

AURI GROW INDIA LIMITED

CIN: L68100MP2016PLC041592

Registered office - 36-D, Sector-B, Industrial Area, Sanwer Road, Indore – 452 006, India.

Corporate office: Unit No 833 - Block A 8th Floor West Bank, Opp City Gold Cinema Ashram Road,
Ashram Road P.O, Ahmedabad, Gujarat, India, 380009

T. +91 9033300820 E. compliance.godhacabcon@gmail.com W. www.aurigrow.com

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Saturday, January 24, 2026 (from 9:00 A.M)	Sunday, February 22, 2026 (till 5.00 p.m.)

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below is proposed to be passed by the members of the Company, through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Board of Directors has appointed Vishakha Agrawal and Associates, Practicing Company Secretaries as scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and 110 of the Act(s), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements), 2015 ("Listing Regulations") the Company is providing e-voting facility to its members for voting on the resolution contained in this Postal Ballot Notice through Central Depository Services (India) Limited (CDSL). The members can vote on the resolutions through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in Postal Ballot Notice would only be taken through the remote e-voting system as per the MCA Circulars. During the e-voting period, members of the company, holding shares either in physical form or in dematerialized form, as on Friday, January 16th, 2026 can cast their vote electronically. The remote e-voting facility will be available from 9:00 Hours (IST) on Saturday, January 24, 2026 up to Sunday,

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February 22, 2026 (till 5.00 p.m.), failing which it will be considered that no vote has been received from the shareholder. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 2 working days from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated to www.nseindia.com and also be displayed on the Company’s website www.aurigrow.com

The last date of e-voting, i.e. Sunday, February 22, 2026 (till 5.00 p.m.) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

ITEM NO. 1 TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. AYUSH PATEL (DIN: 10848330) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ayush Patel (DIN: 10848330), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional, Non - Executive Independent Director under section 161(1) of the Act, designated as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Non - Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from 19th November, 2026 up to 18th November, 2030.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Ayush Patel (DIN: 10848330), be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

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ITEM NO. 2 TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. BHARAT BABUBHAI SAKARIYA (DIN: 10849027) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Bharat Babubhai Sakariya (DIN: 10849027) who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional, Non - Executive Independent Director under section 161(1) of the Act, designated as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Non - Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from 19th November, 2025 up to 18th November, 2030.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Bharat Babubhai Sakariya (DIN: 10849027), be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

ITEM NO. 3 TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. SNEHAL SANJAY CHAVAN (DIN: 11309578) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Snehal Sanjay Chavan (DIN: 11309578) who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional, Non-executive Director under section 161(1) of the Act, designated as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company, not

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liable to retire by rotation, for a term of five consecutive years, i.e., with effect from 19th November, 2025 up to 18th November, 2030.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Bharat Babubhai Sakariya (DIN: 10849027), be paid such fees and remuneration as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

ITEM NO. 4 TO CONSIDERED AND APPROVED APPOINTMENT OF MR. TILAK SATISHBHAI PATEL (DIN: 10886310) AS MANAGING DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass the following as an ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the Members be and is hereby accorded to regularize and change the designation of Mr. Tilak Satishbhai Patel (DIN: 10886310) to Managing Director of the Company for a period of Five years with effect from 21st January, 2026, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to Board, to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Tilak Satishbhai Patel, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the tenure of the MD, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay to the MD, the agreed remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the Explanatory Statement annexed to the Notice convening this Meeting and that the perquisites pertaining to contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Leave Encashment shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013.

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RESOLVED FURTHER THAT any of the directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

Registered Office:

36-D, Sector B, Sanwer Road, Industrial Area, Indore
– 452006.

By order of the Board

Auri Grow India Limited
(Formerly Known as Godha Cabcon
& Insulation Limited

Place: Indore

Date: 21st January, 2026

PratikKumar Ketanbhai Patel

Director

DIN: 11052043

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Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. It also contains all the disclosures as specified in the Act, Listing Regulations and MCA Circulars.
2. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), (NSDL together with CDSL, (the “Depositories”) and is available with the Company as on Friday, 16th January, 2026. A copy of this Postal Ballot Notice will also be available on the website of the Company the relevant section of the websites of the Stock Exchange on which the Equity Shares of the Company are listed and the website of Central Depository Services (India) Limited (“CDSL”)
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on Friday, 16th January, 2026 A person who is not a shareholder on this date should treat this notice for information purpose only.
4. The Company is sending Postal Ballot Notice in electronic form only. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the MCA Circulars.
5. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of "Listing Regulations". The Company has provided the facility to the members to vote on the resolution through the e-voting facility arranged by Central Depository Services (India) Limited (“CDSL”). The instructions for e-voting are annexed to this Postal Ballot Notice. All the members are requested to cast their votes only through remote e-voting. A member cannot exercise vote by sending physical Postal Ballot.
6. The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 2 working days from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated to NSE India (“NSE”), and also be displayed on the Company’s website www.aurigrow.com The last date of e-voting, i.e. Sunday, February 22, 2026 (till 5.00 p.m.) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
7. All the material documents referred to in the explanatory statement will be available or inspection electronically and at the registered office of the Company, during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting. Members seeking electronic inspection of such documents can send an email to www.aurigrow.com
8. **General information and instructions relating to e-voting.**
Pursuant to the provisions of Section 108 of the Act read with the Rules thereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to its members in respect of the resolution proposed to be passed in terms of Postal Ballot Notice. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the Authorized Agency

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to provide e-voting facilities. The e-voting facility will be available during the following voting period:

- a) Commencement of e-voting: Saturday, January 24, 2026 (from 9.00 AM)
- b) End of e-voting: Sunday, February 22, 2026 (till 5.00 p.m.)
- c) The cut-off date for the purpose of e-voting is Friday, January 16th, 2026
- d) This communication forms an integral part of the Postal Ballot Notice, which is enclosed herewith and is also made available on the website of the Company www.aurigrow.com.
- e) Please read the instructions for e-voting given below before exercising the vote

CDSL e-Voting System – For Remote e-voting or postal ballot

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Saturday, January 24, 2026 at 9:00A.M.(IST) and ends Sunday, February 22, 2026 at 5:PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, January 16th, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

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Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. Individual</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e- Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under</p>

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	<p>‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can 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

(iv) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Department (Applicable for both demat shareholders as well as physical shareholders) *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. *If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

AURI GROW INDIA LIMITED

(Formally known as GODHA CABCON & INSULATION LIMITED)

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Corporate office: Unit No 833 - Block A 8th Floor West Bank, Opp City Gold Cinema Ashram Road,
Ashram Road P.O, Ahmedabad, Gujarat, India, 380009

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(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance.godhacabcon@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e- Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e- Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

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ANNEXURE TO NOTICE

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

ITEM NO: 1

The Board of Directors of the Company (“Board”), based on the recommendation of the Nomination and Remuneration Committee of the Board (“NRC”) and subject to the approval of the members of the Company, appointed Mr. Ayush Patel (DIN: 10848330) as an Additional Director (Non-Executive, Independent), of the Company, with effect from 19th November, 2025, for a period of 5 (five) consecutive years i.e., up to 18th November, 2030 (both days inclusive), not liable to retire by rotation. Mr. Ayush Patel has consented to be an Independent Director of the Company and has also submitted the necessary disclosures and declarations as required for such appointment. Mr. Ayush Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“Act”). The Company has received notice as per Section 160 of the Act from Mr. Ayush Patel (DIN: 10848330), signifying his candidature for appointment as an Independent Director of the Company. The desired attributes required of an Independent Director were identified based on the evaluation of the balance of skills, knowledge, and experience on the Board, by the NRC. Based on the same, the NRC recommended the appointment of Mr. Ayush Patel as an Independent Director of the Company. In the opinion of the Board, Mr. Ayush Patel fulfils the criteria of independence as prescribed in the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Ayush Patel skills, background and experience are aligned to the said attributes.

The resolution seeks approval of the members of the Company by way of a Ordinary resolution for the appointment of Mr. Ayush Patel as an Independent Director of the Company.

ITEM NO. 2:

The Board of Directors of the Company (“Board”), based on the recommendation of the Nomination and Remuneration Committee of the Board (“NRC”) and subject to the approval of the members of the Company, appointed Mr. Bharat Babubhai Sakariya (DIN: 10849027) as an Additional Director (Non-Executive, Independent), of the Company, with effect from 19th November, 2025, for a period of 5 (five) consecutive years i.e., up to November 18th, 2030 (both days inclusive), not liable to retire by rotation. Mr. Bharat Babubhai Sakariya has consented to be an Independent Director of the Company and has also submitted the necessary disclosures and declarations as required for such appointment. Mr. Bharat Babubhai Sakariya is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“Act”). The Company has received notice as per Section 160 of the Act from Mr. Bharat Babubhai Sakariya (DIN: 10849027), signifying his candidature for appointment as an Independent Director of the Company. The desired attributes required of an Independent Director were identified based on the evaluation of the balance of skills, knowledge, and experience on the Board, by the NRC. Based on the same, the NRC recommended the appointment of Mr. Bharat Babubhai Sakariya as an Independent Director of the Company. In the opinion of the Board, Mr. Bharat Babubhai Sakariya fulfils the criteria of independence as prescribed in the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board

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noted that Mr. Bharat Babubhai Sakariya skills, background and experience are aligned to the said attributes.

The resolution seeks approval of the members of the Company by way of a Ordinary resolution for the appointment of Mr. Bharat Babubhai Sakariya as an Independent Director of the Company.

ITEM NO. 3:

The Board of Directors of the Company (“Board”), based on the recommendation of the Nomination and Remuneration Committee of the Board (“NRC”) and subject to the approval of the members of the Company, appointed Ms. Snehal Sanjay Chavan (DIN 11309578) as an Additional Director (Non-Executive, Independent), of the Company, with effect from 19th November, 2025, for a period of 5 (five) consecutive years i.e., up to 18th November, 2030 (both days inclusive), not liable to retire by rotation. Ms. Snehal Sanjay Chavan has consented to be an Independent Director of the Company and has also submitted the necessary disclosures and declarations as required for such appointment. Ms. Snehal Sanjay Chavan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“Act”). The Company has received notice as per Section 160 of the Act from Ms. Snehal Sanjay Chavan (DIN 11309578), signifying his candidature for appointment as an Independent Director of the Company. The desired attributes required of an Independent Director were identified based on the evaluation of the balance of skills, knowledge, and experience on the Board, by the NRC. Based on the same, the NRC recommended the appointment of Ms. Snehal Sanjay Chavan as an Independent Director of the Company. In the opinion of the Board, Ms. Snehal Sanjay Chavan fulfils the criteria of independence as prescribed in the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Ms. Snehal Sanjay Chavan skills, background and experience are aligned to the said attributes.

The resolution seeks approval of the members of the Company by way of an Ordinary resolution for the appointment of Ms. Snehal Sanjay Chavan as an Independent Director of the Company.

ITEM 4:

The Board, based on the recommendations of the Nomination and Remuneration Committee, subject to the approval of the Members of the Company, also approved appointed Mr. Tilak Satishbhai Patel (DIN: 10886310) as the Managing Director- Executive Director, for a term of 5 (Five) years effective 21st January, 2026, subject to the approval of the Members of the Company.

Mr. Tilak Satishbhai Patel (DIN: 10886310) has given his consent to act as the Managing Director-Executive Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for his appointment as Managing Director. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Tilak Satishbhai Patel (DIN: 10886310) for the office of a Director of the Company. The remuneration proposed to be paid to Mr. Tilak Satishbhai Patel is Rs.6,00,000 /- per annum including all perquisites.

MINIMUM REMUNERATION

In any financial year, if the Company has no profits or its profits are inadequate, the Company shall pay the remuneration to the Director in accordance with the provisions of Section 197 read with Schedule

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V of the Act and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

As required by Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below:

S. No.	Particulars	Details
1	Reason for change viz. Appointment	Appointment as Managing Director of the company.
2.	Date of Appointment/ cessation (as applicable) and term of appointment	21/01/2026 (Appointment as Managing Director) For a period of five years subject to the approval of shareholders
3.	Brief Profile (In case of appointment)	Mr. Tilak Satishbhai Patel is a self-employed professional with hands-on experience in managing business operations. He possesses practical knowledge of administration, decision-making, and operational management. His entrepreneurial mindset and understanding of business processes contribute positively to the strategic growth and governance of the Company. Mr. Tilak Satishbhai Patel have wide knowledge in the field of Finance and Marketing.
4.	Disclosure of Relationship between Directors (in case of appointment of Director)	He is not related to any Directors of the company
5.	Declaration pursuant to BSE Circular No. LIST/COMP/14/2018- 19 dated June 20, 2018,	Mr. Patel Tilak Satishbhai is not debarred from holding office of the Managing Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority

The Board of Directors recommends the resolution at item no. 4 to be passed as Ordinary Resolution.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item no. 4 above, except to the extent of their shareholding, if any.

Registered office:

36-D, Sector B, Sanwer Road, Industrial Area, Indore
– 452006.

By order of the Board

Auri Grow India Limited
(Formerly Known as Godha Cabcon
& Insulation Limited

Place: Indore

Date: 21st January, 2026

Pratik Kumar Ketanbhai Patel

Director

DIN: 11052043)

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