

**ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES
OF THE LETTER OF OFFER
FOR THE ELIGIBLE SHAREHOLDERS OF THE COMPANY ONLY**



This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated Friday, May 05, 2023 ('Letter of Offer') which is available on the websites of the Registrar, our Company and NSE Limited, the designated stock exchange where the Equity Shares of our Company are listed. You are encouraged to read greater details available in the Letter of Offer. The capitalised terms not specifically defined herein shall have the same meaning as ascribed to them in the Letter of Offer.

**THIS ABRIDGED LETTER OF OFFER CONTAINS 10 PAGES.
PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

Our Company has made available on the Registrar's website at www.ankitonline.com, and the Company's website at www.godhacabcon.com in this Abridged Letter of Offer and the Application Form to the Eligible Shareholders who have provided their Indian address to the Company. You may also download the Letter of Offer from the websites of the Securities and Exchange Board of India ('SEBI') at www.sebi.gov.in, NSE Limited at www.nseindia.com. The Application Form is available on the respective websites of the Company, Registrar, and the NSE Limited.

**GODHA CABCON & INSULATION
LIMITED**

Corporate Identification Number:
L01100MP2016PLC041592

Registered Office:
36-D, Sector B, Sanwer Road, Industrial Area,
Indore-452 006, Madhya Pradesh;

Contact Details: +91 731 4029 509;

Contact Person: 7898577433, 9425066533

Mr. Rahul Verma, Company Secretary &
Compliance Officer;

Email-ID: compliance.godhacabcon@gmail.com;

Website: www.godhacabcon.com;

**THE PROMOTERS OF THE COMPANY ARE DIPESH GODHA, RUPALI GODHA, MADHU GODHA, JITENDRA AJMERA,
ARTI JAIN, AMIT JAIN AND PUJA AJMERA.**

DETAILS OF THE RIGHTS ISSUE

Type of Issue	Issue Size (in number)	Issue Size	Rights Issue Ratio	Payment Schedule	Issue under SEBI (ICDR) Regulations
Rights Issue	44,41,60,000 (Rupees Forty Four Crores Forty One Lakh Sixty Thousand)	₹44,41,60,000 (Rupees Forty Four Crores Forty One Lakh Sixty Thousand Only)	2 (Two) Right Shares for every 1 (One) Equity Share	The entire amount of the Issue Price of ₹ 1/- per Rights Equity Share shall be payable at the time of Application.	Chapter III of SEBI (ICDR) Regulations

ISSUE DETAILS, LISTING, AND PROCEDURE

RIGHTS ISSUE OF UP TO 44,41,60,000 (RUPEES FORTY FOUR CRORES FORTY ONE LAKH SIXTY THOUSAND) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹1.00/- (RUPEE ONE ONLY) ('EQUITY SHARES') EACH AT A PRICE OF ₹ 1/- (RUPEE ONE ONLY) PER RIGHT SHARE BEING AT PAR WITH THE EXISTING FACE VALUE OF THE EQUITY SHARES ('ISSUE PRICE') ('RIGHT SHARES') FOR AN AMOUNT AGGREGATING UP TO ₹44,41,60,000 (RUPEES FORTY FOUR CRORES FORTY ONE LAKH SIXTY THOUSAND ONLY) ON A RIGHTS ISSUE BASIS TO THE ELIGIBLE SHAREHOLDERS OF GODHA CABCON & INSULATION LIMITED ('COMPANY' OR 'ISSUER') IN THE RATIO OF 2 (TWO) RIGHTS SHARES FOR EVERY 1 (ONE) EQUITY SHARE HELD BY SUCH ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, FRIDAY, 12 MAY, 2023 ('ISSUE'). THE ISSUE PRICE IS AT PAR WITH THE EXISTING FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, KINDLY REFER TO THE SECTION TITLED 'TERMS OF THE ISSUE' BEGINNING ON PAGE 102 OF THIS LETTER OF OFFER.

**Assuming full subscription.*

Listing Details: The existing Equity Shares of our Company are listed and traded on the NSE Limited. Our Company has received in-principle approval from NSE Limited for listing of the Right Shares pursuant to its letter bearing reference number NSE/LIST/35218 from NSE Limited dated April 21, 2023. Our Company shall also make application to NSE to obtain trading approval for the Rights Entitlements as enshrined under the SEBI circular bearing reference number 'SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020'. Our Company will make application to NSE Limited to obtain listing and trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number 'SEBI/HO/CFD/DIL2/CIR/P/2020/13' dated January 22, 2020. For this Issue, the Designated Stock Exchange is NSE Limited. For further details, the procedures for listing and trading of Right Shares shall be completed within 15 (fifteen) Working Days from the date of finalization of the Basis of Allotment.

Procedure: If you wish to know about processes and procedures applicable to Rights Issues, you may refer section titled '*Terms of the Issue*' beginning on page 102 of the Letter of Offer. You may also download the Letter of Offer from the website of the Company, SEBI, NSE Limited, the Registrar. You can also request the Company and NSE Limited to provide a hard copy of Letter of Offer.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company and has been incorporated under the Companies Act, 2013. Our Equity Shares are presently listed on NSE Limited. Our Company is eligible to offer Rights Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI (ICDR) Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI (ICDR) Regulations.

Compliance of Part B of Schedule VI of the SEBI (ICDR) Regulations: As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI (ICDR) Regulations and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI (ICDR) Regulations are not applicable to our Company, the disclosures in the Letter of Offer are in terms of Clause (4) of Part B of Schedule VI of the SEBI (ICDR) Regulations.

Minimum Subscription: Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020, our Company is not required to achieve minimum subscription for the Rights Issue on account of the following reason: (a) Objects of the issue being other than capital expenditure for a project; and (b) Our Promoter and Promoter Group have confirmed that they will subscribe to their right entitlement in part or full and will not renounce rights except to the extent of renunciation within the promoter group. The objects of the

Rights Issue involve financing other than the financing of capital expenditure for a project. The above is subject to the terms mentioned under 'Terms of the Issue' on page 102 of the Letter of Offer.

INDICATIVE TIMETABLE

Last Date for credit of Rights Entitlements	Saturday, 20 May, 2023	Finalization of Basis of Allotment (on or about)	Friday, 16 June, 2023
Issue Opening Date	Thursday, 25 May, 2023	Date of Allotment (on or about)	Tuesday, 20 June, 2023
Last Date for On Market Renunciation of Rights Entitlements#	Friday, 2 June, 2023	Date of credit (on or about)	Thursday, 22 June, 2023
Issue Closing Date*	Thursday, 8 June, 2023	Date of listing (on or about)	Wednesday, 21 June, 2023

Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

NOTICE TO INVESTORS

Our Company is making this Issue on a rights basis to the Eligible Shareholders of our Company and in accordance with the SEBI (ICDR) Regulations, our Company will send / dispatch the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other issue material (collectively, '**Issue Materials**') only to the Eligible Shareholders who have provided Indian address and who are located in jurisdictions where the offer and sale of the Rights Entitlements and the Rights Shares are permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Shareholders have not provided their e-mail address or make a special request in this regard, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue Materials. Investors can also access the Letter of Offer, the Abridged Letter of Offer, and the Application Form from the websites of the Registrar, our Company, and NSE Limited.

Our Company shall also endeavour to dispatch physical copies of the Issue Materials to Eligible Shareholders who have provided an Indian address to our Company. Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials.

NO OFFER IN THE UNITED STATES THE RIGHTS ENTITLEMENTS AND THE RIGHTS SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE '**US SECURITIES ACT**'), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OR THE TERRITORIES OR POSSESSIONS THEREOF (THE '**UNITED STATES**' OR '**U.S.**'), EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND RIGHTS SHARES REFERRED TO IN THE LETTER OF OFFER ARE BEING OFFERED AND SOLD IN OFFSHORE TRANSACTIONS OUTSIDE THE UNITED STATES IN COMPLIANCE WITH REGULATIONS UNDER THE US SECURITIES ACT ('**REGULATIONS**') TO EXISTING SHAREHOLDERS LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE OF THE RIGHTS SHARES AND/ OR RIGHTS ENTITLEMENTS ARE PERMITTED UNDER LAWS OF SUCH JURISDICTIONS. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY OR TRANSFER ANY OF THE SAID SECURITIES. ACCORDINGLY, YOU SHOULD NOT FORWARD OR TRANSMIT THE LETTER OF OFFER IN OR INTO THE UNITED STATES AT ANY TIME.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Rights Shares have not been recommended or approved by the SEBI nor does SEBI guarantee the accuracy or adequacy of the contents of the Letter of Offer.

Specific attention of investors is invited to the statement of '**Risk Factors**' on page 19 of the Letter of Offer and '**Internal Risk factors**' on page 4 of this Abridged Letter of Offer before making an investment in the Issue.

Name of Registrar to the Issue and contact details	Ankit Consultancy Private Limited 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Contact Details: 0731-4065799/97,0731-4065798; E-mail ID/ Investor grievance e-mail: compliance@ankitonline.com; Website: www.ankitonline.com Contact Person: CS Saurabh Maheshwari; SEBI Registration Number: INR 000000767; Validity: Permanent
Name of Statutory Auditor	M/s. S. K. Khandelwal Co., Chartered Accountants Address: 211, Royal Ratan, 7 M.G. Road, Indore Firm Registration Number: 002305C; Contact Person: Mr. S.K. Khandelwal; Membership Number: 071189; E-mail ID: skkindore@gmail.com; Contact Details: 0731-4044666

Self-Certified Syndicate Banks ('SCSBs')	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries and updated from time to time, please refer to the above-mentioned link.
Bankers to the Issue	Kotak Mahindra Bank Limited Address: Kotak Infiniti, 6th Floor, Building No. 21, Infinity Park, Off Western Express Highway General AK Vaidya Marg, Malad (East), Mumbai – 400 097 Maharashtra, India.; Contact Person: Mansi Sata; E-mail ID: cmsipo@kotak.com ; Contact Details: 022-66056588; Fax Number: 022-67132416; Website: www.kotak.com ; SEBI Registration Number: INBI00000927; CIN: L65110MH1985PLC038137

PROMOTERS OF THE ISSUER COMPANY

Sr. No.	Name	Individual/ Corporate	Experience and Educational Qualification
1.	Mr. Dipesh Godha	Individual	Mr. Dipesh Godha, aged 40 years, has done Education B.com from DAVV University and is a businessman, and has an overall work experience of 20 years.
2.	Mrs. Madhu Godha	Individual	Mrs. Madhu Godha, aged 67 years, has done Education 11st from University and is a businessman, and has an overall work experience of 30 years of experience.
3.	Mrs. Rupali Godha	Individual	Mrs. Rupali Godha, aged 39 years, has done Education B.com from DAVV University and is a businesswoman, and has an overall work experience of 15 years.
4.	Mr. Jitendra Ajmera	Individual	Mr. Jitendra Ajmera, aged 50 years, has done Education B.com from Sagar University and is a businessman, and has an overall work experience of 27 years of experience.
5.	Mrs. Puja Ajmera	Individual	Mrs. Puja Ajmera, aged 47 years, has done Education B.com from DAVV University and is a businesswoman, and has an overall work experience of 25 years of experience.
6.	Mr. Amit Jain	Individual	Mr. Amit Jain, aged 52 years, has done Education MBA from DAVV University and is a businessman, and has an overall work experience of 25 years of experience.
7.	Mrs. Arti Jain	Individual	Mrs. Arti Jain, aged 47 years, has done Education MHSC from DAVV University and is a businessman, and has an overall work experience of 25 years of experience.

A. SUMMARY OF OUR BUSINESS

The Company is engaged in manufacture of ACSR/AAAC/AAC Conductors, PVC Sheets, Packaging Product, Agriculture and Agro processing and Confectionery and food processing. For further details, please refer to the section titled '**Business Overview**' beginning on page 51 of the Letter of Offer.

B. SUMMARY OF OBJECTS OF THE ISSUE AND MEANS OF FINANCE

The details of Issue Proceeds are set forth in the following table:

Particulars	Amount
Gross Proceeds from the Issue#*	₹44,41,60,000.00/-
Less: Estimated Issue related Expenses	₹ 1,00,00,000.00/-
Net Proceeds from the Issue	₹43,41,60,000.00/-

assuming full subscription and allotment

*The Issue size will not exceed ₹44,41,60,000 (Rupees Forty-Four Crores Forty-One Lakhs Sixty Thousand, Only) If there is any reduction in the amount on account of or at the time of finalization of Issue Price and Rights Entitlements Ratio, the same will be adjusted against General Corporate Purpose.

The intended use of the Net Proceeds of the Issue by our Company is set forth in the following table:

Sr. No.	Particulars	Amount
1.	Working Capital requirements	₹33,00,00,000.00/-
2.	General Corporate purposes#	₹ 10,41,60,000.00/-
	Total Net Proceeds	₹43,41,60,000.00/-

Kindly refer to the section titled '**Objects of the Issue**' beginning on page 41 of the Letter of Offer.

C. NAME OF MONITORING AGENCY

Since the Issue size does not exceed Rs.10,000 Lakhs, there is no requirement to appoint a monitoring agency in relation to the Issue under SEBI (ICDR) Regulation.

D. SHAREHOLDING PATTERN OF OUR COMPANY

The shareholding pattern of our Company as on March 31, 2023, can be accessed on NSE Limited's website at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=GODHA&tabIndex=equity> and on page 38 of the Letter of Offer.

E. BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience and Educational Qualification	Others Directorships
1.	Mr. Dipesh Godha	CEO Cum Executive Director	Mr. Dipesh Godha, aged 40 years, has done Education B.com from DAVV University and is a businessman, and has an overall work experience of 20 years.	Mantram Industries Private Limited
2.	Mr. Ravish Kandhari	Independent Director	Mr. Ravish Kandhari, aged 40 years, has done Education MBA from DAVV University and is a businessman, and has an overall work experience of 18 years	No other directorships
3.	Mrs. Rupali Godha	Executive Director	Mrs. Rupali Godha, aged 39 years, has done Education B.com from DAVV University and is a businesswoman, and has an overall work experience of 15 years.	Mantram Industries Private Limited
4.	Mrs. Madhu Godha	Executive Director	Mrs. Madhu Godha, aged 67 years, has done Education 11st from University and is a businessman, and has an overall work experience of 30 years of experience.	No other directorships
5.	Mr. Kamaljeet Singh Ajimal	Independent Director	Mr. Kamaljeet Singh Ajimal, aged 66 years, has done Education MSC and is a businessman, and has an overall work experience of 35 years.	No other directorships
6.	Ms. Archana Gulia	Independent Director	Ms. Archana Gulia, aged 25 years, has completed her B.COM and is a businesswoman.	Sylph Technologies Limited

For further details, please refer to the section titled **‘Our Management’** beginning on page 56 of the Letter of Offer.

Neither our Company, our Promoters nor our Directors, are categorised as wilful defaulters by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

F. FINANCIAL STATEMENT SUMMARY

The following table sets forth the summary financial information derived from the Unaudited Financial Results with Limited Review ending December 31, 2022, with Audited Financial Statements, for Financial Years ending March 31, 2022 and March 31, 2021 prepared in accordance with GAAP and the Companies Act, 2013.

(In ₹)

Particulars	Unaudited Financial Statements for nine months ending December 31, 2022	Audited Financial Statements for the Financial Year ending	
		March 31, 2022	March 31, 2021
Equity Share Capital	22,20,80,000	22,20,80,000	11,10,40,000
Net Worth	23,62,15,000	25,17,93,000	24,35,93,000
Total Income	(2,26,25,000)	36,01,38,000	33,01,23,000
Profit / (loss) after tax	(1,61,52,000)	82,00,000	(37,56,000)
Basic and diluted EPS	(0.07)	0.74	(0.34)
Net asset value per Equity Share	1.06	1.13	2.19
Total borrowings	2,76,29,000	4,09,80,000	7,36,07,000

G. INTERNAL RISK FACTORS

The below mentioned are top 5 risk factors as per the Letter of Offer:

1. We require certain approvals and licenses in the ordinary course of business
2. Increase in the cost of, or a shortfall in the availability of our raw materials
3. Our revenues are significantly dependent upon sales of our main products.
4. We are dependent on a few suppliers for our entire requirement of raw materials.
5. Our business is dependent on our continuing relationships with our customers, with whom we have not entered into any long term agreements.

For further details, please refer to the section titled ‘Risk Factors’ beginning on page 19 of the Letter of Offer.

H. SUMMARY OF OUTSTANDING LITIGATIONS

The following table sets forth the summary of outstanding litigations involving our Company and our Subsidiary as on the date of the Letter of Offer:

Nature of cases	Number of cases	Amount involved
Litigations involving our Company		
Litigation Involving Actions by Statutory/Regulatory Authorities	Nil	Nil
Litigation involving Tax Liabilities	Nil	Nil
Proceedings involving issues of moral turpitude or criminal liability on the part of our Company	Nil	Nil
Proceedings involving Material Violations of Statutory Regulations by our Company	Nil	Nil
Matters involving economic offences where proceedings have been initiated against our Company	Nil	Nil
Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which,	Nil	Nil

if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company		
Litigation involving our Directors, Promoters and Promoter Group	Nil	Nil
Litigation involving our Group Companies	Nil	Nil

For further details, please refer to the section titled '*Outstanding Litigations, Defaults and Material Developments*' on page 93 of the Letter of Offer.

I. TERMS OF THE ISSUE

Process of making an Application in the Issue

In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI - Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. For details, please refer to the Paragraph titled '*Procedure for Application*' page 110 of this Letter of Offer.

The Application Form can be used by the Eligible Shareholders as well as the Renouncees, to make Applications in the Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, please refer to the Paragraph titled '*Credit of Rights Entitlements in demat accounts of Eligible Shareholders*' on page 103 of this Letter of Offer.

Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account as on Friday, May 12, 2023, being the Record Date and applying in the Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI (ICDR) Regulations, such Investors will have to apply for the Rights Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

All Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process only.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein, the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB;

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through ASBA Facility. Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, please refer to the Paragraph titled as '*Grounds for Technical Rejection*' on page 119 of this Letter of Offer. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI (ICDR) Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI (ICDR) Regulations are specified in the plain paper application and that Eligible Shareholders making an application in the Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, please refer to the Paragraph titled '*Making of an Application by Eligible Shareholders on Plain Paper under ASBA process*' on page 114 of this Letter of Offer.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Making of an Application by Eligible Shareholders on Plain Paper under ASBA process

An Eligible Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to the Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to the Issue on plain paper with the same details as per the Application Form that is available on the website of the Company, Registrar, NSE Limited. An Eligible Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Shareholder who has not provided an Indian address.

Please note that the Eligible Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before Thursday, June 08, 2023, being the Issue Closing Date and should contain the following particulars:

- a. Name of our Company, being Godha Cabcon & Insulation Limited;

- b. Name and address of the Eligible Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- c. Folio number (in case of Eligible Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client-ID;
- d. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Shareholder and for each Eligible Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue;
- e. Number of Equity Shares held as on Record Date;
- f. Allotment option – only dematerialised form;
- g. Number of Rights Shares entitled to;
- h. Number of Rights Shares applied for within the Rights Entitlements;
- i. Number of Additional Rights Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- j. Total number of Rights Shares applied for;
- k. Total amount paid at the rate of Rs.1.00/- payable per Rights Share on Application only;
- l. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- m. In case of non-resident Eligible Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- n. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account
- o. Signature of the Eligible Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- p. In addition, all such Eligible Shareholders are deemed to have accepted the following:
*'I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the 'US Securities Act') or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the 'United States') except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that none of the Company, the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, or is ineligible to participate in the Issue under the securities laws of their jurisdiction. I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.
I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S under the US Securities Act (hereinafter referred to as '**Regulation S**'), or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.
I/ We acknowledge that the Company and their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements. In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.ankitonline.com.
I/ We acknowledge that Our Company and the Registrar shall not be responsible if the Applications are not uploaded by SCSB, or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.'*
- q. In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.adroitcorporate.com.

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB, or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

The remaining procedure for Application shall be same as set out in 'Making of an Application by Eligible Shareholders on Plain Paper under ASBA process' on page 114 of this Letter of Offer.

Resident Eligible Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for Additional Rights Shares while submitting the Application through ASBA process.

Application by such Eligible Shareholders is subject to following conditions:

- (i) The Eligible Shareholders are residents;
- (ii) The Eligible Shareholders are not making payment from non-resident account;
- (iii) The Eligible Shareholders shall not be able to renounce their Rights Entitlements; and
- (iv) The Eligible Shareholders shall receive Rights Shares, in respect of their Application, only in demat mode.

Prior to the Issue Opening Date, the Rights Entitlements of those resident Eligible Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Accordingly, such resident Eligible Shareholders are required to send a communication to our Company containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self- attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail, or hand delivery, to enable process of credit of Rights Shares in such demat account.

Terms of Payment

The entire amount of the Issue Price of ₹ 1/- (Rupee One Only) per Rights Equity Share shall be payable at the time of Application.

Rights Entitlements Ratio

The Right Shares are being offered on a rights basis to the Eligible Shareholders in the ratio of 2 (Two) Rights Shares for every 1 (One) Equity Share held by the Eligible Shareholders as on the Record Date.

Fractional Entitlements

The Rights Shares are being offered on a rights basis to existing Eligible Shareholders in the ratio of 2 (Two) Rights Shares for every 1 (One) Equity Share held as on Friday, May 12, 2023, being the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. In terms of present ratio, there will no fractional shares.

Credit of Rights Entitlements in demat accounts of Eligible Shareholders

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form, as on the Record Date, you may be entitled to subscribe to the number of Rights Shares as set out in the Rights Entitlement Letter.

Eligible Shareholders can also obtain the details of their respective Rights Entitlements from the Registrar to the Issue's website at www.ankitonline.com by entering their DP-ID and Client-ID and PAN. The link for the same shall also be available on our Company's website at www.godhacabcon.com.

In this regard, our Company has made necessary arrangements with the Depositories for crediting of the Rights Entitlements to the demat accounts of the Eligible Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is 'INE925Y20010'. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Shareholders and the demat suspense escrow account to the NSE Limited after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Shareholders can be accessed by such respective Eligible Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Rights Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Rights Shares offered under Issue for subscribing to the Rights Shares offered under Issue.

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to the demat suspense escrow account (namely, 'Escrow Demat A/c – GODHA CABCON - RIGHTS ESCROW ACCOUNT') opened by our Company, for the Eligible Shareholders which would comprise Rights Entitlements relating to:

- (i) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
- (ii) Equity Shares held in the account of IEPF authority; or
- (iii) The demat accounts of the Eligible Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or
- (iv) Credit of the Rights Entitlements returned/ reversed/ failed; or
- (v) The ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable.

Eligible Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than Wednesday, 17 May, 2023, being 2 (Two) clear Working Days prior to Saturday, 20 May, 2023 to enable the credit

of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least by Wednesday, June 07, 2023, being at least 1 (One) day before Thursday, June 08, 2023, being the Issue Closing Date, to enable such Eligible Shareholders to make an application in the Issue, and this communication shall serve as an intimation to such Eligible Shareholders in this regard. Such Eligible Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the transfer.

Renunciation and Trading of the Rights Entitlements

Renouncees

All rights and obligations of the Eligible Shareholders in relation to Applications and refunds pertaining to the Issue shall apply to the Renouncee(s) as well.

Renunciation of Rights Entitlements

The Issue includes a right exercisable by Eligible Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer. In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, the Eligible Shareholders, who hold Equity Shares and who have not furnished the details of their demat account to the Registrar or our Company not later than Monday, June 05, 2023, being 2 (Two) clear Working Days prior to Thursday 08 June, 2023, being the Issue Closing Date, will not be able to renounce their Rights Entitlements.

Procedure for Renunciation of Rights Entitlements

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part:

On-Market Renunciation by using the secondary market platform of NSE; or

Off-Market Renunciation through an off-market transfer, during the Renunciation Period.

The Investors should have the demat Rights Entitlements credited / lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state, or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges, and expenses (including brokerage), and such costs will be incurred solely by the Investors.

On Market Renunciation

The Eligible Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Shareholders shall be admitted for trading on NSE Limited under ISIN 'INE925Y20010' subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from NSE Limited for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 2 (Two) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, shall commence from Monday, Thursday, 25 May, 2023, being the Issue Opening Date and close on Friday, 02 June, 2023, in case of On Market Renunciation (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the INE925Y20010 and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of NSE Limited under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

Off Market Renunciation

The Eligible Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Shareholders are requested to ensure that renunciation through off market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Rights Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting by quoting the 'INE925Y20010', the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off market transfer shall be as specified by the Depositories from time to time.

Options available to the Eligible Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Shares that the Eligible Shareholder is entitled to.

If the Eligible Shareholder applies in this Issue, then such Eligible Shareholder can apply for its Rights Shares:

- (i) To the full extent of its Rights Entitlements; or
- (ii) To the extent of part of its Rights Entitlements (without renouncing the other part); or
- (iii) To the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- (iv) To the full extent of its Rights Entitlements and apply for additional Rights Shares; or
- (v) In full.

Additional Rights Shares

Investors are eligible to apply for additional Rights Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Shares under applicable law and they have applied for all the Rights Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Rights Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the NSE Limited. Applications for additional Rights Shares shall be considered and Allotment shall be made in accordance with the SEBI (ICDR) Regulations and in the manner prescribed under the section '*Basis of Allotment*' beginning on page 122 of the Letter of Offer.

Eligible Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Shares Withdrawal of Application

No Investor may withdraw their Application post the Issue Closing Date.

Intention and extent of participation by our Promoters and Promoter Group

The Promoters of our Company through its letters dated April 10, 2023, have confirmed that they intend to subscribe in part or to the full extent of its Rights Entitlement in this Issue and to the extent of unsubscribed portion (if any) of this Issue and that they shall not renounce their Rights Entitlements except within the Promoter Group, in accordance with the provisions of Regulation 86 of the SEBI (ICDR) Regulations.

Further, the Promoters and certain members of our Promoter Group may also apply for additional Equity Shares along with their Rights Entitlement and/or renunciation. Such subscriptions of Equity Shares over and above its Rights Entitlement, if allotted, may result in an increase in their percentage shareholding above its current percentage shareholding. Any acquisition of additional Equity Shares shall not result in change of control of the management of the Company in accordance with provisions of the SEBI (SAST) Regulations and shall be exempted subject to fulfilment of the conditions of Regulation 10 of the SEBI (SAST) Regulations. The Promoters acknowledge and undertake that their investment would be restricted to ensure that the public shareholding in the Company after this Issue does not fall below the permissible minimum level as specified in the listing conditions or Regulation 38 of SEBI (LODR) Regulations.

No person connected with this Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Investor for making an application in this Issue, except for fees or commission for services rendered in relation to the Issue.

For details of the intent and extent of subscription by our Promoter and the Promoter Group, see the paragraph titled '*Intention and extent of participation by our Promoter and Promoter Group*' under the section titled '*Capital Structure*' on page 36 of this Letter of Offer.

No person connected with this Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Investor for making an application in this Issue, except for fees or commission for services rendered in relation to the Issue.

J. AVAILABILITY OF OFFER DOCUMENT OF THE IMMEDIATELY PRECEDING PUBLIC ISSUE OR RIGHTS ISSUE FOR INSPECTION

Applicable

K. ANY OTHER IMPORTANT INFORMATION AS PER THE ISSUER

Disclaimer Clause of NSE Limited: It is to be distinctly understood that the permission given by NSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to the letter of offer for the full text of the Disclaimer clause of the NSE Limited. For more information on '*Disclaimer of NSE Limited*', kindly refer to page 98 of the Letter of Offer issued by the Company.

DECLARATION BY THE COMPANY

We hereby declare that no statement made in the Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. We further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India, and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in the Letter of Offer are true and correct

SIGNED BY THE DIRECTORS AND KEY MANAGERIAL PERSONNEL OF OUR COMPANY

SIGNED BY THE DIRECTORS AND KEY MANAGERIAL PERSONNEL OF OUR COMPANY

Sd/-

Mr. Dipesh Godha
Promoter – CEO & Director

Sd/-

Mrs Madhu Godha
Executive Director

Sd/-

Mrs. Rupali Godha
Executive Director

Sd/-

Mr. Ravish Kandhari
Independent Director

Sd/-

Mr. Kamaljeet Singh Ajimal
Independent Director

Sd/-

Ms. Archana Gulia
Independent Director

Sd/-

Mr. Rahul Verma
Company Secretary and Compliance Officer

Sd/-

Mrs. Amita Agrawal
Chief Financial Officer

Date: Friday, May 05, 2023

Place: Indore