

Date: 30/12/2024

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

Sub: Intimation pursuant to Regulation 31 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof.

Dear Sir/Madam,

We would like to inform that the Board of Directors at its meeting held on 30th December 2024, has considered and approved the request letters received from Persons belonging to Promoter and Promoter Group, for reclassifying them from 'Promoter/Promoter Group' 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

The approval of the Board towards reclassification is subject to the approval of the other regulatory authorities, if any, in terms of Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and amendments thereof.

We herewith enclose the Board meeting resolution as on 30th December 2024, for your kind perusal.

Kindly take the same on record.

//Certified True Copy//
For Godha Cabcon & Insulation Limited

Diwakar Sharma
Managing Director
DIN: 10469285

CERTIFIED COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN THEIR MEETING HELD ON MONDAY, 30TH DECEMBER 2024 AT THE REGISTERED OFFICE OF THE COMPANY.

Approval of request received from Promoter/ Promoter Group for reclassifying them from Promoter/ Promoter Group 'to' Public' pursuant to Regulation 31A of SEBI (LODR) Regulations, 2015;

The chairmen informed the Board that the Company has received request letter cum undertaking from the following Person belonging to Promoter and Promoter Group of the Company on 26.12.2024 for reclassifying them from 'Promoter/Promoter Group' to 'Public Category' under regulation 31A of the (Listing Obligation and Disclosure Requirements) Regulations, 2015("SEBI (LODR) Regulations, 2015")

The copy of the request letters received on 26.12.2024 were placed before the Board.

The Board was also informed that the said application is flowing as the outcome of the disposal of Shares and not part of board of directors due to personal reason and Age factor pursuant to which re-classification of the promoter/Promoter Group is required to be done.

The Outgoing Promoters and Members of Promoter Group are in no way related to any of the business carried out by the Company. Further they are not engaged in the management of the Company and also do not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of his shareholding and that none of their act would influence the decision taken by the Company.

Further the Board was also briefed that the Outgoing Promoters has specifically mentioned in their respective requests that they are satisfying all the conditions specified in sub clause (i) to (vii) of clause (b) of sub regulation 3 of Regulation 31A of SEBI (LODR) Regulations, 2015 and also confirmed that at all times from the date of such re-classification they will continue to comply with conditions mentioned in sub-clauses (i), (ii) and (iii) of Clause (b) of sub-regulation 3 of Regulation 31A and shall also comply with conditions mentioned at Sub clause (iv) and (v) of clause (b) of Sub-regulation (3) of Regulation 31A of the SEBI (LODR) Regulations, 2015 for a period of not less than three years from the date of such reclassification, failing which he shall automatically be reclassified as promoter.

Accordingly on the basis of the rationale and the confirmation provided by the Outgoing Promoters in accordance with provisions of Regulation 31A of the SEBI (LODR) Regulations, 2015 the Board was of the view that the above mentioned requests for reclassification of name be accepted and approved by the Board of Directors of the Company, which shall be subject to the approval NSE Limited and/or such other approval, if any, as may be necessary in this regard.

The Managing Director further informed that the promoter(s) seeking reclassification and persons related to the promoter(s) seeking reclassification, together hold 0.00 % which is less than one percent of the total voting rights in the listed entity therefore approval of shareholders pursuant to Regulation 31A(3)(a)(iii) of SEBI(LODR) Regulations, 2015 is not required.

The Board was also informed that none of the Directors of the Company is/are interested in this resolution. The Board after discussion passed the following resolutions.

“RESOLVED THAT pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the BSE Limited, (herein after referred to as “stock exchange”), the Securities and Exchange Board of India and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to mean and, include one or more Committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution) be and is hereby accorded to reclassify the following person(s) (hereinafter individually and jointly referred /to as the applicants) from “Promoter and Promoter Group” category to “Public” category :

S.No	Name of Promoter(Outgoing Promoters)	No. of shares held	Percentage (%)
1.	Mrs. Arti Jain	0	0.00
2.	Mr Amit Jain	0	0.00
3.	Mr. Jitendra Ajmera	0	0.00
4.	Mrs Rupali Godha	0	0.00
5.	Mrs. Puja Ajmera	0	0.00
6.	Mrs. Madhu Godha	0	0.00
7.	Mr.Dipesh Godha	0	0.00
	Total	0	0.00

RESOLVED FURTHER THAT the above-mentioned Applicants shall not hold more than ten percent of the paid-up equity share capital of the Company.

RESOLVED FURTHER THAT in supersession of any provision, their special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholder's agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above applicants confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter & Promoter Group" to "Public".

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to 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.

RESOLVED FURTHER THAT Mr. Diwakar Sharma, Managing 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, NSE Limited or any other Authority (as applicable), 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.

CERTIFIED TRUE COPY

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(3)(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.

- 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.



CIN : L62090MP2016PLC041592

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, BSE Limited, 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