GODHA
Cabcon & Insulation Ltd.

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

Date: September 27, 2019

NSE SYMBOL: GODHA

Sub: Declaration of Remote E-voting and Poll results- Compliance with Regulation 44 (3) of SEBI (LODR) Regulation, 2015 in relation to the 3rd Annual General Meeting held on 26th September, 2019.

Dear Sir,

With reference to the captioned subject, we are enclosing herewith the details of voting results (remote e-voting and by poll) of the 3rd Annual General Meeting of the Company held on Thursday, 26th September, 2019 at 2:00 P.M. and concluded at 3:00 P.M. at the registered office of the Company situated at 36-D, Sector B, Industrial Area, Sanwer Road, Indore (M.P.)-452006.

Kindly, note that the Chairman has declared the result of voting of the aforesaid Annual General Meeting on the basis of report submitted by the Scrutinizer for remote e-voting and poll for the abovementioned purpose.

We are enclosing the Scrutinizer Report and request you to please take the same on your records for reference and further needful.

Thank you,

Yours truly,

ForGodha Cabcon & Insulation Limited

GODHA CABCON AND INSULATION LTD.

Dipesh Godha
Chairman
DIN:-07529876

GODHA
Cabcon & Insulation Ltd.

Enclosed as above:

1. E-voting Results as per Annexure I of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015
2. Scrutinizers Report on e-voting
3. Scrutinizers Report on Poll
4. Combined Report of Scrutinizer



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

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Annexure I

Voting Results

Date of the AGM	26thSeptember, 2019
Total number of shareholders on record date	174
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 10 (Personally)
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public	 NIL NIL

1. **Agenda- 1.**To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2019 including the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss Accounts and Cash flow statement for the year ended on that date along with reports of the Board of Director's and the Auditors thereon.

Resolution required: (Ordinary/ Special)				Ordinary 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 favour (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 and Promoter Group	E-Voting	0	0	0%	0	0	0	0%
	Poll	8100000	8100000	100%	8100000	0	100%	0%
	Total	**8100000**	**8100000**	**100%**	**8100000**	**0**	**100%**	**0%**

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CIN-L31909MP2016PLC041592

Public-Institutions	E-Voting	0	0	0%	0	0	0	0%
	Poll	0	0	0%	0	0	0	0%
	Total	**0**	**0**	**0%**	**0**	**0**	**0**	**0%**
Public-Non Institutions	E-Voting	0	0	0%	0	0	0	0%
	Poll	3004000	228485	7.60%	228485	0	100%	0%
	Total	**3004000**	**228485**	**7.60%**	**228485**	**0**	**100%**	**0%**
Total		11104000	8328485	**75.00%**	8328485	**0**	**100%**	**0%**

Agenda- 2. To appoint Mrs. Madhu Godha (DIN-07607783), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s)

Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the Directors, Key Managerial Personnel, and their relatives is in any way concerned or interested in the 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 favour (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 and Promoter Group	E-Voting	0	0	0%	0	0	0	0%
	Poll	8100000	8100000	100%	8100000	0	100%	0%
	Total	**8100000**	**8100000**	**100%**	**8100000**	**0**	**100%**	**0%**
Public-Institutions	E-Voting	0	0	0%	0	0	0	0%
	Poll	0	0	0%	0	0	0	0%
	Total	**0**	**0**	**0%**	**0**	**0**	**0**	**0%**

Public-Non Institutions	E-Voting	0	0	0%	0	0	0	0%
	Poll	3004000	228485	7.60%	228485	0	100%	0%
	Total	**3004000**	**228485**	**7.60%**	**228485**	**0**	**100%**	**0%**
Total		11104000	8328485	**75.00%**	8328485	**0**	**100%**	**0%**

Agenda- 3. To approve for loans, investments, guarantee or security under section 185 of Companies act, 2013

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the Directors, Key Managerial Personnel, and their relatives is in any way concerned or interested in the 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 favour (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 and Promoter Group	E-Voting	0	0	0%	0	0	0	0%
	Poll	8100000	8100000	100%	8100000	0	100%	0%
	Total	**8100000**	**8100000**	**100%**	**8100000**	**0**	**100%**	**0%**
Public-Institutions	E-Voting	0	0	0%	0	0	0	0%
	Poll	0	0	0%	0	0	0	0%
	Total	**0**	**0**	**0%**	**0**	**0**	**0**	**0%**

GODHA CABCON AND INSULATION LTD.

Public-Non Institutions	E-Voting	0	0	0%	0	0	0	0%
	Poll	3004000	228485	7.60%	228485	0	100%	0%
	Total	**3004000**	**228485**	**7.60%**	**228485**	**0**	**100%**	**0%**
Total		11104000	8328485	**75.00%**	8328485	**0**	**100%**	**0%**

ForGodha Cabcon & Insulation Limited

GODHA CABCON AND INSULATION LTD.

Dipesh Godha
Chairman
DIN:-07529876

Deepak Patil & Co.
Practicing Company Secretary

CS Deepak Patil
M. Com, FCS

111, Lalaram Nagar,
Indore (M.P.) India
Mob: 98275-96901
Email:csdeepak.patil12@gmail.com

Report of Scrutinizer(s)

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 made there under]

To,
The Chairman
Godha Cabcon & Insulation Limited
36-D, Sector B, Sanwer Road, Industrial Area,
Indore (M.P.) - 452006

Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time for the Annual General Meeting of the company Godha Cabcon & Insulation Limited held on Thursday, 26th September, 2019.

Dear Sir,

I, Deepak Patil, Proprietor of M/s Deepak Patil & Co., a Practicing Company Secretary, appointed as a Scrutinizer of **Godha Cabcon & Insulation Limited** ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of **Godha Cabcon & Insulation Limited**, to be held on 26th day of September, 2019 at 2.00 P.M. 6-D, Sector B, Sanwer Road, Industrial Area, Indore (M.P.) – 452006.

The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rules made there under, in relation to E-voting on the resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for E-voting process at the AGM is restricted to Scrutinizer's Report of the votes cast "in favour" or

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"Against" the resolutions stated above, based on the reports generated from the E-voting system provided by Karvy Computershare Private Limited.

Further to the above, I submit my report as under:

1. The Company has availed E-voting facility offered by Karvy Computershare Private Limited for providing the E-Voting Platform for conducting E-voting for the shareholders of the Company.

2. The E-voting period remained open from 23rd September, 2019 (09.00 A.M.) up to 25th September, 2019 (05.00 P.M.) and the Karvy E-voting platform was blocked thereafter.

3. The shareholders holding shares as on the "cut off" date i.e 21st September, 2019 were entitled to vote on the proposed resolutions (Item no. 1-3 as set out in the notice of the Annual General Meeting of **Godha Cabcon & Insulation Limited**).

4. The votes were unblocked on 26th September, 2019 around 03.00 P.M. in the presence of two witnesses Mr. Roshan Jain and Ms. Priyanshi Chouksey who were/are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature
(Mr. Roshan Jain)

Signature
(Ms. Priyanshi Chouksey)

5. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website Karvy Computershare Private Limited (https://evoting.karvy.com/common/Details.aspx).

6. The Result of the **e-voting** is as under:

a) **Resolution No. 1** – To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2019 including the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss

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Accounts and Cash flow statement for the year ended on that date along with reports of the Board of Director's and the Auditors thereon.

i. Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

ii. Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

b) **Resolution No. 2** – To appoint Mrs. Madhu Godha (DIN-07607783), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s)

i. Vote in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

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ii. Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. **Invalid** votes:

Total numbers of members and whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

c) **Resolution No. 3** – To approve for loans, investments, guarantee or security undef section 185 of Companies act, 2013

i. Vote in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

ii. Voted **against** the resolution:

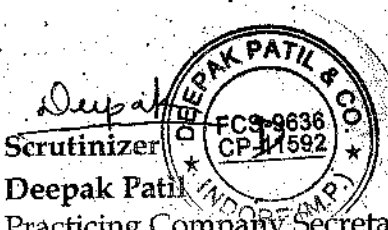
Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

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iii. **Invalid** votes:

Total numbers of members and whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Thanking You,
Yours faithfully,



Scrutinizer
Deepak Patil
Practicing Company Secretary
Membership No.: 9636, CP No: 11592

Place: Indore
Date: 27th September, 2019

Deepak Patil & Co.
Practicing Company Secretary

CS Deepak Patil
M. Com, FCS

111, Lalaram Nagar,
Indore (M.P.) India
Mob: 98275-96901
Email:csdeepak.patil12@gmail.com

FORM NO.MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013]
[Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Godha Cabcon & Insulation Limited
36-D, Sector B, Sanwer Road, Industrial Area,
Indore (M.P.) - 452006

03rd Annual General Meeting of Equity Shareholders of **Godha Cabcon & Insulation Limited** held on Thursday, 26th September 2019 at 02:00 P.M at the registered office of the company situated at 36-D, Sector B, Sanwer Road, Industrial Area, Indore (M.P.) – 452006.

Dear Sir,

I **Deepak Patil, Proprietor of M/s Deepak Patil & Co.,** Company Secretaries Indore, appointed as scrutinizer on 22nd August, 2019, pursuant to the authority granted by the Board of Directors for the purpose of poll taken on the below resolution(s) at 03rd Annual General Meeting of Equity Shareholders of **Godha Cabcon & Insulation Limited (CIN: L31909MP2016PLC041592)** held on Thursday, 26th September 2019 at 2:00 P.M, at registered office situated at 36-D, Sector B, Sanwer Road, Industrial Area, Indore (M.P.) – 452006.

I hereby to submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 01 ballot boxes kept for polling papers were locked in my presence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar

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and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is annexed Resolution wise.

"RESULT OF POLL"

RESOLUTION NO. 1: ORDINARY RESOLUTION

To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2019 including the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss Accounts and Cash flow statement for the year ended on that date along with reports of the Board of Director's and the Auditors thereon:

i) Voted **in Favour** of Resolution

Number of Members present and Voting (In person or proxy)		Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Voters Cast
(Personally Present)	**10**	**8328485**	**100**
(Proxy)	**0**	**0**	**0**

ii) Voted **against** the Resolution

Number of Members present and Voting (In person or proxy)		Number of Votes Cast against the Resolution	% of the total number of Valid Voters Cast
(Personally Present)	**10**	**0**	**0**
(Proxy)	**0**	**0**	**0**

iii) **Invalid** Votes

Total Number of members (In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
0	**0**

DEEPAK PATIL & CO. FCS 9636 CP 11592 INDORE (M.P.)

RESOLUTION NO. 2: ORDINARY RESOLUTION

To appoint Mrs. Madhu Godha (DIN-07607783), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s).

i) Voted **in Favour** of Resolution

Number of Members present and Voting (In person or proxy)		Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Voters Cast
(Personally Present)	**10**	**8328485**	**100**
(Proxy)	**0**	**0**	**0**

ii) Voted **against** the Resolution

Number of Members present and Voting (In person or proxy)		Number of Votes Cast against the Resolution	% of the total number of Valid Voters Cast
(Personally Present)	**10**	**0**	**0**
(Proxy)	**0**	**0**	**0**

iii) **Invalid** Votes

Total Number of members (In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
0	**0**

RESOLUTION NO. 3: SPECIALS RESOLUTION

To approve for loans, investments, guarantee or security under section 185 of Companies act, 2013.

i) Voted **in Favour** of Resolution

Number of Members present and Voting (In person or proxy)		Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Voters Cast
(Personally Present)	**10**	**8328485**	**100**
(Proxy)	**0**	**0**	**0**

DEEPAK PATIL & CO. FCS-9636 CP-11592 INDORE (M.P.)

ii) Voted **against** the Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast against the Resolution	% of the total number of Valid Voters Cast
(Personally Present) 10	**0**	**0**
(Proxy) 0	**0**	**0**

iii) Invalid Votes

Total Number of members (In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
0	**0**

5. Soft Copy in Compact Disk (CD) containing a List of Equity Shareholder who voted "FOR" & "ACAINST" and those whose votes were declared invalid for each resolution has been sent by E-mailed to the Company Secretary.

6. The Poll Paper and all other relevant records were sealed and handed over to the Company Secretary for keeping in safe record.

For Deepak Patil & Co.
Company Secretaries

DEEPAK PATIL & CO. FCS-9636 CP-11592 INDORE (M.P.)

(CS Deepak Patil)
Proprietor
(ACS-9636, CP:-11592)

Date: September 27, 2019
Place: Indore

We undersigned Witness that the polling boxes were opened in our presence on 26th September, 2019 at Annual General Meeting of the Company.

Mr. Roshan Jain S/o Mr.Rajesh Kumar Jain Address: 394, Mahalaxmi Nagar, Indore	**Ms. Priyanshi Chouksey D/o Mr. K.L. Chouksey** Address: 6, Navratan Bagh, Indore 452001

DEEPAK PATIL & CO. FCS-9936 CP-11592 INDORE (M.P.)

Deepak Patil & Co.
Practicing Company Secretary

CS Deepak Patil
M. Com, FCS

111, Lalaram Nagar,
Indore (M.P.) India
Mob: 98275-96901
Email:csdeepak.patil12@gmail.com

Combined Report of Scrutinizer for E-Voting and Poll
Godha Cabcon & Insulation Limited

To,
The Chairman
Godha Cabcon & Insulation Limited
03rd Annual General Meeting
36-D, Sector B, Sanwer Road, Industrial Area,
Indore (M.P.) - 452006

SUBJECT: Passing of Resolutions through E-Voting and poll conducted at 03rd Annual General Meeting of **Godha Cabcon & Insulation Limited** held on Thursday, 26th day of September, 2019 at 2.00 P.M.

Dear Sir,

1. I, Deepak Patil, Practicing Company Secretary, has been appointed as a Scrutinizer by -

   (i) The Board of Directors of **Godha Cabcon & Insulation Limited** (the Company) for the purpose of scrutinizing the E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 Companies (Management and Administration) Rules, 2014 as amended from time to time and

   (ii) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21 of Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the Annual General Meeting of the members of the Company held on Thursday, 26th day of September, 2019 at 2.00 P.M. at the Registered office of the Company at 36-D, Sector B, Sanwer Road, Industrial Area, Indore (M.P.) – 452006.

2. The Management of the Company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended from time to time relating to the e-voting and Poll on the resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for e-voting process and for Poll at the AGM is restricted to

DEEPAK PATIL & CO. * FCS 9636 CP 17592 * INDORE (M.P.)

Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited and also at the time of Poll at AGM.

3. The voting rights were reckoned on 21st September, 2019 being the cut-off date for the purpose of deciding the entitlements of members at the e-voting and voting at the meeting.

4. The Company had taken the services of Karvy Computershare Private Limited for providing the E-Voting Platform.

5. E-Voting platform remained open from 23rd September, 2019 (09.00 A.M.) up to 25th September, 2019 (05.00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and /or Special Resolutions, on the e-voting platform provided by Karvy Computershare Private Limited.

6. I have issued separate Scrutinizer's Report dated 27th September, 2019 on the E-voting and 27th September, 2019 on the Poll on the resolutions contained in the Notice to the AGM. As requested by Management, I submit herewith my combined report on the results of e-voting together with that of Poll as under-

Item No. of Notice	Particular of business	Votes in favour of resolution		Votes against the resolution		Invalid votes	
		Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	Nos.	% of total number of invalid votes cast
Item No. 1 of the Notice (As an Ordinary Resolution)	E-Voting	Nil	0	Nil	0	Nil	0
	Poll	8328485	100	Nil	0	Nil	0
	Total	**8328485**	**100**	**Nil**	**0**	**Nil**	**0**
Item No. 2 of the Notice (As an Ordinary Resolution)	E-Voting	Nil	0	Nil	0	Nil	0
	Poll	8328485	100	Nil	0	Nil	0
	Total	**8328485**	**100**	**Nil**	**0**	**Nil**	**0**

DEEPAK PATIL & CO. FCS-9636 CP-11592 INDORE (M.P.)

Item No. 3 of the Notice (As a Special Resolution)	E-Voting	Nil	0	Nil	0	Nil	0
	Poll	8328485	100	Nil.	0	Nil	0
	Total	**8328485**	**100**	**Nil**	**0**	**Nil**	**0**

Conclusion: All the resolutions stands passed with requisite majority under E-voting combined with Poll at the Annual General Meeting held on Thursday 26th September, 2019.

Thanking You,

Yours Faithfully,

DEEPAK PATIL & CO. FCS 9636 CP 11592 INDORE (M.P.)

Scrutinizer
Deepak Patil
Practicing Company Secretary
Membership No.: 9636, CP No: 11592

Place: Indore
Date: 27th September, 2019

To be Countersigned by the Chairman.

GODHA CABCON AND INSULATION LTD.

Dipesh Godha
Director
DIN: 07529876

Place: Indore
Date: 27th September, 2019