GODHA
Cabcon & Insulation Ltd.

Date: February 08,2022

To,

The Manager,
Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra kurla Complex, Bandra (E),
Mumbai- 400051.

Dear Sir/Ma'am,

Subject:Intimation of Notice of Postal Ballot for E-voting of Godha Cabcon& Insulation Ltd

We wish to inform you that the Company has on Monday, February7, 2022completed the dispatch of the Postal Ballot Notice to all the members whose name appears in the Register of Members/ List of Beneficial Owners as on February4, 2022through (a) electronic mail to the members whose email IDs are registered in the records of depository participants for seeking approval of the members of the Company by e-voting by electronic means for Sub-division (stock split) of every 1 (One) equity share of face value of Rs. 10/- each into 10 (Ten) equity shares of Face Value of Re. 1/- each and to consider and approve alteration of Capital Clause of the Memorandum of Association of the Company.

The Company has engaged iththe services of KFin Technologies Private Limited for providing the e-voting facility and the e-voting period will commence from Thursday, 10 February, 2022 (from 9.00 AM) and end on Friday, March 11, 2022 (till 5.00 p.m.). The results of the Postal Ballot will be announced on or beforeMonday,March 14, 2022.

The Postal Ballot Notice along with the statement as required under Section 102 of the Companies Act, 2013, instructions for e-voting are available on the website of the Company www.godhacabcon.com

Kindly take the same on record.

Thank you,

Yours truly
For Godha Cabcon & Insulation Ltd

Madhu Godha
Director
DIN: 07607783

GODHA CABCON AND INSULATION LTD.

36-D, Sector-B,Industrial area, Sanwer Road, INDORE - 452 006 INDIA
T. +91 731 - 4029509 E. info@godhacabcon.com W. www.godhacabcon.com
CIN-L31909MP2016PLC041592

Godha Cabcon & Insulation Limited
CIN: L31909MP2016PLC041592
Register Office:- 36-D, Sector -B, Sanwer Road,Industrial Area, Indore (MP)
E-Mail:- info@godhacabcon.com Website: www.godhacabcon.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014,Secretarial Standard on General Meeting Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 General Circular Nos.14/2020, 17/2020 and 22/2020 dated April 8, 2020, April 13, 2020 and June 15, 2020,and 33/2020 dated September 28,2020 and General Circular No. 39/2020 , General Circular No, 10/2021 read with other relevant circulars, including General Circular No. 10/ 2021 dated June 23, 2021 , issued by Ministry of Corporate Affairs (the "MCA Circulars") including any statutory modification or re-enactment thereof for the time being in force, to transact the below mentioned proposed special businesses by the members of the Godha Cabcon & Insulation Limited ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made there under, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) by postal ballot up to June 30,2022 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis, hence the requirements of sending Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope has been dispensed with and the voting on the proposed resolutions will be conducted only through remote e-voting system. Accordingly, the Company will send the Postal Ballot Notice through e-mail to all the members who have registered their email addresses with the Company or depository /depository participants.

The Explanatory Statement, as required under Section 102 of the Act, pertaining to the aforesaid resolutions setting out the material facts concerning the business and the reasons thereof are annexed hereto for your consideration. The members are requested to peruse the proposed Resolutions along with their respective explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company. Members are requested to carefully read the instructions/ procedure in the Notes under the section 'Voting through Electronic Means' to cast their votes. Member may note that references to Postal Ballot(s) in this Notice stands only for votes received electronically i.e. e-voting.

Godha Cabcon & Insulation Limited
CIN: L31909MP2016PLC041592
Register Office:- 36-D, Sector -B, Sanwer Road,Industrial Area, Indore (MP)
E-Mail:- info@godhacabcon.com Website: www.godhacabcon.com

The Board of Directors of the Company, at its meeting held on Wednesday, February 2, 2022 has appointed Deepak Patil & Co, (Membership No.9636, COP No.11592),Company Secretaries, Indore, as Scrutinizer for conducting the Postal Ballot and Remote E-voting process in a fair and transparent manner. In the event the draft Resolution as set out in the Notice is assented by the requisite majority by means of Postal Ballot / Remote e-voting, they shall be deemed to have been passed as Special Business at an Extra Ordinary General Meeting. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or remote e-voting i.e. 11th March, 2022.

The Scrutinizer after completion of scrutiny will submit his/ her report on Postal Ballot to the Chairman or any person authorized by the Board after completion of the e-voting period. The result of the Postal Ballot shall be declared on or before March 14, 2022 and will be uploaded on the website of the Company www.godhacabcon.com, communicated to the Stock Exchange on which the Company is listed and Kfintech technologies Private Limited. The Company will also display the results of the Postal Ballot at its Registered Office. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman or any person authorized by the Board on or before March 14, 2022.

SPECIAL BUSINESS:

Item No. 1: Sub-division (stock split) of every 1 (One) equity share of face value of Rs. 10/- each into 10 (Ten) equity shares of Face Value of Re. 1/- each.

To consider and pass, the following resolution, as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 61(1)(d),64, and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules framed thereunder and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof from time to time] and the provisions of Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the authorities concerned, consent of the members of the Company be and is hereby accorded that equity share of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid up be sub-divided (stock split) into 10 (Ten) equity shares of face value of Re. 1/- (Rupee One only) each fully paid up and consequently, the authorized share capital of the Company shall comprise of 22,50,00,000 (Twenty Two Crores Fifty Lacs) Equity Shares of Re. 1/- (Rupee One Only) each amounting to Rs. 22,50,00,000/- (Rupees Twenty Two Crores Fifty Lacs only).

RESOLVED FURTHER THAT pursuant to the sub-division (stock split) of the equity shares of the Company, issued, subscribed and paid up equity share of the Company having face value Rs. 10/- (Rupees Ten only) each fully paid up existing on the Record Date to be fixed by the Company shall stand subdivided (stock split) into 10 (Ten) equity shares of face value Re. 1/- (Rupees One only) each fully paid up, without altering the aggregate amount of such capital and such shares shall rank pari- passu in all respects with the then existing equity shares with effect from the Record Date.

RESOLVED FURTHER THAT upon sub-division of Equity Shares the members holding the equity shares in dematerialised form, the sub-divided equity shares of Face Value of Re. 1/- (Rupee One only) each shall be credited to the respective beneficiary account of the members with their respective depository participants.

RESOLVED FURTHER THAT the Board of Director of the Company and Company Secretary of the Company be and is hereby severally authorized to fix the record date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and / or incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things, from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Company Secretary or Officer(s) of the Company as may be required to give effect to the above resolution."

Item No. 2: To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company.

To consider and pass, the following resolution, as **a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules framed thereunder and applicable regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof from time to time], and subject to approval of sub-division of the equity shares by the members, consent of the members of the Company be and is hereby accorded to alter and substitute the existing 5th Clause of the Memorandum of Association of the Company with the following new 5th Clause:

"The Authorized Share Capital of the Company is Rs. 22,50,00,000/- (Rupees Twenty Two Crores Fifty Lacs only) divided into 22,50,00,000 (Twenty Two Crores Fifty Lacs) Equity Shares of Re.1/- (Rupees One) each."

RESOLVED FURTHER THAT the Board of Director of the Company and Company Secretary of the Company be and is hereby severally authorized to fix the record date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and / or incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things, from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Company Secretary or Officer(s) of the Company as may be required to give effect to the above resolution."

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

By order of the Board
Godha Cabcon & Insulation Limited

Place: Indore
Date: February 2, 2022

Rahul Verma
Company Secretary

Godha Cabcon & Insulation Limited
CIN: L31909MP2016PLC041592
Register Office:- 36-D, Sector -B, Sanwer Road,Industrial Area, Indore (MP)
E-Mail:- info@godhacabcon.com Website: www.godhacabcon.com

NOTES: -

1. The Explanatory Statement and reasons and secretarial standards on General Meetings(SS-2) pursuant to Section 102 of the Companies Act read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed special businesses are annexed hereto.
2. The Postal Ballot Notice is being sent by email to all the members, whose names appear in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on Friday, February 4, 2022 ("the Cut-off date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited ("KFin / RTA") (formerly Karvy Fintech Private Limited), which will be considered for the purposes of remote e-voting. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the Cutoff date. Any recipient of this Notice, who was not a member as on the aforesaid date, should treat this Notice for information purposes only.
3. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed, KFin Technologies Private Limited (KFin/RTA) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "E-voting"/ "Remote e-voting").
4. To facilitate shareholders whose email IDs are not registered with the Company, to receive this Notice electronically and cast their vote electronically, the Company has made special arrangement with its RTA for registration of email addresses in terms of the MCA Circulars. The process for registration of email addresses is as under: i. In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive this Postal Ballot Notice, may temporarily get their email address registered with the KFin, by clicking the link: https://karisma.kfintech.com/emailreg and follow the registration process as guided thereafter. Post successful registration of the email address, the member would get a soft copy of the Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this postal ballot. In case of any queries, shareholders may write to einward.ris@kfintech.com. ii. It is clarified that for permanent registration of email address, members are requested to register their email addresses, in respect of electronic holdings with their concerned depository participants and in respect of physical holdings with KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, India by following due procedure. iii. Those members who have already registered their email addresses are requested to keep their email addresses validated with their depository participants/ KFin to enable servicing of notices and documents electronically to their email address.
5. The Notice has also been placed on Company's website: www.godhacabcon.com and KFin's e-voting website: https://evoting.karvy.com and will also be available on the website of stock exchange i.e., and www.nseindia.com.
6. A member cannot exercise his vote by proxy on postal ballot. All members are requested to cast their votes only through remote e-voting as per the procedure provided herein.

7. The resolutions passed by the members through Postal Ballot only through remote e-voting are deemed to have been passed as if they have been passed at a duly convened general meeting of the members on the last date of e-voting i.e. Friday, March 11, 2022 (till 5.00 p.m.).
8. Voting through electronic means: Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, General Circular and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by , KFin Technologies Private Limited (KFin./RTA). The remote e-voting facility will be available during the following period: Commencement of remote e-voting from Thursday, 10 February, 2022 (from 9.00 AM) End of remote e-voting upto Friday, March 11, 2022 (till 5.00 p.m.)
9. The remote e-voting module shall be disabled by KFin Technologies Private Limited KFin/RTA for voting at Friday, March 11, 2022 (till 5.00 p.m.)
10. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.
11. The details of the process and manner for remote e-Voting.

    Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
    Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

    Details on Step 1 are mentioned below:
    I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode. Type of shareholders Login Method Individual Shareholders holding securities in demat mode with NSDL
    1. User already registered for IDeAS facility:
    i) Visit URL: https://eservices.nsdl.com
    ii) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.
    iii) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
    iv) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
    2. User not registered for IDeAS e-Services
    i) To register click on link : https://eservices.nsdl.com
    ii) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/ Secure Web/IdeasDirectReg.jsp
    iii) Proceed with completing the required fields.
    iv) Follow steps given. Alternatively by directly accessing the e-Voting website of NSDL Open URL: https://www.evoting.nsdl.com/
    i) Click on the icon "Login" which is available under 'Shareholder/Member' section. ii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
    iii) Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. Individual Shareholders holding securities in demat mode with CDSL . Existing user

who have opted for Easi / Easiest

i) Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www. cdslindia.com

ii) Click on New System Myeasi

iii) Login with your registered user id and password.

iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V) Click on e-Voting service provider name to cast your vote.

User not registered for Easi/Easiest

i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration

ii) Proceed with completing the required fields.

iii) Follow the steps given , Alternatively, by directly accessing the e-Voting website of CDSL

i) Visit URL: www.cdslindia.com

ii) Provide your demat Account Number and PAN No.

iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.

iv) After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress. Individual Shareholder login through their demat accounts / Website of Depository Participant

i) You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.

ii) Once logged-in, 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.

iii) Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL. Login type Helpdesk details Securities held with NSDL Please 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 Securities held with CDSL Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password.

They will have to follow the following process:

i. Launch internet browser by typing the URL: https://emeetings.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if

you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (az), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials. vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Godha Cabcon & Insulation- Postal Ballot" and click on "Submit"

vi. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

viii. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

ix. You may then cast your vote by selecting an appropriate option and click on "Submit".

x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).

xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to vote through Postal Ballot on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer's email id csdeepak.patil12@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of Postal Ballot and e-voting

instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Notice of Postal Ballot and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: https://karisma.kfintech.com/emailreg. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of Postal Ballot and the e-voting instructions.

12. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

13. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, February 4, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.

14. In case a person has become a member of the Company after dispatch of Postal Ballot Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399 1. Example for NSDL: 2. MYEPWD IN12345612345678 3. Example for CDSL: 4. MYEPWD 1402345612345678 5. Example for Physical: 6. MYEPWD XXXX1234567890
ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
iii. Members who may require any technical assistance or support before or during the period of Postal Ballot are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

15. 15. The results of the electronic voting shall be declared to the Stock Exchange after the closing of e voting of Postal Ballot. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

Godha Cabcon & Insulation Limited
CIN: L31909MP2016PLC041592

Register Office:- 36-D, Sector -B, Sanwer Road,Industrial Area, Indore (MP)
E-Mail:- info@godhacabcon.com Website: www.godhacabcon.com

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 & 2:

The Equity shares of your Company are listed and traded on the National Stock Exchange of India Limited ("NSE"). With a view to enhance the liquidity in the capital market, to widen shareholder base and to make the shares affordable/ accessible to small/ retail in the Stock Market, the Board of Directors has considered and approved the sub-division (stock split) of **one** equity share of the Company having a face value of Rs. 10 each into **ten** equity shares of face value of Re. 1 each subject to approval of the members and any other statutory & regulatory approvals, as may be applicable. The proposed sub-division (stock split) of shares will not have any effect/result on the voting percentage/rights of any shareholders of the Company.

The Record Date for the aforesaid sub-division of the Equity Shares will be fixed in the due course after approval of the shareholders is obtained for the proposed sub-division (stock split).

In the opinion of the Board, proposed sub-division (stock split) of the equity shares is in the best interest of the investors of the Company and therefore the Board at its meeting held on 2nd February, 2022, recommended the aforesaid sub-division (stock split) to the shareholders. Proposed sub-division (stock split) will not have any impact on the amount of authorized, subscribed and paid-up Share capital of the Company on account of sub-division (stock split) of equity shares.

Presently, the Authorized Share Capital of your company is Rs. 22,50,00,000/- (Rupees Twenty Two Crores Fifty Lacs only) divided into 2,25,00,000 (Two Crores Twenty Five Lakhs) Equity shares of Rs. 10 each (Rupees Ten Only). The issued, subscribed and paid-up capital of your Company is Rs. 22,20,80,000/- (Rupees Twenty Two Crores Twenty Lakhs Eighty Thousand Only) divided into 2,22,08,000 (Two Crores Twenty Two Lakhs Eight Thousand) Equity shares of Rs. 10 each (Rupees Ten Only) .

The sub-division (stock split) as aforesaid would require consequential amendments to the existing 5th Clause of the Memorandum of Association of the Company as set out in Item No. 2 of the Notice respectively. A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of the Postal Ballot Notice till March 11, 2022

Accordingly, Your Directors recommend the Resolution at item nos. 1 and 2 of this Notice, for your approval as Special Resolution.

None of Directors / Key Managerial Personnel of the Company or their relative is concerned or interested in the resolutions except to the extent of the equity shares held by them in the Company.

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

By order of the Board
Godha Cabcon & Insulation Limited

Place: Indore
Date: February 2, 2022

Rahul Verma
Company Secretary