

Date: 30th December, 2024

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

Reference: ISIN 925Y01036; Symbol-GODHA**Sub: Outcome of the Meeting of the Board of Directors of Godha Cabcon & Insulation Limited held on today i.e. Monday, 30th December, 2024.**

Dear Sir/Madam,

Pursuant to the Regulation 30 and other applicable regulations of the SEBI (Listing obligation & Disclosure requirements) Regulations, 2015 and in continuation of our earlier intimation of the Board Meeting dated 26th, December 2024 we hereby inform you that meeting of the Board of Directors of the Company, duly convened and held at the registered office of the Company i.e 36-D, Sector B Sanwer Road, Industrial Area, Indore, Indore, Madhya Pradesh, India, 452006, on Monday 30th December 2024 at 04:00 P.M. (i.e., 1600 Hours) and concluded at 4:15 P.M (i.e., 1615 Hours) the Board of Directors has inter alia transacted the following businesses:

1. Board considered and approved the request of Mrs. Arti Jain, Mr Amit Jain, Mrs Rupali Godha, Mrs. Puja Ajmera, Mrs. Madhu Godha , Mr.Jitendra Ajmera and Mr. Dipesh Godha, Promoter and Promoter Group of the Company seeking reclassification from the 'Promoter/Promoter Group' Category to 'Public' Category.

S.No	Name of the Promoter/Promoter Group	No. of shares held	Percentage of the total equity capital of the Company (%)
1.	Mrs. Arti Jain	0	0
2.	Mr Amit Jain	0	0
3.	Mr. Jitendra Ajmera	0	0
4.	Mrs Rupali Godha	0	0
5.	Mrs. Puja Ajmera	0	0
6.	Mrs. Madhu Godha	0	0
7.	Mr.Dipesh Godha	0	0



CIN : L62090MP2016PLC041592

Please find enclosed herewith the Copies of the following:

1. Certified True Copy Of The Extract Of The Minutes Of The Meeting Of The Board Of Directors

For Godha Cabcon & Insulation Limited

Diwakar Sharma
Managing Director
DIN: 10469285

CERTIFIED TRUE COPY OF THE EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF GODHA CABCON & INSULATION LIMITED HELD ON MONDAY, DECEMBER 30, 2024 AT THE REGISTERED OFFICE OF THE COMPANY AT 04.00 P.M.

RE-CLASSIFICATION OF PERSONS BELONGING TO THE CATEGORY OF PROMOTER /PROMOTER GROUP TO THE PUBLIC CATEGORY:

Mr. Diwakar Sharma, Managing Director of the Company informed the Board that the Company has received a Letter dated 26th December, 2024 from Mrs. Arti Jain, Mr Amit Jain, Mrs Rupali Godha, Mrs. Puja Ajmera, Mrs. Madhu Godha, Mr. Jitendra Ajmera and Mr. Dipesh Godha, requesting for reclassification of Mrs. Arti Jain, Mr Amit Jain, Mrs Rupali Godha, Mrs. Puja Ajmera, Mrs. Madhu Godha, Mr. Jitendra Ajmera and Mr. Dipesh Godha from 'promoter /promoter group' category of the Company to 'public' category in accordance with provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"). He further informed the Board that as on date Mrs. Arti Jain, Mr Amit Jain, Mrs Rupali Godha, Mrs. Puja Ajmera, Mrs. Madhu Godha, Mr. Jitendra Ajmera and Mr. Dipesh Godha have 0.00% shareholding in the Company.

The Board was also informed that the said application is flowing as the outcome of the separation agreement pursuant to which re-classification of the promoter/ Promoter Group is required to be done.

He further informed the Board that a separation agreement has been executed between them, Mrs. Arti Jain, Mr Amit Jain, Mrs Rupali Godha, Mrs. Puja Ajmera, Mrs. Madhu Godha, Mr. Jitendra Ajmera and Mr. Dipesh Godha along with certain related promoter group entities as confirming parties which clearly represents that Mrs. Arti Jain, Mr Amit Jain, Mrs Rupali Godha, Mrs. Puja Ajmera, Mrs. Madhu Godha, Mr. Jitendra Ajmera and Mr. Dipesh Godha plays no active role and is not involved in routine business and operations of the Company and has no control over the day to day affairs of the Company. He further informed the Board that Mrs. Arti Jain, Mr Amit Jain, Mrs Rupali Godha, Mrs. Puja Ajmera, Mrs. Madhu Godha, Mr. Jitendra Ajmera and Mr. Dipesh Godha does not have any influence over the business and policy decisions made by the Company. He then placed before the Board the Separation Agreement for their information, reference and consideration.

The Board was further informed that is None of the promoter seeking for reclassification involved in routine business and operations of the Company.

Mr. Diwakar Sharma, Managing Director of the Company then placed before the request letter of Mrs. Arti Jain, Mr Amit Jain, Mrs Rupali Godha, Mrs. Puja Ajmera, Mrs. Madhu Godha, Mr. Jitendra Ajmera and Mr. Dipesh Godha requesting for reclassification of Mrs. Arti Jain, Mr Amit Jain, Mrs Rupali Godha, Mrs. Puja Ajmera, Mrs. Madhu Godha, Mr. Jitendra Ajmera and Mr. Dipesh Godha from 'promoter /promoter group' category of the Company to 'public' category. Further, as required under Regulation 31A(3J)(c) of the Listing Regulations:

- a. The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of Regulations;
- b. The trading in Equity Shares of the Company have not been suspended by the stock exchanges where Equity Shares of the Company are listed;

- c. The Company does not have outstanding dues to the SEBI, stock exchanges or the depositories except current year Annual Fees.

The Board was further informed that the with reference to SEBI notification promoter not holding share directly and in directly more than 1% so no separate resolution is required approval of members of the Company, NSE Limited, approvals, as may be necessary, in this regard.

The Board appraised the Separation Agreement; deliberated the Request Letter and noted the following:

1. They have no control over the affairs of the Company;
2. They have no active role and not involved in routine business and operations of the Company;
3. They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
4. They do not have any influence over the business and policy decisions made by the Company;
5. They do not represented on the board of directors of the Company (including through nominee director);
6. They are not acting as a key managerial person in the Company;
7. They are not 'willful defaulters' as per the Reserve Bank of India Guidelines;
8. They are not fugitive economic offenders;
9. They do not have any regulatory action pending against them; and
10. Upon approval by the Board, Stock Exchanges, SEBI and other regulatory/ statutory authorities, there is no change in control as no new Promoter has been inducted.

After discussing and considering the aforesaid matters, the request from Mrs. Arti Jain, Mr Amit Jain, Mrs Rupali Godha, Mrs. Puja Ajmera, Mrs. Madhu Godha , Mr.Jitendra Ajmera and Mr. Dipesh Godha was accepted and approved by passing the following resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**") and other applicable laws and subject to the approval of l of NSE Limited ("NSE") "Stock Exchanges") and such other approvals, as may be necessary with reference to SEBI notification promoter not holding share directly and in directly more than 1% so no separate resolution is required approval of members of the Company, the consent of the Board be and is hereby accorded for the reclassification of the status of Mrs. Arti Jain, Mr Amit Jain, Mrs Rupali Godha, Mrs. Puja Ajmera, Mrs. Madhu Godha , Mr.Jitendra Ajmera and Mr. Dipesh Godha from 'promoter /promoter group' category of the Company to 'public' category of the Company, as applicable.



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RESOLVED FURTHER THAT upon receipt of necessary approval(s) for reclassification of the aforementioned Promoter/ Promoter Group, the Company shall effect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.

RESOLVED FURTHER THAT any Director of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, the National Stock Exchange of India Limited(as applicable) and members in the general meeting, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions."

CERTIFIED TRUE COPY

For Godha Cabcon & Insulation Limited

Diwakar Sharma
Managing Director
DIN: 10469285

