 to be passed as Special Resolution.

Mr. Nikhil Vasantbhai Gajjar Non – Executive Independent director is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item no. 4 above, except to the extent of their shareholding, if any

ITEM NO. 5

The approval of members for appointment of Mr. Vinodbhai Rajabhai Bhadarka (DIN: 09829560)as Additional Non- Executive Director of the Company, as approved by the Nomination & Remuneration Committee in its meeting held on 01st April, 2024

The present proposal is to seek the Shareholders' approval for the appointment of Mr. Vinodbhai Rajabhai Bhadarka (DIN: 09829560)as Non- Executive Director in terms of the applicable of the Companies Act, 2013and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The remuneration payable to him shall remain the same as recommended by the Nomination and remuneration committee.

Brief profile of Mr. Vinod bhai Rajabhai Bhadarka given below:

Name of Director	Mr. Vinodbhai Rajabhai Bhadarka
DIN	09829560
Date of Birth	04-01-1985
Qualification	M.Com,B.com,CMA Inter
Experience	15 years
No. of Shares held in the Company	NIL
Directorship in Companies	As mentioned in below table

DIRECTORSHIP IN FOLLOWING COMPANIES: -

CIN	Name of company
U01100GJ2017PLC099597	Upsurge Seeds Of Agriculture Limited

The Board of Directors recommends the resolution at item no.5 to be passed as Special Resolution.

Mr. Vinodbhai Rajabhai Bhadarka Non- Executive Independent Director is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item no. 5 above, except to the extent of their shareholding, if any

ITEM NO. 6

Your Company intends to expand its present scope of business and is proposing to enter into Information technology ,petroleum,textile,fertilizers and agriculture activities. Since the activity of "Information technology ,petroleum,textile,fertilizers and agriculture activities". to be included in the Main Objects Clause of the Memorandum of Association ("MOA"), Memorandum of Association of the Company is required to be altered. The Board of Directors of the Company in their meeting held on 01st April ,2024 has approved

the alteration of Objects Clause of MOA, subject to approval of the members of the Company by way of Special Resolution.

By insertion of new object clause in the MOA, the company will be in position to carry out new line of business activity mainly activities relating to mining/metal sector. Further, the directors of the company are also having exposure in this line of business, the board of the company is of the view that it would be beneficial and in the interest of the company and its stakeholders to carry this activity. This will also result into increase in revenue and profit of the company.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Resolution No. 6 of this Notice except to the extent of their shareholdings in the Company, if any.

By order of the board of
Godha Cabcon& Insulation Limited

Place :-Indore
Date:- 01-04-2024

Diwakar Sharma
Managing Director & Cfo
DIN: 10469285