



CIN : L62090MP2016PLC041592

Date: November 12, 2024

To,
The Manager
Listing Compliance Department
National Stock Exchange of India Ltd.,
Exchange Plaza, Plot no, C-1, Block G,
BandraKurla Complex, Bandra (E),
Mumbai-400051 Maharashtra, India

Reference: ISIN - INE925Y01036; Symbol-GODHA

Sub: Results of Postal Ballot & Disclosure under Regulation 30, Schedule III Part A of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")

Dear Sir,

This is further to our letter dated October 10, 2024, thereby submitting the Notice of the Postal Ballot dated October 08, 2024 issued to the Members of the Company seeking approval for :-

To approve Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.

The Resolution as set out in the Postal Ballot Notice has been approved by the Members of the Company with requisite majority. The details of the voting results, as per the requirements of Regulation 44 of the SEBI LODR Regulations are enclosed in the prescribed format along with the Scrutinizer's Report. The same is being uploaded on the website of the Company and e-voting website of CDSL.

The aforesaid may be deemed to be proceedings under Regulation 30 of the SEBI LODR Regulations.

Kindly consider and take our submission in your records.

Thanking You
Yours faithfully

For Godha Cabcon & Insulation Limited

For, GODHA CABCON & INSULATION LIMITED

DIRECTOR

Diwakar Sharma
Managing Director
DIN: 10469285

VISHAKHA AGRAWAL & ASSOCIATES

Practising Company Secretaries

301-G, Goyal Vihar, Gate No. 2,

Khajrana Road, Indore (M.P.) - 452016

E-mail: csvishakhagrawal@gmail.com

Contact No. 9424501155, 8518888114

CONSOLIDATED SCRUTINIZER'S REPORT

(In Lieu of E-Voting at the Postal Ballot)

(Pursuant to Section 108 and Section 110 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: L62090MP2016PLC041592

36-D, Sector B, Sanwer Road,

Industrial Area, Indore (M.P.) – 452006

Sub: Consolidated Scrutinizer's Report on Postal Ballot process (which includes 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.

1. I, **Vishakha Agrawal**, Proprietor of **M/s Vishakha Agrawal & Associates**, Practicing Company Secretaries, Indore (Membership No. 39298 / C.P. No. 15088) have been appointed as the Scrutinizer by the Board of **GODHA CABCON & INSULATION LIMITED** in their meeting for scrutinizing the Postal Ballot process (which includes remote e-voting) for passing the following Ordinary / Special resolutions:
 - a. Increase in Authorized Share Capital of the Company and consequent alteration in Capital Clause of the Memorandum of Association of the Company.
2. The Board had authorized Managing Director responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules for the entire postal ballot process and was severally authorized to do all things and to take all incidental and necessary steps for smooth conduct of the entire postal ballot process;
3. The Company has extended the facility of remote e-voting to the Members, by authorizing Central Depository Services Limited (CDSL) as the Authorized Agency to provide remote e-voting facility;
4. Our responsibility as a Scrutinizer for the e-voting is restricted to provide a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in Postal Ballot notice dated October 08, 2024 based on the reports generated from the e-voting system provided by (CDSL), the Authorized agency engaged to provide e-voting facilities, engaged by the company;
5. The votes cast by the Members through the remote e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL's e-voting website after the close of the remote e-voting period i.e. 17:00 hours (IST) on Saturday, November 09, 2024.

6. Scrutiny of remote e-voting commenced and ends on the same day i.e. Saturday, November 09, 2024.
7. Particulars of all the remote e-voting received from the members have been entered in the register;
8. All votes casted through remote e-voting facility from 9:00 hours IST on Friday, October 11, 2024 up to 17:00 hours IST on Saturday, November 09, 2024, the last date and time fixed by the Company for e-voting were considered for our scrutiny;
9. ~~Envelopes containing postal ballot forms received thereafter were not considered. I have not found any defaced or mutilated ballot paper.~~ (no physical postal ballot forms were dispatched to the Members in view of threat posed by COVID 19 pandemic situation)
10. With reference to the above, we submit our report as under:

On October 10, 2024, the Company has completed the procedure of sending notices (through email) to the Members of the Company whose names were appearing on the Register of Members or list of beneficiaries as on the cut-off date i.e. Friday, October 04, 2024, with Postal Ballot notice dated October 08, 2024 containing the text of the Resolutions along with the Explanatory Statements. The Notice was sent electronically to these **1,54,381** Members through email, whose email address has been registered with the Company.

Out of total **1,54,381** members, **144 members** having **1703563 equity shares** cast their votes by remote e-voting and NIL members by Postal Ballot Forms.

The result of Postal Ballot through remote e-voting is as under in respect of resolution:

Resolution No. 1 (Ordinary Resolution): Increase in Authorized Share Capital of the Company and consequent alteration in Capital Clause of the Memorandum of Association of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the rules framed thereunder, and consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 1,67,50,00,000/- (Rupees One Sixty Seven Crores Fifty Lakhs Only) divided into 1,67,50,00,000 (One Sixty Seven Crores Fifty Lakhs) equity shares of face value of Rs. 1/- (One Rupee) each to 2,17,50,00,000/- (Rupees Two Hundred Seventeen Crore Fifty Lakhs Only) divided into 2,17,50,00,000 (Two Hundred Seventeen Crore Fifty Lakhs) equity shares of face value of Rs. 1/- (One Rupees) each and that clause V of Memorandum of Association be altered accordingly.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorized share capital of the company is Rs.2,17,50,00,000/- (Two Hundred Seventeen Crore Fifty Lakhs Rupees) divided into 2,17,50,00,000 (Two Hundred Seventeen Crore Fifty Lakhs) of Rs. 1/- (Indian Rupees One only) each.

RESOLVED FURTHER THAT any director and/or company secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	600	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	600	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-VOTING	666239400	1703563	0.2557	1695253	8310	99.5122	0.4878
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL	666239400	1703563	0.2557	1695253	8310	99.5122	0.4878
Public-Institutions	E-VOTING		0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT (if applicable)		0	0.00	0	0	0.00	0.00
	TOTAL		0	0.00	0	0	0.00	0.00
TOTAL		666240000	1703563	0.2557	1695253	8310	99.5122	0.4878
Whether ordinary resolution passed or not							Yes	

In view of the above scrutiny, we hereby certify that the above Ordinary Resolution has been passed with requisite majority on November 09, 2024. And that 137 members have casted their vote in favor of the resolution and 7 members have casted their vote against the resolution.

- We have today handed over all the relevant papers/records and document for safe custody to **Mr. Diwakar Sharma (DIN: 10469285)**, Managing Director of the Company who is authorized by the Board to supervise the Postal Ballot process.

You may accordingly declare the result of Postal Ballot.

Thanking you,

FOR VISHAKHA AGRAWAL & ASSOCIATES
Practicing Company Secretaries

Vishakha Agrawal Digitally signed by
Vishakha Agrawal
Date: 2024.11.11
16:59:31 +05'30'

VISHAKHA AGRAWAL
M.No: 39298, C.P. No. 15088
UDIN: A039298F002036854

Place: INDORE
Date: 11th November 2024

FOR GODHA CABCON & INSULATION LIMITED

Diwakar Sharma Digitally signed by
Diwakar Sharma
Date: 2024.11.12
12:54:14 +05'30'
MR. DIWAKAR SHARMA
DIN: 10469285