

29th September, 2023

**To,
General Manager
The National Stock Exchange India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E) Mumbai - 400051**

Dear Sir/Ma'am,

Sub: Outcome and Voting results as per Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 of the 07th Annual General Meeting of the Company Godha Cabcon & Insulation Limited held on Wednesday, 27th September, 2023.

We wish to inform you that the Members of the Company at the Annual General Meeting held on Wednesday, 27th day of September, 2023 have duly approved the business as specified in the notice convening the meeting viz:

We are enclosing herewith Combine e-voting results as per Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, of the Annual General Meeting held on Wednesday, 27th day of September, 2023 in accordance with the terms of circulars issued by Ministry of Corporate Affairs i.e. General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and in accordance with the terms of circulars issued by Securities and Exchange Board of India i.e. Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as "SEBI Circulars"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) through Video Conferencing ("VC") at the Registered Office of the company situated at (Deemed venue) 36-D, Sector B, Sanwer Road, Industrial Area, Indore (M.P.) – 452006 at 02:00 P.M. and the report on e-voting of V M Mehra & Associates, Practicing Company Secretary, Indore, scrutinizer appointed by the Board.

You are requested to take note of the same and bring it to the notice of all concerned.

Kindly acknowledge receipt.
Thanking you.

Yours faithfully

For Godha Cabcon & Insulation Limited



Dipesh Godha
Chairman
DIN:-07529876

Enclosed as above:

1. E-voting Results as per Annexure I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. Scrutinizers Report on e-voting

Annexure I

Voting Results

Date of the AGM	27 th September, 2023
Total number of shareholders on record date	75654
No. of shareholders joined the meeting personally:	0
Promoters and Promoter Group: Public:	0
No. of Shareholders attended the meeting through Video Conferencing:	67
Promoters and Promoter Group:	5
Public	62

- Agenda- 1.** To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31st March 2023, Profit and Loss Account (Statement of Profit and Loss) for the year ended on that date, Cash Flow Statement and the Notes together with the Reports of the Directors and Auditor thereon.

Type of Resolution :- Ordinary Resolution

Particulars of Business	Votes in favor of the resolution			Votes against the resolution			Invalid Votes#		
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast

Remote e-voting	99	489312	98.96%	3	5150	1.04%	-	-	-
E-Voting system at AGM	7	764829 24	100.00 %	-	-	-	13	17535 4	00.23%
Total	106	769722 36	99.99%	3	5150	0.00%	13	17535 4	00.23%

Agenda- 2 : To appoint a Director in place of Mrs. Madhu Godha (DIN: 07607783), Director, who retires by rotation and being eligible offers himself for re-appointment in this regard to consider and if thought fit, to pass the resolution

Type of Resolution :- Ordinary Resolution

Particulars of Business	Votes in favor of the resolution			Votes against the resolution			Invalid Votes		
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast
Remote e-voting	94	489752	98.85%	8	5701	1.15%	-	-	-
E-Voting system at	7	764829 24	100.00 %	-	-	-	13	17535 4	00.23%

AGM									
Total	101	769726 76	99.99%	8	5701	0.00%	13	17535 4	00.23%

Agenda- 3. To appoint M/s. BMGS & Associates,, Chartered Accountants as statutory auditors of the Company and to fix their remuneration in this regard

Type of Resolution :- Ordinary Resolution

Particulars of Business	Votes in favor of the resolution			Votes against the resolution			Invalid Votes		
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast
Remote e-voting	98	490175	98.93%	4	5278	1.07%	-	-	-
E-Voting system at AGM	7	764829 24	100.00%	-	-	-	13	17535 4	00.23%
Total	105	769730 99	99.99%	4	5278	0.00%	13	17535 4	00.23%

For Godha Cabcon & Insulation Limited

Dipesh Godha
Chairman

DIN:-07529876

Date: September 29th, 2023





V M MEHRA & ASSOCIATES

COMPANY SECRETARY IN PRACTICE

Address: 408 & 408A, 4th Floor, Janpath Complex, Opp. Sanyas Ashram,
Ashram Road, Ellisbridge, Ahmedabad – 380009
Mobile: 9214176601, email: csvishalmehra@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

(In Lieu of E-Voting at the AGM)

(Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014

To

The Chairman

GODHA CABCON & INSULATION LIMITED

CIN: L01100MP2016PLC041592

Registered office Address: 36-D, Sector B Sanwer Road,
Industrial Area, Indore MP 452006 IN

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 07th Annual General Meeting of the Company held on Wednesday, the 27th September, 2023 at 02:00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

I, Vishal Mehra, Proprietor of M/s V M Mehra And Associates , Practicing Company Secretaries, Ahmedabad have been appointed as scrutinizer by the Board of Directors of **GODHA CABCON & INSULATION LIMITED** ("the Company") for the purpose of scrutinizing, in a fair and transparent manner, the e-voting process carried out in respect of below mentioned resolutions as per the provisions of Section 96, 101, 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and, for the **Seventh Annual General Meeting** (AGM) of the Company, held on Wednesday, the **27th September, 2023** at 02:00 P.M. (IST) through Video Conferencing or Other Audio Visual Means (OAVM) and for which purpose the registered office of the Company situated at 36-D, Sector B Sanwer Road, Industrial Area, Indore MP 452006 IN shall be deemed as the venue of the meeting and the proceedings of the AGM made there at.

In accordance with the terms of circulars issued by Ministry of Corporate Affairs i.e. General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and in accordance with the terms of circulars issued by Securities and Exchange Board of India i.e. Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as "SEBI Circulars"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and, an advertisement was published in Free Press (English), Indore and Chautha Sansar (Hindi), Indore newspaper dated 07th September 2023 specifying the remote e-voting process, book closure and the postponement of date and time of 07th AGM.

The notice dated 14th August, 2023 of the AGM, as confirmed by the Company was sent through electronic mode to the Members whose email addresses are registered with the Company/ Depositories



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and was hosted on the Company's website at www.godhacabcon.com and website of Stock Exchanges i.e. National Stock Exchange at www.nseindia.com.

The Company had appointed Central Depository Services Limited ("CDSL") as the agency for providing the platform for remote e-voting and e-voting at the AGM of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting at the AGM and through electronic means on the resolutions contained in the Notice to the 07th AGM of the members of the Company.

My responsibility as scrutinizer is restricted to make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depositories Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

I submit herewith my report as under:

- i. The resolutions were transacted through the process of remote e-voting and through evoting system at the AGM. For the purpose of remote e-voting and e-voting system at the AGM, the Company has engaged CDSL i.e. <https://evoting.cdslindia.com/Evoting/EvotingLogin> for its services
- ii. Members attended the Meeting through VC/OAVM facility provided in accordance with the Circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI from time to time and were counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013;
- iii. The members of the Company as on the "Cut-Off" date i.e. Friday, 15th September 2023 were entitled to vote on the resolutions as set out in the notice of the 07th AGM of the Company.
- iv. The e-voting period remained open from Sunday, 24th September, 2023 at 9.00 a.m. (IST) to Wednesday, 26th September, 2023 at 5.00 p.m. (IST) The remote e-voting module was disabled by CDSL for voting thereafter;
- v. For the Members who did not cast their vote through remote e-voting facility, the Company has provided the facility of e-voting system during the AGM;
- vi. Further, the votes cast through remote e-voting and e-voting system during the AGM were unblocked by us on September 27, 2023 at 02:35 p.m. (IST), Due to some technical issues with the website provided by Central Depositories Services Limited (CDSL) for remote e-voting and e-voting during the AGM, I was unable to close the remote e-voting and e-voting system facilities after the 15-minute conclusion of the AGM. As a result, some invalid votes were cast after the 15-minute cutoff. Therefore, we have excluded these invalid votes from the calculation of the total votes cast in the E-Voting system at the AGM. and e-voting summary statement was downloaded from the e-voting website;
- vii. The votes were also scrutinized for the purpose of eliminating duplicate voting of the votes, if any;



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- viii. Our report on the results of e-voting is based on the data downloaded from the website of system provided by Central Depositories Services Limited (CDSL) for remote e-voting and for e-voting during AGM;
- ix. The data relating to e-voting process were reconciled with the records maintained by the Company/Registrar & Transfer Agents of the Company.
- x. Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://evoting.cdslindia.com/Evoting/EvotingLogin> based on such reports generated and The consolidated summary of results of remote e- voting and System e-voting at the AGM is annexed herewith as **Annexure- A**.

We hereby submit our Consolidated Scrutinizer's Report on the results of remote e-voting and e-voting system at the AGM.

For, V M Mehra & Associates,
Company Secretaries

Vishal M Mehra
Digitally signed
by Vishal M Mehra
Date: 2023.09.28
22:49:43 +05'30'

CS Vishal M Mehra
Proprietor
M. No. F11017
CP No. 15526
ICSI UDIN: F011017E001118191

Date: 28.09.2023
Place: Ahmedabad



V M MEHRA & ASSOCIATES

COMPANY SECRETARY IN PRACTICE

Address: 4.REG. OFF. ADDRESS: 408 & 408A, 4TH FLOOR, JANPATH COMPLEX, OPP. SANYAS ASHRAM, ASHRAM ROAD, ELLISBRIDGE, AHMEDABAD – 380009
Mobile: 9214176601, email: csvishalmehra@gmail.com

Annexure- A

Item No. 1: To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31st March 2023, Profit and Loss Account (Statement of Profit and Loss) for the year ended on that date, Cash Flow Statement and the Notes together with the Reports of the Directors and Auditor thereon.

Type of Resolution :- Ordinary Resolution

Particulars of Business	Votes in favor of the resolution			Votes against the resolution			Invalid Votes#		
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast
Remote e- voting	99	489312	98.96%	3	5150	1.04%	-	-	-
E-Voting system at AGM	7	76482924	100.00%	-	-	-	13	175354	00.23%
Total	106	76972236	99.99%	3	5150	0.00%	13	175354	00.23%

"Invalid votes are excluded from the calculation of the total fevor votes cast in the E-Voting system at the AGM because they were cast after 15 minutes from the conclusion of the AGM."

Result: The Ordinary Resolution has been passed with requisite consent.



V M MEHRA & ASSOCIATES

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Item No. 2: To appoint a Director in place of Mrs. Madhu Godha (DIN: 07607783), Director, who retires by rotation and being eligible offers himself for re-appointment in this regard to consider and if thought fit, to pass the resolution

Type of Resolution :- Ordinary Resolution

Particulars of Business	Votes in favor of the resolution			Votes against the resolution			Invalid Votes		
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Remote e- voting	94	489752	98.85%	8	5701	1.15%	-	-	-
E-Voting system at AGM	7	76482924	100.00%	-	-	-	13	175354	00.23%
Total	101	76972676	99.99%	8	5701	0.00%	13	175354	00.23%

"Invalid votes are excluded from the calculation of the total fevor votes cast in the E-Voting system at the AGM because they were cast after 15 minutes from the conclusion of the AGM."

Result: The Ordinary Resolution has been passed with requisite consent.



V M MEHRA & ASSOCIATES

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Item No. 3: To appoint M/s. BMGS & Associates,, Chartered Accountants as statutory auditors of the Company and to fix their remuneration in this regard

Type of Resolution :- Ordinary Resolution

Particulars of Business	Votes in favor of the resolution			Votes against the resolution			Invalid Votes		
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Remote e- voting	98	490175	98.93%	4	5278	1.07%	-	-	-
E-Voting system at AGM	7	76482924	100.00%	-	-	-	13	175354	00.23%
Total	105	76973099	99.99%	4	5278	0.00%	13	175354	00.23%

"Invalid votes are excluded from the calculation of the total fevor votes cast in the E-Voting system at the AGM because they were cast after 15 minutes from the conclusion of the AGM."

Result: The Ordinary Resolution has been passed with requisite consent.

For, V M Mehra & Associates,
Company Secretaries

Vishal M Mehra
Digitally signed by
Vishal M Mehra
Date: 2023.09.28
22:59:03 +05'30'

CS Vishal M Mehra
Proprietor
M. No. F11017
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