NOTICE

Notice is hereby given that the 02nd Annual General Meeting of the Equity Shareholders of **GODHA CABCON & INSULATION LTD** ***(Previously known as Godha Cabcon & Insulation Pvt. Ltd.)*** will be held on Wednesday 26th September, 2018 at 2:00 P.M. at the Registered office of the Company, situated at **36-D, Sector B, Industrial Area, Sanwer Road, Indore (M.P.)** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2018 including the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash flow for the year ended on that date along with reports of the Board of Directors and the Auditors thereon.

2. To appoint a director in place of Ms. Rupali Godha (DIN-07530189), who retires by rotation and being eligible, offers himself for reappointment.

Special Business:

1. The Board of Directors has purpose to name of Mr. Ravish Kandhari as a Non-Executive Independent Director of the company and instructed to complete necessary requirement for appointment and apply for DIN, the appointment of director will effective from the date of next board meeting and it will be confirmed in the upcoming AGM dated 26.09.2018.

   "RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Ravish Kandhari, address: 709-B, Usha Nagar Ext. Indore-452009, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company *w.e.f.* next Board Meeting and will be confirmed in the upcoming AGM.

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

Place: Indore
Date: 21/08/2018

By order of the Board
For Godha Cabcon & Insulation Ltd

Surbhi Jain
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE SECOND ANNUAL GENERAL MEETING(the meeting) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED ALONG WITH THIS NOTICE.

2. A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER

3. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.

4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.

5. Members and proxies who desire to attend the Annual General Meeting of the Company are requested to bring the attendance slip duly filled in and signed and hand over the same at the registration counter at the venue of the Annual General Meeting. Members who have opted physical copy are requested to bring their copies of the Notice and Annual Report.

6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act will be available for inspection by the members at the Annual General Meeting. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Act will also be available for inspection by the members at the Annual General Meeting.

7. All documents referred to in the Notice will be available for inspection at the Company's Registered Office between 11:00 am to 1:00 pm upto the date of Annual General Meeting on all days (except Saturdays, Sundays and public holidays). Members may also note that the Notice and Annual Report of the Company for the Financial Year 2017-18 are available on Company's website at www.godhacbcon.com

8. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2018 to 26th September, 2018 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members.

9. Members holding shares in dematerialized form are requested to notify any change of address/bank account details to their Depository Participants with whom they are maintaining their de-mat accounts.

10. Members are requested to notify immediately any change of address:
    a. to their Depository Participants ("DPs") in respect of the shares held in electronic form, and
    b. to the Company or its RTA, in respect of the shares held in physical form together with a
    c. proof of address of any of the documents viz., Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.

11. Members who wish to seek/desire any further information/clarification on the audited financial statements are requested to send their queries at least 48 hours in advance of the date of the meeting to the Registered Office, by quoting the folio no./ client ID.

12. The Notice of the Annual General Meeting along with the Annual Report for Financial Year 2017-18, is being sent by electronic mode to those members, whose e-mail ids are registered with the Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email ids, physical copies are being sent by the permitted mode.

13. The Annual Report 2017-18 of the Company, circulated to the members of the company, will be made available on the Company's website at www.godhacabcon.com

14. The route map showing directions to reach the venue of the 02nd AGM is annexed as per the requirement of SS – 2 on General Meeting.

15. Members are requested to address all correspondence, including change in their addresses to the company or to the Registrar and Share Transfer Agent, M/s Karvy Computershare Pvt Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakrumguda, Hyderabad-500032, Email- einward.ris@karvy.com

16. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's RTA / their Depository Participants, in respect of shares held in physical/electronic mode, respectively.

17. In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by RTA.

e- Voting

The facility for voting, through ballot paper / any other means, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper / any other means. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM, but shall not be entitled to cast their votes again.

The instruction for shareholders to vote electronically are as under:

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	**8 Character DP ID followed by 8 Digit Client ID** For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
b) For Members who hold shares in demat account with CDSL.	**16 Digit Beneficiary ID** For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the

'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

2. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspatil.deepak12@gmail.com with a copy marked to evoting@nsdl.co.in.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013:

The following statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

Item no.01

Shri Ravish Kandhari is proposed to be appointed as the Non Executive –Independent Director of the company. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Shri Ravish Kandhari being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for the term of five (5) years.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of Rs.100,000/- proposing the candidature of Shri Ravish Kandhari for the office of Director."

The Company has received from Shri Ravish Kandhari (i) consent in writing to act as director in Form DIR-12 pursuant to Rule 8 of the Companies Act (Appointment & Disqualification of Directors) Rules 2014,(ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Disqualification of Directors) Rules 2014,(iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri Ravish Kandhari as an Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the management

A copy of the draft letter of appointment of Shri Ravish Kandhari as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at

the Registered office of the Company during normal business hours on any working day, excluding Saturday

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the service of Shri Ravish Kandhari as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Ravish Kandhari as an Independent Director, for approval by the shareholders of the Company.

Except Shri Ravish Kandhari, being an appointee, none of the Directors and Key Manegerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in resolution set out at Item No.1 of the Notice.

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

Mrs. Rupali Godha

Name of Director	Rupali Godha
Date of Birth	27/12/1983
Date of appointment	04/10/2016
No. equity share held in the Company	5000
Disclosure of relationships between directors inter se	Wife of CEO cum Executive Director, Mr. Dipesh Godha
Qualification	B.Com
List of outside Directorship held in public Company	-
Chairman/Member of the Committee of the Board of directors of the Company	-
Chairman/Member of the Committee of the Board of directors of the Company	-

Mr. Ravish Kandhari

Name of Director	Ravish Kandhari
Date of Birth	30/05/1976
Date of appointment	26/09/2018
No. equity share held in the Company	-
Disclosure of relationships between directors inter se	-
Qualification	MBA(Finance)
List of outside Directorship held in public Company	-
Chairman/Member of the Committee of the Board of directors of the Company	-
Chairman/Member of the Committee of the Board of directors of the Company	-