GODHA
Cabcon & Insulation Ltd.

August 28,2020

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

NSE SYMBOL: GODHA

Sub.: Intimation about seeking of approval of the Members of the Company through Postal Ballot.

Dear Sir / Madam,

We wish to inform you that the Company has on Friday, August 28, 2020, completed 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 Friday,August 21,2020 through (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 to migrate the Company currently listing from EMERGE Platform of NSE Limited (NSE EMERGE) to the Main Board of NSE Limited

The Company has engaged the services of KFin Technologies Private Limited ("KFin") for providing the e-voting facility and the e-voting period will commence from **9:00 A.M.(IST) on Saturday, August 29, 2020**. and willend on **5:00 P.M. (IST) on Sunday, September 27, 2020**. The results of the Postal Ballot will be announced on Tuesday September 29,2020.

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.comand also on website of KFin Technologies Private Limited ("KFin") i.e.https://evoting.karvy.com

Kindly take the same on record.

Thank you,

Yours truly

For Godha Cabcon & Insulation Limited

GODHA CABCON AND INSULATION LTD.

Shivani Gupta
Company Secretary
M. No. : A34141
Encl: as above

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 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), read with rule 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, respectively, 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 thereunder,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 September 30, 2020 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 email 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 is 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.

The Board of Directors of the Company, at its meeting held on Thursday, August 20, 2020 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, 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.

The Scrutinizer after completion of scrutiny will submit his/ her report on Postal Ballot to the Directors or Company Secretary 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 September 29, 2020 and will be uploaded on the website of the Company (www.godhacabcon.com) and communicated to the Stock Exchanges on which the Company is listed. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Directors/ Company Secretary on or before September 29, 2020.

Special Business requiring consent of shareholders through Postal Ballot:

1. **Migration of Listing/ Trading of Equity Shares of the Company from SME Platform (EMERGE) of National Stock Exchange of India Limited (NSE) to Main Board of NSE.**

   To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Regulation 277 (Chapter IX) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 and other applicable provisions of the Companies Act 2013 and the rules framed there under (including any statutory modification or re-enactment thereof) the consent of the applicable regulatory authorities members of the Company be and is hereby accorded to migrate the Company currently listing from EMERGE Platform of NSE to the Main Board of N Limited."

RESOLVED FURTHER THAT for the purpose of giving effect to resolution the Mr. Dipesh Godha (DIN: 07529876) Director & CEO or Mrs. Shivani Gupta, Company Secretary of the Company be and are hereby authorized jointly and severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange, Securities and Exchange Board of India, Registrar of Companies and any other authorities to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's currently listing from EMERGE Platform of NSE to the Main Board of NSE Limited.

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized jointly and/or severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

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

By order of the Board
For Godha Cabcon & Insulation Ltd

GODHA CABCON AND INSULATION LTD.

Shivani Gupta
Company Secretary

Place: Indore
Date: August 20,2020

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, August 21, 2020 ("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 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. Saturday, September 27, 2020.

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 9:00 A.M.(IST) on Saturday, August 29, 2020 End of remote e-voting Upto 5:00 P.M. (IST) on Sunday, September 27, 2020

9. The remote e-voting module shall be disabled by , KFin Technologies Private Limited KFin/RTA for voting at 5:00 P.M. (IST) on Sunday, September 27, 2020. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

The procedure and instructions for remote e-voting are as follows:

a. Launch the internet browser by typing the URL https://evoting.karvy.com;

b. Enter the login credentials (i.e., user ID and password). However, if you are already registered with , KFin Technologies Private Limited (KFin/RTA) for remote e-voting, you can use your existing user ID and password for casting your vote;

User ID	For members holding shares in demat form: - i. For NSDL: - 8 Character DP ID followed by 8-digit Client ID ii. For CDSL: - 16 digits Beneficiary ID / Client ID iii. For members holding shares in

	physical form: - E-Voting Event Number ("EVENT") followed by folio no. registered with the Company
Password	Your existing password/ unique password provided in the e-mail forwarding the electronic notice

b. After entering these details appropriately, click on "LOGIN";

c. You will now reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum eight characters with at least one upper case (AZ), one lower case (a-z), one numeric value (0-9) and one 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;

d. After changing password, you need to login again with the new credentials;

e. On successful login, the system will prompt to select the EVENT for Godha Cabcon & Insulation Limited;

f. On the voting page, enter the number of shares (which represents the number of votes) as on the cutoff date under each of the heading of the resolution and cast your vote by choosing the "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 on Friday, August 21, 2020. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to the resolution and "AGAINST" implies dissent to the resolution. 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;

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

h. 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;

i. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.

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

k. Corporate/ institutional members (i.e., other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (in pdf format) of the board resolution/ authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at cspatil.deepak12@gmail.com with a copy marked to evoting@karvy.com and compliance.godhacabcon@gmail.com. The scan image of the above-mentioned documents should be in the naming format "Corporate Name EVENT";

l. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

m For any query or grievance pertaining to remote e-voting, members may write to Company at compliance.godhacabcon@gmail.com or may contact Mr. V. Raghunath, Deputy Manager-Corporate Registry–KFin Technologies Private Limited (KFin), Unit Neuland Laboratories Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Gachibowli, Nanakramguda, Hyderabad - 500032, Tel. No.: +91 40 6716 1606/1776 or send an e-mail at einward.ris@kfintech.com or raghu.veedha@kfintech.com or may contact at their Toll Free No.: 1-800-34-54-001 for any further clarifications. Further, members may also visit Help & FAQs section available at , KFin Technologies Private Limited (KFin's/RTA) website https://evoting.karvy.com

10. ALL relevant documents referred to in the explanatory statement to this Notice will be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of the last date for receipt of votes by remote e-voting i.e., Sunday, September 27, 2020. Further, any query in relation to the resolution proposed to be passed by postal ballot may be addressed to the Company Secretary of the Company compliance.godhacabcon@gmail.com.

11. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and SEBI Listing Regulations the details pertaining to this Postal Ballot will be published in one national daily newspaper circulating throughout India (in English language) and one daily newspaper circulating in Indore.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1: Migration of Listing/ Trading of Equity Shares of the Company from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE.

As members are aware, that the Company is listed on the, on EMERGE Platform of National Stock Exchange of India Limited ("NSE"). (w.e.f. May 11,2018) By SME listing of two years, the Company has gained a good experience in terms of corporate governance practices and board procedures. On the other side business of the Company has also been increased rapidly on cable and conductor sector. The listing of the Company has helped your Company in many aspects like enhanced branding, better transparency and accountability and overall wealth creation of the stakeholders.

As per the regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with National Stock Exchange (NSE) circular NSE/SME/37551 dated April 18, 2018, An issuer whose specified securities are listed on a SME Platform can migrate to the Main Board after completion of two years of listing on SME platform if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and subject to fulfillment of other Main Board listing conditions.

Your Company has been listed and traded on the on EMERGE Platform of National Stock Exchange of India Limited ("NSE"). () for more than two years and hence eligible to migrate to the Main Board of National Stock Exchange of India (NSE) as per guidelines specified by

SEBI vide their circular dated 18th may, 2010 and as per the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018 listing on the Main Board of National Stock Exchange Limited. The Board of Directors vide their meeting held on July 25,2020 proposed to migrate from EMERGE Platform of National Stock Exchange of India ("NSE").) to Main Board of National Stock Exchange of India Limited (NSE) as it will enhance participation of retail investors in large numbers and overall market capitalization of the Company may also get increased.

The members are therefore, requested to accord their approval for the purpose of migration of the Company's present listing from on EMERGE Platform of National Stock Exchange of India ("NSE"). to Main Board of National Stock Exchange of India Limited (NSE) as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof is or are interested, financially or otherwise in the aforesaid resolution except to their shareholding, if any, in the company in the resolution set out in Item No. 1.

Hence the aforesaid resolution is placed before the shareholders of the Company for their consent through Postal Ballot under Section 110 of the Companies Act, 2013.

Board of Directors of your Company recommends passing resolution set out in Item No. 1 of the Notice as Special Resolution.

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

Place: Indore
Date: August 20,2020

By order of the Board
For Godha Cabcon & Insulation Ltd

GODHA CABCON AND INSULATION LTD.

Shivani Gupta
Company Secretary