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: Submission of the Minutes of the 3rd Annual General Meeting held on 26th September, 2019

Dear Sir,

With reference to the Regulation 30 read with Schedule III of SEBI (LODR) Regulation, 2015, we hereby submit the Minutes of the 3rd Annual General Meeting held on Thursday, 26th September, 2019 at 2:00 P.M. at the Registered Office of the Company situated at 36-D, Sector B, Industrial Area, Sanwer Road, Indore (M.P.)-452006.

You are requested to please take on record the above said document for your reference and further needful.

Thank you,

Yours truly,

For Godha Cabcon & Insulation Limited

Shivani Gupta
Company Secretary
ACS 34141

HELD AT.....ON.....TIME.....

Date of Entry: September 27, 2019

MINUTES OF THE 3rd ANNUAL GENERAL MEETING OF THE MEMBERS OF GODHA CABCON & INSULATION LTD HELD ON 26th DAY OF SEPTEMBER, 2019, AT 2:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 36-D, SECTOR B, INDUSTRIAL AREA, INDORE(M.P.) 452006

DIRECTOR PRESENT:
(PHYSICALLY)

1. DIPESH GODHA — CEO CUM EXECUTIVE DIRECTOR
2. RUPALI GODHA — EXECUTIVE DIRECTOR
3. MADHU GODHA — EXECUTIVE DIRECTOR
4. KAMAL JEET SINGH AJIMAL — NON EXECUTIVE –INDEPENDENT DIRECTOR
5. RAVISH KANDHARI — NONEXECUTIVE- INDEPENDENT DIRECTOR

IN ATTENDANCE:

1. SHIVANI GUPTA — COMPANY SECRETARY
2. KAPIL VERMA — CHIEF FINANCIAL OFFICER

IN PRESENCE:

01.) CA SURESH KHANDELWAL — STATUTORY AUDITOR
02) CS DEEPAK PATIL — SECRETRIAL AUDITOR

MEMBER PRESENT

10 Members were present in person

Mr. Dipesh Godha Chairman of the Company took the Chair at the Meeting.The Chairman after ascertaining that the requisite quorum was present at the Meeting, the meeting was called in order and declared it open for proceedings.

The Chairman informed the Members that the Chairman of the Audit Committee, Nomination &Remuneration Committee is present at the Meeting.

The Chairman then informed the Members that the Register of Directors & Key Managerial Personnel and their shareholding, Proxy Register, copy of Memorandum & Articles of Association of the Company, Minutes of the previous Annual General Meeting and other statutory register/records were available for inspection by the Members of the Company.

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CHAIRMANS INITIALS

Notice of the Annual General Meeting:

With the permission of Members present at the Meeting, the Chairman took Notice of the 3rdAnnual General Meeting as read.

Auditors' Report:

The Chairman also informed the Members that there are no qualification, observation or adverse remark on the financial transactions or matters, in the Auditors' Report for the year ended March 31, 2019 issued by M/s. S.K. Khandelwal & Associates, Chartered Accountants, having any adverse effect on the functioning of the Company.

Secretarial Auditors' Report:

The Chairman also informed the Members that there are no qualification or observationin the Secretarial Audit Report for the year ended March 31, 2019 given by M/s. Deepak Patil & Co., Practicing Company Secretary, the Secretarial Auditor of the Company.

The Chairman then informed the Members that for the remark that has been specified in the Report, the Board of Directors was of the opinion that the Company had complied with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Chairman's Speech:

Thereafter the Chairman of the Meeting delivered the Welcome Speech and commenced the business as per the agenda of the Meeting.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company had provided the remote e-voting facility to the Members of the Company in respect of business to be transacted at the Annual General Meeting. The remote e-voting facility was commenced on 23rd September, 2019 and ends at 5.00 p.m. (IST) on 25th September, 2019

The Chairman further informed that as per Section 107 read with Section 108 of the Companies Act, 2013, there will be no voting by show of hands at this Annual General Meeting.

The Chairman announced that the poll will be conducted after queries on Annual Audited Financial Statements of the Company.

CHAIRMANS INITIALS

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The Members were informed that the Company had appointed Mr. Deepak Patil Practicing Company Secretary, Indore, as the Scrutinizer for scrutinizing the remote e-voting and poll process in a fair and transparent manner.

The Chairman further informed that Mr. Deepak Patil, Scrutinizer would submit the Consolidated Report on remote e-voting & poll within 48 Hours of the conclusion of this Meeting.

The Chairman of the Meeting read out the items of business to be transacted together with the following resolutions for consideration.

Ordinary Business:

Item No.1: Ordinary Resolution to receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended March 31, 2019 together with the Report of Board's and Auditors thereon:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

Item No.2: Ordinary Resolution for appointment of Mrs. Madhu Godha (DIN-07607783), who retires by rotation and being eligible offers himself for re-appointment:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Madhu Godha (DIN-07607783), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Special Business:

Item No.3: Special Resolution for loans, investments, guarantee or security under section 185 of Companies act, 2013:

"RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made there under as amended from time to time, the consent of the Members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred as 'the board') to advance any loan including any loan to the company having name and style Madhu Cable and Conductor Private Limited, (in which any director/s of the company

CHAIRMAN'S INITIALS

interested) up to an aggregate sum of Rs. 20 Crore (Rupess Twenty Crores) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

Thereafter the Chairman welcomed the suggestions given by the Members and also responded and answered satisfactorily to the questions raised and clarifications sought by the Members at the meeting.

The Chairman also informed the Members that those Members who have not exercised their votes through Remote E-voting may cast their votes on the resolution as set out inthe Notice of 3rdAGM dated August 22, 2019, at this Meeting through Ballot Paper.

The Chairman invited Mr. Deepak Patil, the Scrutinizer appointed for the Poll to take over the poll proceedings.

Conduct of Poll:

Mr Deepak Patil, Scrutinizer conducted the poll process and after ensuring that all Members and proxies participating in the poll have cast their votes, the Scrutinizer closed the poll process and took the custody of ballot box.

The Chairman thereafter announced that the result of Remote E-voting and Poll would be declared within 48 hours of conclusion of this Meeting by informing to the Stock Exchange i.e. NSE and to e-voting Agency. He also informed that the result of Remote E-voting and Poll will be displayed on the website of the Company and the website of Karvy&NSE.

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CHAIRMANS INITIALS

HELD AT:.....ON.....TIME.....

Vote of thanks:

There being no other business to discuss, the meeting concluded at 3.00 P.M. with a vote of thanks to the Chair.

Result of the Remote E-Voting which was commenced on* 9.00 a.m. (IST) on 23rd September, 2019 and ends at 5.00 p.m. (IST) on 25th September, 2019*and Poll on the business transacted at the 3rd Annual General Meeting of the Company held on Thursday, September 26, 2019 at 2.00 p.m.

On the basis of the Consolidated Scrutinizer's Report dated September 27, 2019 on the remote e-voting and poll, the result was announced that all the Resolutions for the Businesses as set out atItem Nos.1 to 3 of the Notice of3rdAnnual General Meeting dated August 22, 2018 have been duly passed by the requisite majority of Members of Godha Cabcon & Insulation Limited.

Place: Indore
Date : September 28, 2019

Chairman

GODHA CABCON AND INSULATION LTD.