

# Annual Report 2017-2018



Previously known as **GODIHA** Cabcon & Insulation Pvt. Ltd.

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## **CORPORATE INFORMATION**

### **Board of Directors**

Mr. Dipesh Godha (CEO Cum Executive Director)  
DIN:07529876

Mrs. Rupali Godha (Executive Director)  
DIN:07530189

Mrs. Madhu Godha (Executive Director)  
DIN:07607783

Mr. Kamaljeet Singh Ajimal (Independent Director)  
DIN:07889436

Mr. Ankit Vijayvargiya (Independent Director)  
DIN:07950205 (Resigned w.e.f. 30/05/2018)

### **Chief Financial Officer & Company Secretary**

Mr. Kapil Verma (Chief Financial Officer)

Ms. Surbhi Jain (Company Secretary cum Compliance Officer)

### **Auditors**

S.K. Khandelwal & Associates

Statutory Auditor

Deepak Patil & Co.

Secretarial Auditor

### **Banker**

Union Bank of India

### **Registrar & Share Transfer Agent**

Karvy Computershare Pvt. Ltd. | Karvy Selenium  
Tower B, Plot number 31 & 32 | Financial District  
Gachibowli | Hyderabad 500 032 | India

## NOTICE

**Notice** is hereby given that the 02<sup>nd</sup> Annual General Meeting of the Equity Shareholders of **GODHA CABCON & INSULATION LTD (Previously known as Godha Cabcon & Insulation Pvt. Ltd.)** will be held on Wednesday 26<sup>th</sup> September, 2018 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.)** to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2018 including the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash flow for the year ended on that date along with reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Ms. Rupali Godha (DIN-07530189), who retires by rotation and being eligible, offers himself for reappointment.

### **Special Business:**

1. The Board of Directors has purpose to name of Mr. Ravish Kandhari as a Non-Executive Independent Director of the company and instructed to complete necessary requirement for appointment and apply for DIN, the appointment of director will effective from the date of next board meeting and it will be confirmed in the upcoming AGM dated 26.09.2018.

**“RESOLVED that** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Ravish Kandhari, address: 709-B, Usha Nagar Ext. Indore-452009, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company *w.e.f.* next Board Meeting and will be confirmed in the upcoming AGM.

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

**By order of the Board**  
**For Godha Cabcon & Insulation Ltd**

**Place: Indore**  
**Date: 21/08/2018**

**Surbhi Jain**  
**Company Secretary**

### **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE SECOND ANNUAL GENERAL MEETING( the meeting) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE

COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED ALONG WITH THIS NOTICE.

2. A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER
3. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members and proxies who desire to attend the Annual General Meeting of the Company are requested to bring the attendance slip duly filled in and signed and hand over the same at the registration counter at the venue of the Annual General Meeting. Members who have opted physical copy are requested to bring their copies of the Notice and Annual Report.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act will be available for inspection by the members at the Annual General Meeting. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Act will also be available for inspection by the members at the Annual General Meeting.
7. All documents referred to in the Notice will be available for inspection at the Company's Registered Office between 11:00 am to 1:00 pm upto the date of Annual General Meeting on all days (except Saturdays, Sundays and public holidays). Members may also note that the Notice and Annual Report of the Company for the Financial Year 2017-18 are available on Company's website at [www.godhacbcn.com](http://www.godhacbcn.com)
8. The Register of Members and Share Transfer Books of the Company will remain closed from 20<sup>th</sup> September, 2018 to 26<sup>th</sup> September, 2018 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members.
9. Members holding shares in dematerialized form are requested to notify any change of address/bank account details to their Depository Participants with whom they are maintaining their de-mat accounts.
10. Members are requested to notify immediately any change of address:
  - a. to their Depository Participants ("DPs") in respect of the shares held in electronic form, and

- b. to the Company or its RTA, in respect of the shares held in physical form together with a
  - c. proof of address of any of the documents viz., Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.
11. Members who wish to seek/desire any further information/clarification on the audited financial statements are requested to send their queries at least 48 hours in advance of the date of the meeting to the Registered Office, by quoting the folio no./ client ID.
  12. The Notice of the Annual General Meeting along with the Annual Report for Financial Year 2017-18, is being sent by electronic mode to those members, whose e-mail ids are registered with the Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email ids, physical copies are being sent by the permitted mode.
  13. The Annual Report 2017-18 of the Company, circulated to the members of the company, will be made available on the Company's website at [www.godhacabcon.com](http://www.godhacabcon.com)
  14. The route map showing directions to reach the venue of the 02<sup>nd</sup> AGM is annexed as per the requirement of SS – 2 on General Meeting.
  15. Members are requested to address all correspondence, including change in their addresses to the company or to the Registrar and Share Transfer Agent, M/s Karvy Computershare Pvt Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakrumbuda, Hyderabad-500032, Email- [einward.ris@karvy.com](mailto:einward.ris@karvy.com)
  16. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's RTA / their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
  17. In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by RTA.

### **e- Voting**

The facility for voting, through ballot paper / any other means, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper / any other means. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM, but shall not be entitled to cast their votes again.

## **ANNEXURE TO NOTICE**

### **Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013:**

The following statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

#### **Item no.01**

Shri Ravish Kandhari is proposed to be appointed as the Non Executive –Independent Director of the company. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Shri Ravish Kandhari being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for the term of five (5) years.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of Rs.100,000/- proposing the candidature of Shri Ravish Kandhari for the office of Director.”

The Company has received from Shri Ravish Kandhari (i) consent in writing to act as director in Form DIR-12 pursuant to Rule 8 of the Companies Act (Appointment & Disqualification of Directors) Rules 2014,(ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Disqualification of Directors ) Rules 2014,(iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri Ravish Kandhari as an Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the management

A copy of the draft letter of appointment of Shri Ravish Kandhari as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered office of the Company during normal business hours on any working day, excluding Saturday

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the service of Shri Ravish Kandhari as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Ravish Kandhari as an Independent Director, for approval by the shareholders of the Company.

Except Shri Ravish Kandhari, being an appointee, none of the Directors and Key Manegerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in resolution set out at Item No.1 of the Notice.

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting:

#### **Mrs. Rupali Godha**

Name of Director	Rupali Godha
Date of Birth	27/12/1983

Date of appointment	04/10/2016
No. equity share held in the Company	5000
Disclosure of relationships between directors inter se	Wife of CEO cum Executive Director, Mr. Dipesh Godha
Qualification	B.Com
List of outside Directorship held in public Company	-
Chairman/Member of the Committee of the Board of directors of the Company	-
Chairman/Member of the Committee of the Board of directors of the Company	-

**Mr. Ravish Kandhari**

Name of Director	Ravish Kandhari
Date of Birth	30/05/1976
Date of appointment	26/09/2018
No. equity share held in the Company	-
Disclosure of relationships between directors inter se	-
Qualification	MBA(Finance)
List of outside Directorship held in public Company	-
Chairman/Member of the Committee of the Board of directors of the Company	-
Chairman/Member of the Committee of the Board of directors of the Company	-

## CHAIRMAN'S SPEECH

**Dear Shareholders,**

Greeting of the Day!

At the outset, I on the behalf of entire Godha Cabcon Family take this opportunity to thank all of you sparing your valuable time for this occasion. Further, it gives me pleasure to present the 2<sup>nd</sup> Annual Report of Godha Cabcon & Insulation Ltd.

In the last year 2017-18 company has so many prestigious events done, wherein our company converted into limited company from private limited company and here I want to express my feelings that till 2016 your company was carrying out the operation as a sole proprietorship and then after in 2017 taken over by a Private Limited Company and later also got it listed also on NSE Emerge platform on 11<sup>th</sup> May, 2018.

The listing has been very encouraging and we got good response to our IPO and it was oversubscribed by around 1.61 times so there is a drastically growth. We once again thank all the subscribers and shareholders for this overwhelming success.

At this point in time, I have the pleasure and privilege to share with you the highlights of the year's performance and Outlook for the next Year as mentioned below:

- Our total revenue for the year 2017-18 was Rs. 4304.69 Lacs and profit before tax was Rs. 142.18 Lacs, which represents the remarkable growth in terms of revenue and profit both.

These growths have been achieved mainly due to impressive growth in turnover, better cost control.

As it's the first year for our business in the capacity of Public Limited Company, and the company has acquired the proprietorship from July 2017, hence we can say that the numbers are satisfactory for the three quarters and at the same time it gives bigger responsibility to perform equally good in the forthcoming financial years also. And we wish to ensure you that the team Godha Cabcon is ready to undertake the challenge and we expect to produce similarly impressive results in the coming years also.

Finally I am thankful to all our Stakeholders, our Bankers, our Investors, our Vendors and most importantly our customers for their trust and faith. I must acknowledge huge contribution from entire team of Godha Cabcon & Insulation Ltd. who push its boundaries, rise above challenges and leave no stone unturned to achieve consumer satisfaction.

With Warm Regards,  
Dipesh Godha  
CHAIRMAN CUM CEO

## DIRECTOR'S REPORT

Dear Shareholders,

Your Directors takes immense pleasure in presenting the 02<sup>nd</sup> Annual Report of the Company together with the Audited Annual Financial Statements showing the financial position of the Company for the year ended 31st March, 2018.

### 01. FINANCIAL PERFORMANCE

The financial performance of your company for the year ended 31<sup>st</sup> March, 2018 is highlighted below:

(Rs. In Lacs)

Particulars	2016-2017	2017-2018
Total Revenue	0.00	4304.69
Total Expenses	.30	4209.62
Profit/ ( Loss) before Tax	(0.30)	142.18
Less:- Current Tax	0.00	38.62
Deferred Tax	0.00	-1.47
Profit for the period	(0.30)	105.04
Earnings Per Share(EPS)		
Basic	(2.02)	2.16
Diluted	(2.02)	2.16

### 02. HIGHLIGHTS OF PERFORMANCE

Total Revenue for the year 2017-18 is increased to Rs. 4304.69 lacs as compared to Rs. 0.00 lacs in the previous year. Profit before Tax for the year was Rs. 142.18 lacs as compared to Loss of Rs. 0.30 lacs in the previous year. Profit after Tax for the year was Rs. 105.04 Lacs as compared to loss of Rs. 0.30 in the previous year.

### 03. DIVIDEND

In order to plough back the profits for the activities of the company and strategy of growth in the business through enhancing manufacturing capacity, your directors do not recommend any dividend for the financial year.

### 04. SHARE CAPITAL

The Company's paid up capital as on 31<sup>st</sup> March 2018 is Rs. 8,10,00,000 comprising 81,00,000 Equity Shares of Rs.10/- each fully paid up compares to Rs. 1,50,000 comprising 15,000 Equity Shares of Rs.10/- each fully paid up at the end of the previous year. The increase in the paid up share capital is on account of issue of 5871100 equity shares of Rs.10/- each and issue of 2213900 equity shares of Rs.10/- each at a premium of Rs.20/- each aggregating Rs.30/- per share.

### 05. DIRECTORS AND KMP

During the year under review and thereafter, following changes took place with regards to Directors and Key Managerial Personnel:

Sr. No.	Name of Director/KMP	Appointment/Cessation/Change in designation	Effective Date
01.	Dipesh Godha	Designated as Chief Executive	26/10/2017

		Officer cum Executive Director	
02.	Kamaljeet Singh Ajimal	Appointed as an Independent Director	06/11/2017
03.	Ankit Vijayvargiya	Appointed as an Independent Director	06/11/2017
04.	Kapil Verma	Appointed as a Chief Financial Officer	23/10/2017
05.	Surbhi Jain	Appointed as a Company Secretary	13/09/2017

#### **06. DECLARATION BY INDEPENDENT DIRECTOR**

Mr. Kamaljeet Singh Ajimal and Mr. Ankit Vijayvargiya were the Independent Directors of the Company as on 31<sup>st</sup> March, 2018 pursuant to the provisions of Section 149(10) of the Act.

The Board of Directors of the Company hereby confirms that all the Independent Directors duly appointed by the Company have given the declaration and they meet the criteria of Independence as provided under Section 149(6) of the Act.

#### **07. REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection and appointment of Directors, Senior Management Personnel and their remuneration. The Remuneration Policy is attached as Annexure "A".

#### **08. CHANGE IN THE STATUS OF THE COMPANY AND FILING OF DRAFT PROSPECTUS**

The company has been converted from private limited to public limited vide special resolution passed by the members at the Extra Ordinary General Meeting held on 19.07.2017 and fresh certificate of incorporation was issued by the Registrar of Companies on 28.07.2017. Further, as the company intends to go for listing of NSE Emerge Platform, it has filed a draft prospectus with the Stock Exchange on 17/01/2018.

#### **09. NO. OF MEETINGS**

During the year, twelve (12) Board Meetings were convened and held on following dates.

<b>(1)</b> 14/07/2017	<b>(2)</b> 16/07/2017	<b>(3)</b> 20/07/2017	<b>(4)</b> 14/08/2017
<b>(5)</b> 13/09/2017	<b>(6)</b> 27/09/2017	<b>(7)</b> 23/10/2017	<b>(8)</b> 30/11/2017
<b>(9)</b> 30/12/2017	<b>(10)</b> 15/01/2018	<b>(11)</b> 17/01/2018	<b>(12)</b> 16/03/2018

#### **10. AUDIT COMMITTEE**

The Board has constituted an Audit Committee pursuant to the provision of Section 177(1) of the Companies Act, 2013. The Composition of the Audit Committee is as under:

Mr. Kamaljeet Singh Ajimal

Mr. Dipesh Godha

Mr. Ankit Vijayvargiya

## **11. NOMINATION AND REMUNERATION COMMITTEE**

The Board has constituted a Nomination & Remuneration Committee pursuant to the provision of Section 177(1) of the Companies Act, 2013. The Composition of the Nomination & Remuneration Committee is as under:

Mr. Kamaljeet Singh Ajimal

Mr. Dipesh Godha

Mr. Ankit Vijayvargiya

## **12. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES**

During the year company has neither any subsidiary company under section 2 (87) nor any associate under section 2 (6) of the Companies Act 2013 and hence, do not call for any disclosure under this head and also company has not any Joint Venture.

## **13. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has established effective internal control systems to ensure accurate, reliable and timely compilation of financial statements, to safeguard assets of the Company, and to detect and mitigate irregularities and frauds. The Company's management has adequate internal control procedures over financial reporting.

In accordance with the requirements of Section 143(3)(i) of the Companies Act, 2013, the Statutory Auditors have confirmed the adequacy and operating effectiveness of the internal financial control systems over financial reporting.

## **14. VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The company has established Vigil Mechanism system and framed Whistle Blower Policy. Whistle blower policy is disclosed on the website of the Company at [www.godhacabcon.com](http://www.godhacabcon.com)

## **15. PARTICULARS OF EMPLOYEE AND REMUNERATION**

The details of employees of the Company in terms of remuneration drawn as required under Section 134 of the Companies Act 2013, and Rules 5(2) of the Companies(Appointment and Remuneration of Managerial Personnel) Rules,2014 are annexed hereto Annexure "A "and forms part of this Report.

## **16. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE**

### **(A) CONSERVATION OF ENERGY**

Energy conservation measures taken during the year included the following:

- Monitoring closely high energy consuming equipment.
- Installation of –Two Wire Rod Break Down (RBD) machine which results in 1.8 times of production in 1 time production capacity.

### **(B) TECHNOLOGY ABSORPTION:**

- a. The company is using Latest technology for manufacturing of the products and same has been fully absorbed.
- b. The company is continuously improving its quality and installed Latest equipment and new Testing & Measuring equipment.

(B) FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars	2017-18	2016-17
Total foreign e/xchange outgo	-	-
Total foreign exchange inflow	-	-

**17. CORPORATE GOVERNANCE REPORT AND CERTIFICATE**

Your company has been complying with the principals of good Corporate Governance over the years and is committed to the highest standards of compliance. Pursuant to regulation 15(2) of the SEBI(LODR) Regulations 2015, the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C,D and E of schedule V shall not apply to the listed entity which has listed its specified securities on the SME Exchange.

**18. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

A detailed review of the operations, performance and future outlook of the Company is given in the Management Discussion and Analysis appearing as Annexure-B to this report.

**19. RELATED PARTY TRANSACTION**

The Company has entered into transactions with the related party in the ordinary course of business and at the arms length basis. The particulars of contracts or arrangements entered into by the company with the related parties to in sub section (1) of Section 188 of the Act in the prescribed form AOC-2 is enclosed as per Annexure- C.

**20. DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(3)(c) read with 134(5) of the Companies Act, 2013, your Directors confirm that:

- (a) The applicable accounting standards had been followed along with proper explanation relating to material departures, if any, in the preparation of the annual accounts;
- (b) Appropriate accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The annual accounts have been prepared on a going concern basis;
- (e) Proper internal financial controls have been laid down and followed by the Company and that such internal financial controls are adequate and were operating effectively;

- (f) Proper systems to ensure compliance with the provisions of all the applicable laws have been devised and that such systems were adequate and are working effectively;

#### **21. SECRETARIAL AUDITOR**

During the reporting Financial Year the company has unlisted entity hence Secretarial Audit Report has not required pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Deepak Patil & Co., Company Secretaries in Practice for the Financial Year 2018-19 to undertake the Secretarial Audit of the Company.

#### **22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT**

Pursuant to provisions of section 186 of the Companies Act, 2013, during the year under review, no loan or guarantee given by the Company and no investments in the securities of any company are made.

#### **23. CORPORATE SOCIAL RESPONSIBILITY**

The Company does not fall in any of the criteria of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and hence the Company is not required to comply with the same.

#### **24. EXTRACT OF THE ANNUAL RETURN U/S 92(3) OF THE ACT AS PER FORM MGT-9.**

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 in Form MGT-9 is annexed herewith for your kind perusal and information as per Annexure "D".

#### **25. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY**

Risk affects every organization by one way or other. Thus planning to handle such risk in future is of vital importance for every organization. Your Company always focuses on identifying and monitoring the risk and to take precautionary steps for risks affecting to your Company. There are certain risks like Price Risk, Government Policies, Human Resource, Competition etc. and have planned to manage such risk by adopting best management practices.

#### **26. DETAILS OF SIGNIFICANT OR MATERIAL ORDER PASSED:**

- 01.) In the appeal made by our Company at the Customs Excise & Service Tax Appellate Tribunal ("**Tribunal**") a final order no. A/57/185-57186/2017-EX [DB] was passed dated October 12, 2017. In this appeal two main issues were raised; the first being whether the process of cutting and slitting the craft paper roll amounted to manufacturing and the second with respect to quantification of turnover for SSI exemption under Notification no. 8/2003 dated March 1, 2003. Vide this order the President of the Tribunal after hearing both parties, found no merit in the impugned order of the Commissioner passed with respect to Show Cause Notice dated July 25, 2013. On the second issue, regarding entitlement of the SSI exemption by excluding the trading activity, the Tribunal directed that the matter be sent back to the Original Authority for due appreciation of the supporting documents to be submitted by the Appellants. The Original Authority will examine the claim regarding entitlement of the calculation of the duty liability by extending cum duty benefit based on supporting evidence.

02.) One of our major customers, MPMKVVCL that accounts for major revenue portion, has banned us from doing any business with them for a period of five years vide a letter dated March 8, 2018 without assigning any reason whatsoever for such ban. Our Company has challenged the said ban vide petition dated March 27 2018 filed in the High Court of Madhya Pradesh, Indore Bench. The said petition was heard and vide an order dated March 28, 2018 a stay was granted by the High Court on the said ban until further orders from the High Court. Further, our Company has made an online bid for a fresh tender floated by MPMKVVCL for supply of AAA Conductor which was duly accepted electronically on March 31, 2018.

**27. DISCLOSURE UNDER THE SEXUAL HARASSEMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT 2013.**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment all employees (permanent, contractual, temporary, trainees) are covered under this policy. The summary of sexual harassment complaints received and disposed off during the financial year 2017-2018 is as under:

Number of Complaints Received: **NIL**

Number of Complaints Disposed off: **NIL**

**28. CHANGE IN NATURE AND MATERIAL CHANGES AND COMMITMENT OCCURRED AFTER THE END OF FINANCIAL YEAR AND UPTO THE DATE OF REPORT:-**

During the year under review, there was no change in the nature of business of the Company. During the year company has listed on NSE Emerge Platform w.e.f. May 11, 2018 and there is no other material change and/or commitments, affecting the financial position of the Company.

**29. REPORTING OF FRAUDS.**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Act and Rules framed there under.

**30. ACKNOWLEDGEMENT**

The Board records it's thanks to the Company's Bankers, Financial Institutions, Government, Collaborators and other agencies for their support extended to the Company and look forward to their continued support.

**By the order of the board of  
GODHA CABCON & INSULATION LTD**

**Date: 21/08/2018**

**Place: Indore**

**Sd/-  
Dipesh Godha  
CEO Cum Executive Director**

**MANAGING DIRECTOR /CEO AND CHIEF FINANCIAL OFFICER CERTIFICATION**

**COMPLIANCE CERTIFICATE**

**Regulation 17(8) and 33(2) (a) of SEBI (LODR) 2015**

A. We have reviewed audited Financial Statements and cash flow statement for the year 2017-18 and that to the best of our knowledge and belief:

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies. We have indicated to the auditors and the Audit committee.

(1) Significant changes in internal control over financial reporting during the year;

(2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**For, Godha Cabcon & Insulation Ltd**

**Sd/-**

**Dipesh Godha**

**CEO Cum Executive Director**

**Sd/-**

**Kapil Verma**

**Chief Financial Officer**

## **Annexure "A"**

### **GODHA CABCON & INSULATION LIMITED** **NOMINATION AND REMUNERATION POLICY**

#### **I. PREAMBLE**

As per Section 178 of the Companies Act, 2013 read along with applicable rules thereto and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the nomination and remuneration committee of the Board shall lay appropriate criteria for selection of Directors, Key Managerial Personnel and Senior Management and formulate appropriate policy for payment of equitable remuneration to them.

Accordingly, the Board of Directors of the Company on November 30, 2017 has adopted the policy for nomination and remuneration ("Policy"). This Policy shall come into effect from the date of listing of Equity Shares of the Company on the stock exchange(s).

#### **II. OBJECTIVES OF THE COMMITTEE**

The Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- ii. Formulation of criteria for evaluation of the Independent Director and to carry out evaluation of every Director's performance and to provide necessary report to the Board for further evaluation.
- iii. Devising a policy on Board diversity.
- iv. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- v. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- vi. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- vii. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- viii. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- ix. To perform such other functions as may be necessary or appropriate for the performance of its duties.
- x. To develop a succession plan for the Board and to regularly review the plan.

#### **III. DEFINITIONS:**

- **"Act"**:- Act means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time;

- **“Board”**:-Board means Board of Directors of the Company;
- **“Director”**:-Directors means Directors of the Company;
- **“Committee”**:-Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time;
- **“Company”**:- Company means Godha Cabcon & Insulation Limited;
- **“Independent Director”**:- As provided under the Companies Act, 2013, ‘Independent director’ shall mean a non-executive director, other than a nominee director of the Company:
  - a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
  - b. (i) who is or was not a promoter of the Company or its holding, subsidiary or associate company;
    - (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
  - c. apart from receiving director's remuneration, has or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
  - d. none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their promoters, or directors, amounting to two percent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
  - e. who, neither himself nor any of his relatives —
    - i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
    - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed; of-
      - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate Company; or
      - (B). any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten per cent or more of the gross turnover of such firm;
    - iii. holds together with his relatives two per cent or more of the total voting power of the Company; or
    - iv. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company; or

f. who possesses such other qualification as may be prescribed under the applicable statutory provisions/ regulations

g. is a material supplier, service provider or customer or a lessor or lessee of the Company;

h. who is not less than 21 years of age.

• **“Key Managerial Personnel”**:- Key Managerial Personnel (KMP) means-

(i) the Chief Executive Officer or the managing director or the manager;

(ii) the Whole-Time Director;

(iii) the Company Secretary;

(iv) the Chief Financial Officer; and

(v) such other officer as may be prescribed under the applicable statutory provisions/ regulations

• **“Senior Management”**:- The expression “senior management” means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

• **“Nomination and Remuneration Committee”** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.

• **“Policy or This Policy”** means, “Nomination and Remuneration Policy.

• **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time shall have the meaning respectively assigned to them therein.

#### **IV. GUIDING PRINCIPLES**

The Policy ensures that

i. The level and composition of Remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully

ii Relationship of Remuneration to performance is clear and meets appropriate performance benchmarks and

iii Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

## **V. APPLICABILITY**

The Policy is applicable to

- i. Directors (Executive and Non Executive)
- ii. Key Managerial Personnel
- iii. Senior Management Personnel
- iv. Employees

## **VI. COMMITTEE MEMBERS' INTERESTS**

- a. A member of the Committee is not entitled to be present when his or her own Remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

## **GENERAL APPOINTMENT CRITERIA**

- I The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel or at Senior Management level and accordingly recommend to the Board his / her appointment.
- ii The Company should ensure that the person so appointed as Director/ Independent Director/ Key Managerial Personnel / Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made there under or any other enactment for the time being in force.
- iii. The Director/ Independent Director/ Key Managerial Personnel / Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made there under, or any other enactment for the time being in force.
- iv. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

### **Term / Tenure:**

The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made there under as amended from time to time.

1. Managing Director/Whole-time Director/Manager (Managerial Person):- The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
2. Independent Director: -

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the

Company and disclosure of such appointment in the Board's Report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves do not exceed the maximum number fixed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Evaluation:**

The Committee shall carry out evaluation of performance of every Director, Key Managerial Personnel and Senior Management at regular interval (yearly).

**Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, Key Managerial Personnel or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

**Retirement:**

The Director, Key Managerial Personnel and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, Key Managerial Personnel, Senior Management in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**VII. CRITERIA FOR EVALUATION OF THE BOARD**

Following are the Criteria for evaluation of performance of the Board:

1. Executive Directors:

The Executive Directors shall be evaluated on the basis of targets/Criteria given to executive Directors by the Board from time to time.

2. Non Executive Director:

The Non Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they:

- (a) act objectively and constructively while exercising their duties;
- (b) exercise their responsibilities in a bona fide manner in the interest of the Company;
- (c) devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- (d) do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

- (e) refrain from any action that would lead to loss of his independence
- (f) inform the Board immediately when they lose their independence,
- (g) assist the Company in implementing the best corporate governance practices.
- (h) strive to attend all meetings of the Board of Directors and the Committees;
- (i) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (j) strive to attend the general meetings of the Company;
- (k) keep themselves well informed about the Company and the external environment in which it operates;
- (l) do not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (m) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.
- (n) abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading etc.

#### **VIII. POLICY ON BOARD DIVERSITY**

The Board of Directors shall have the optimum combination of Directors from the different areas/fields like production, Management, Quality Assurance, Finance, Sales and Marketing, Supply chain, Research and Development, Human Resources, Administration etc or as may be considered appropriate. The Board shall have at least one Board member who has accounting or related financial management expertise and financially literate.

#### **IX. REMUNERATION**

The Committee will recommend the remuneration to be paid to the Managing Director, Whole Time Director, Key Managerial Personnel and Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals:

##### **General:**

1. The remuneration / compensation / commission etc. to Managerial Person, Key Managerial Personnel and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person or such other date as mentioned in the resolution and 1st April in respect of other employees of the Company.
4. Where any insurance is taken by the Company on behalf of its Managerial Person, Key Managerial Personnel and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the Remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the Remuneration.

**X. REMUNERATION TO MANAGERIAL PERSON, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

1. Fixed pay: Managerial Person, Key Managerial Personnel and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
2. Minimum Remuneration: If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.
3. Provisions for excess remuneration: If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**XI. REMUNERATION TO NON-EXECUTIVE / INDEPENDENT DIRECTOR**

1. Remuneration / Commission: The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.
2. Sitting Fees: The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
3. Limit of Remuneration /Commission: Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

**XII. DEVIATIONS FROM THIS POLICY**

Deviations on elements of this Policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

## **Annexure “B”**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

#### **INDUSTRY STRUCTURE AND DEVELOPMENT**

Analyst forecast that the Electrical Conductors market in India to grow at a CAGR of 13% over the period 2013-18. One of the key factors contributing to this market growth is the increasing demand due to replacement activities and the rapid urbanization in the country. The Electrical Conductors market in India has also been witnessing a growing popularity of green products in the country. However, the increasing competition between major vendors in the market could pose a challenge to the growth of this Industry.

The Indian Cable and Conductor industry offers lucrative scope for stable revenue streams to manufacturers of both specialized Cables and Conductors. The prospects of the Cables and Conductors industry are interlinked with the health of other industries viz: power, railways, real estate, steel cement, refineries, infrastructure etc., and government’s procurement policies, strategic diversifications and switching over to integrated manufacturing. With the growth of other related industries, the Indian Cable and Conductor industry is indeed bound to grow & prosper.

#### **PERFORMANCE**

The performance analysis for the year; we achieved a Net Revenue of Rs. 4304.69/- lacs during the year. The interest & finance costs for the year stood at Rs. 142.2/-9 lacs.

#### **OPPORTUNITIES AND THREAT**

India’s power sector is expected to receive investments of about \$250 billion over the next 5 years to catch up and keep pace with electricity demand, which is increasing at 5% per annum. The market for Electrical Conductors is expected to grow at 13.5% till 2018. During FY17, 7,500 MW of inter-regional transmission capacity, along with about 19,436 circuit km (ckm) of transmission lines and 3,934 MW HVDC terminal capacities are expected to be added, so as to reach the targets specified in the 12th Plan. It is estimated that during the 13th Plan period, about 62,800 circuit kilometres (ckm) of transmission lines of 400 kV and above voltage level transmission systems would be required. This all will lead to the creation of opportunities for this Industry.

Domestic Demand-To sustain the envisaged annual GDP growth rate of around 8-9% over the next years, it has been estimated that India will require to increase its electricity generation capacity by around five times by 2032.

- 01) Power generation and distribution gap in the Industry.
- 02) Huge scope and investment potential in power sector
- 03) Govt. initiatives towards power transformation industry

#### **THREAT**

- 01) Growing competition in the industry
- 02) Change in the govt. policies(Industry is prone to govt. policy)

#### **OUTLOOK RISK AND CONCERNS**

Our Outlook, risks and concerns are as follows:

- A large part of our revenue depends on our top clients and loss of any one of major client may lead to negative impact on our business
- Changes in policies of government of India or political instability may adversely effect economic conditions in India, which may lead to negative impact on our business.
- Any natural calamities such as earthquakes, storms, fire etc. may tend to affect our operational efficiency negatively.

## **RISK MANAGEMENT**

The Company has developed and implemented a risk management framework to address key strategic and operational risks associated with its business

## **INTERNAL CONTROL SYSTEM**

The company has an adequate internal control system commensurate with its size and the nature of its business in order to achieve efficiency in operation and optimum utilization of resources.

## **FINANCIAL PERFORMANCE VIS-A VIS OERATIONAL PERFORMANCE**

Our production and revenues have increased during the current year. There has been an all round growth in the power industry.

The performance analysis for the year; we achieved a net revenue of Rs. 4271.8/- lacs during the year. The Interest and Finance Costs for the year stood at Rs.142.29/- lacs which is nearby 3.3 % of the net sales & depreciation at Rs. 20.85/- lacs.

The Company has paid all the Financial Commitments to Bank within the stipulated period as per the Audit Report.

## **HUMAN RESOURCE AND INDUSTRIAL RELATION**

The focus is on the capability development, performance management and employee engagement. This is expected to improve the cost competitiveness through greater levels of employee participation, commitment and involvement.

## **CAUTIONARY STATEMENT**

Statement in this management analysis detailing the Company's objectives, projections, estimates, expectations, or predictions may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the company's operations include economic conditions affecting demand/supply and price condition in the domestic markets in which the company operates, changes in the govt. regulations, tax laws and other statutes and other incidental factors.

**By the order of the board of  
GODHA CABCON & INSULATION LTD**

**Sd/-**

**Dipesh Godha**

**CEO cum Executive Director**

**Date:21/08/2018**

**Place: Indore**

## Annexure "C"

### AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

#### **A. Details of contracts or arrangements or transactions not at arm's length basis**

During the year, The Company has not entered into any contracts or arrangements with any of the related party which are not on arm's length basis.

#### **B. Details of material contracts or arrangement or transactions at arm's length basis**

(1)	Purchase of goods and service	
	Name(s) of the related party and nature of Relationship	Madhu Cable and Conductor Pvt Ltd
	Nature of contracts/arrangements/transactions	Sales & Purchase
	Duration of the contracts/arrangements/ Transactions	27/09/2018 to 31/03/2018
	Date(s) of approval by the Board, if any	13/09/2018
	Amount paid as advances, if any:	Nil

By the order of the board of  
GODHA CABCON & INSULATION LTD

DATE:  
PLACE: INDORE

SD/-  
DIPESH GODHA  
EXECUTIVE DIRECTOR CUM CEO

**Annexure "D"**  
**FormNo.MGT-9**

**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2018**

**[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS:**

<b>i.</b>	CIN	<b>U31909MP2016PLC041592</b>
<b>ii.</b>	Registration Date	04/10/2016
<b>iii.</b>	Name of the Company	GODHA CABCON & INSULATION LTD.
<b>iv.</b>	Category/Sub-Category of the Company	Company limited by shares/Indian Non Govt Company
<b>v.</b>	Address of the Registered office and contact details	36-D, Sector B, Industrial Area, Sanwer Road, Indore(M.P.)
<b>vi.</b>	Whether listed company	No (Company get Listed w.e.f. 11 <sup>th</sup> May, 2018)
<b>vii.</b>	Name, Address and Contact details of Registrar and Transfer Agent, if any	N.A.

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

<b>Sr.No</b>	<b>Name and Description of main products/ services</b>	<b>NIC Code of the Product/ service</b>	<b>% to total turnover of the company</b>
<b>1</b>	<b>Manufacture of electronic cables &amp; conductor (insulated wire and cable made of steel, copper, aluminium)</b>	<b>27320</b>	<b>100%</b>

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (NO)

Sr. No.	NameAnd AddressOf The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
-	-	-	-	-	-

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i. Category-wise Share Holding

Categoryof Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during theyear
	Demat	Physic al	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	-	15000	15000	100	-	8100000	8100000	100	0
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	0	15000	15000	100	0	8100000	8100000	100	0
<b>2) Foreign</b>									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	--	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-									
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
	0	0	0	0	0	0	0	0	0

Sub-total(B)(1)									
<b>2. Non Institutions</b>	-	-	-	-	-	-	-	-	-
a) Bodies Corp. (i) Indian (ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals  (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh  (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others(Specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(2)	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
C.Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	<b>0</b>	<b>15000</b>	<b>15000</b>	<b>100</b>	<b>0</b>	<b>8100000</b>	<b>8100000</b>	<b>100</b>	<b>0</b>

#### ii.Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	% change in share holding during the year
1.	DIPESH GODHA	5000	33.33	-	236500	2.919%	-	-
2.	RUPALI GODHA	5000	33.34	-	5000	0.062%	-	-
3.	MADHU GODHA	5000	33.33	-	7858460	97.018%	-	-
	<b>Total</b>	<b>15000</b>	<b>100</b>	<b>0</b>	<b>8099960</b>	<b>100.00%</b>		<b>0</b>

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>DIPESH GODHA</b>				
	At the beginning of the year	5000	33.33%	5000	33.33
	DATE WISE INCREASE AND DECREASE				
	Allotment(30.11.2018)	231500	2.919%	231500	2.919
	At the end of the year	236500	2.919%	236500	2.919
2.	<b>MADHU GODHA</b>				
	At the beginning of the year	5000	33.33%	5000	33.33
	DATE WISE INCREASE AND DECREASE				
	Allotment(16.07.2017)	5871100	99.83%	5871100	99.83
	Transfer(16.07.2017)	(40)	0.0006%	5871060	98.29
	Allotment(30.11.2017)	1531800	97.018%	1531800	97.018
	Allotment(30.12.2017)	322500	97.018%	322500	97.018
	Allotment(15.01.2018)	128100	97.018%	128100	97.018
	At the end of the year	7858460	97.018%	7858460	97.018

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt in Lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	0	0	0	0
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not				
Total(i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year	95.33	539.65		634.98
- Addition				
- Reduction				
Net Change	95.33	539.65	0	634.98
Indebtedness at the end of the financial year	95.33	539.65	0	634.95
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	95.3	539.65	0	634.98

## REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		RUPALI GODHA	MADHU GODHA	
1.	Gross salary (a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b)Value of perquisites u/s 17(2)Income-tax Act, 1961 (c)Profits in lieu of salary under section 17(3)Income-tax Act, 1961	5,00,000	5,00,000	10,00,000
2.	Stock Option			
3.	Sweat Equity			
4.	Commission - as % of profit - others, specify			
5.	Others, please specify			
6.	Total(A)	5,00,000	5,00,000	10,00,000
	Ceiling as per the Act			

### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Kamaljeet Singh Ajimal	Mr. Ankit Vijayvargiya	
		Mr. Kamaljeet Singh Ajimal	Mr. Ankit Vijayvargiya	-
	<u>Independent Directors</u> ·Fee for attending board/committee meetings ·Commission ·Others, please specify	-	-	-
	Total(1)	-	-	-
	<u>Other Non-Executive Directors</u> ·Fee for attending board /committee meetings ·Commission ·Others, please specify	-	-	-
	Total(2)	-	-	-
	Total(B)=(1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	-	-	-

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b)Value of perquisites u/s 17(2)Income-tax Act,1961 (c)Profits in lieu of salary under section 17(3)Income-tax Act,1961	10,00,000	1,37,500	1,25,000	12,62,500
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit -others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	Total	1000000	137500	125000	1262500

**VI. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
<b>A. Company</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. Directors</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. Other Officers In Default</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

By the order of the board of  
GODHA CABCON & INSULATION LTD

SD/-  
DIPESH GODHA

DATE:21/08/2018  
PLACE: INDORE

EXECUTIVE DIRECTOR CUM CEO

## **INDEPENDENT AUDITOR'S REPORT**

**To The Members of  
Godha Cabcon & Insulation Limited  
CIN NO: L31909MP2016PTC041592**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of M/s Godha Cabcon & Insulation Limited , which comprise the Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit and Loss (Including Other Comprehensive Income), the cash flow statement and the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position and financial performance (Including Other Comprehensive Income), cash flows and Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31<sup>st</sup> March, 2018, its Profits (Including Other Comprehensive Income), cash flows and Changes in Equity for the year ended on that date.

## **Report on other legal and regulatory requirements**

1. As required by Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information & explanations which to the best of our knowledge and belief were necessary for the purpose of audit.
- b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of the books.
- c) The Balance sheet and the statement of profit and loss dealt with by this report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- e) On the basis of written representation received from the directors as on 31<sup>st</sup> March 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2018, from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B", and ;
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statement – refer note no 19.
  - b. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - a. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

As per our report of even date annexed  
**For S.K.KHANDELWAL & ASSOCIATES**  
**Chartered Accountants**  
**FRN :- 002305C**

**Place: INDORE**  
**Date: 30.05.2018**

**(S.K. KHANDELWAL)**  
**PARTNER**  
**M.NO. 071189**

## Annexure-A to the Auditors' Report

The Annexure referred to in Independent Auditor's report to the members of **M/s GODHA CABCON & INSULATION LIMITED** for the year ended 31<sup>st</sup> March 2018. We report that:

- (I) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
  
(b) The Management has confirmed that the Fixed Assets have been physically verified by them at reasonable time intervals in a phased manner. No material discrepancies were noticed in such verification.  
  
(c) According to the information and explanations given to us and on the basis of our examinations of the records of the company, the title deeds of immovable property are held in the name of the company.
- (II) (a) Physical verification of the inventory has been done at reasonable intervals by the management.  
  
(b) The procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business.  
  
(c) The company is maintaining proper records of inventory and there were no material discrepancies noticed on physical verification.
- (III) The company has not granted any loan secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act 2013.
- (IV) In our opinion and according to the information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 with respect to loans, investments and guarantees given.
- (V) The company has not accepted any deposits from the public.
- (VI) The Central Government has not prescribed maintenance of cost records under section 148(1) of the Company Act 2013, in respect of the activity carried on by the company.
- (VII) (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and other material statutory dues, if any, as are applicable to it.

According to the information and explanation given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, custom duty, excise duty and cess were in arrears, as at 31<sup>st</sup> March, 2017 for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute except as follows:

S.No	Nature of Liability	Amount	Related period	Form where case is pending
1.	Excise Duty	1,37,40,671.00	2012-13	Custom, Excise and Service Tax Appellate Tribunal

- (VIII) In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of loans or borrowings to a financial institution, bank, Government or dues to debenture holders.
- (IX) The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
- (X) According to the information and explanation given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- (XI) According to the information and explanation given to us and based on our examination of records of the company, the company has paid/provided for managerial remuneration in accordance with requisite approvals mandated by provisions of section 197 , read with schedule V to the act.
- (XII) In our opinion and according to the information and explanation given to us, the company is not a NIDHI company. Accordingly paragraph 3 (xii) of the order is not applicable.
- (XIII) According to the information and explanation given to us and based on our examination of the records of the company transactions with the related parties are in compliance with section 177 and 188 of Companies Act 2013, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (XIV) According to the information and explanation given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (XV) According to the information and explanation given to us and based on our examination of the records of the company, the company has taken over entire assets and liabilities from M/s Godha Cabcon & Insulations (Prop. Mrs. Madhu Godha) against allotment of shares.
- (XVI) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For S.K.KHANDELWAL & ASSOCIATES**

**CHARTERED ACCOUNTANTS**

**FRN 002305C**

**(S.K. KHANDELWAL)**

**PARTNER**

**M.NO. 071189**

**Place: INDORE**

**Date: 30.05.2018**

## **Annexure – B to the Independent Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **M/s GODHA CABCON & INSULATION LIMITED** as of 31<sup>st</sup> March, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in

accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Place: INDORE**  
**Date: 30.05.2018**

**For S.K.KHANDELWAL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FRN 002305C**  
**(S.K.KHANDELWAL)**  
**PARTNER**  
**M.NO. 071189**

**M/S GODHA CABCON & INSULATION LTD.**

**CIN NO: U31909MP2016PTC041592**

**BALANCE SHEET AS AT**

**Rs. In Lakhs**

Particulars	Note No.	31st March 2018	31st March 2017
<b>(1) ASSETS</b>			
<b>Non Current Assets</b>			
(a) Property, Plant and Equipments			
(i) Tangible assets	2	171.56	0.00
(b) Deferred Tax Assets (Net)	3	1.47	0.00
<b>Sub-Total</b>		<b>173.04</b>	<b>0.00</b>
<b>Current Assets</b>			
(a) Inventories			
(b) Financial Assets			
(i) Trade Receivables	5	2222.64	0.00
(ii) Cash & Cash equivalents	6	232.52	1.28
(c) Other Current Assets	7	213.14	0.00
<b>Sub-Total</b>		<b>2991.62</b>	<b>1.28</b>
<b>Total Assets</b>		<b>3164.65</b>	<b>1.28</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital			
(b) Other Equity	9	551.90	-0.30
<b>Sub-Total</b>		<b>1361.90</b>	<b>1.20</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	10	334.59	0.00
<b>Sub-Total</b>		<b>334.59</b>	<b>0.00</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	11	601.88	0.00
(ii) Trade Payables	12	533.57	0.00
(iii) Other Financial Liabilities	13	300.40	0.00
(b) Other Current Liabilities	14	17.46	0.09
(c) Provisions	15	1.22	0.00
(d) Current Tax Liabilities (Net)	16	13.62	0.00
<b>Sub-Total</b>		<b>1468.15</b>	<b>0.00</b>
<b>Total Equity and Liabilities</b>		<b>3164.65</b>	<b>1.28</b>

See accompanying notes forming part of the financial statements

As per our report of even date annexed

**Dipesh Godha**  
(CEO & Director)

**Rupali Godha**  
(Director)

**For S.K.Khandelwal & Associates**  
**Chartered Accountants**  
**FRN :- 002305C**

**Kapil Verma**  
(CFO)  
**PLACE: INDORE**  
**DATE: 30.05.2018**

**Surbhi Jain**  
(Company Secretary)

**(S.K. KHANDELWAL)**  
**Partner**  
**M.No 071189**

**M/S GODHA CABCON & INSULATION LTD.**  
**CIN NO: U31909MP2016PTC041592**  
**STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED**

Rs. In Lakhs

Particulars	Note No.	31st March 2018	31st March 2017
<b>REVENUE</b>			
Gross Revenue from operations		5040.47	0.00
Less:GST Recovered		769.09	0.00
Net Revenue from Operations		4271.38	0.00
Other income	17	33.32	0.00
<b>Total Revenue</b>		<b>4304.69</b>	<b>0.00</b>
<b>EXPENSES</b>			
Cost of Material Consumed	18	3875.06	0.00
Employee benefits expense	19	45.99	0.00
Finance costs	20	142.29	0.00
Depreciation & amortization expense		20.85	0.00
Other expenses	21	125.42	0.30
<b>Total expenses</b>		<b>4209.62</b>	<b>0.30</b>
Profit from operations before exceptional items and tax		95.08	-0.30
Exceptional Items		47.10	0.00
Profit/ (loss) before Tax		142.18	-0.30
Tax expense:			
(1) Current tax		38.62	0.00
(2) Deferred tax		-1.47	0.00
<b>Profit for the Period (V-VI)</b>		<b>105.04</b>	<b>-0.30</b>
<b>Other Comprehensive Income</b>		<b>0.00</b>	<b>0.00</b>
<b>Total Comprehensive Income</b>		<b>105.04</b>	<b>-0.30</b>
<b>Earnings per equity share:</b>			
(1) Basic		2.16	(2.02)
(2) Diluted		2.16	(2.02)

See accompanying notes forming part of the financial statements

As per our report of even date annexed

**Dipesh Godha**  
(CEO & Director)

**Rupali Godha**  
(Director)

**For S.K.Khandelwal & Associates**  
**Chartered Accountants**  
**FRN :- 002305C**

**Kapil Verma**  
(CFO)

**Surbhi Jain**  
(Company Secretary)

**(S.K. KHANDELWAL)**  
**Partner**

**PLACE: INDORE**  
**DATE: 30.05.2018**

**M.No 071189**

## STATEMENT OF CHANGES IN EQUITY

### A. Equity Share Capital

Balance at the beginning of the Reporting Period	Changes in Equity Share Capital during the year	Balance at the end of the Reporting Period
1.50	808.50	810.00

### B. Other Equity

For Year ended 31st March 2018

	Share Application Money Pending Allotment	Reserves & Surplus	
		Securities Premium Reserves	Retained Earnings
Balance at the beginning of the Reporting Period	0.00	0.00	-0.30
Total Comprehensive Income	0.00	0.00	105.04
Any other Change	4.39	442.78	0.00
<b>Balance at the end of the Reporting Period</b>	<b>4.39</b>	<b>442.78</b>	<b>104.73</b>

For Year ended 31st March 2017

	Share Application Money Pending Allotment	Reserves & Surplus	
		Securities Premium Reserves	Retained Earnings
Balance at the beginning of the Reporting Period	0.00	0.00	0.00
Total Comprehensive Income	0.00	0.00	-0.30
Any other Change	0.00	0.00	0.00
<b>Balance at the end of the Reporting Period</b>	<b>0.00</b>	<b>0.00</b>	<b>-0.30</b>

See accompanying notes forming part of the financial statements

**Dipesh Godha**  
(CEO & Director)

**Rupali Godha**  
(Director)

**Kapil Verma**  
(CFO)

**Surbhi Jain**  
(Company Secretary)

PLACE: INDORE  
DATE: 30.05.2018

As per our report of even date annexed

**For S.K.Khandelwal & Associates**  
Chartered Accountants  
FRN :- 002305C

**(S.K. KHANDELWAL)**  
Partner  
M.No 071189

**GODHA CABCON & INSULATION LTD.**  
**CIN: U31909MP2016PLC041592**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED**

Rs. In Lakhs

PARICULARS	31st Mar 2018	31st Mar 2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax as per Profit and Loss Statement	142.18	(0.30)
<b>Adjusted For:</b>		
<b>Add: Depreciaion</b>	20.85	0.00
<b>Operating Profit Before Working Capital Changes</b>	163.03	(0.30)
<b>Adjusted For:</b>		
<b>Increase/Decrease In Current Asset</b>		
Receivables	(2222.64)	0.00
Inventories	(323.32)	0.00
Other Current Assets	(213.14)	0.00
<b>Increase/Decrease in Current Liabilities</b>		
Trade Payables	533.57	0.00
Short term Provisions	14.84	0.00
Other financial Liabilities	300.40	0.00
Other current Liabilities	17.38	0.09
Short Term Borrowing	601.88	0.00
<b>Cash Generated From Operations</b>	(1128.00)	(0.22)
Taxes on Operating Activities	(37.14)	0.00
<b>Net Cash from Operating Activiies</b>	<b>(1165.14)</b>	<b>(0.22)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Long Term Asset	0.00	0.00
<b>Less: Purchase of long term asset</b>	(192.42)	0.00
<b>Less: Deferred Tax Assets</b>	(1.47)	0.00
<b>Net Cash Flow From Investing Activiies</b>	<b>(193.89)</b>	<b>0.00</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds From Issue of shares including share premium	1251.28	1.50
Proceeds from Share Application Money Pending Allotment	4.39	0.00
Net Proceeds Fron Long term Borrowings	334.59	0.00
<b>Net Cash Flow From Financing Activities</b>	<b>1590.26</b>	<b>1.50</b>
Net Increase / Decrease in Cash and Cash Equivalents	231.23	1.28
Opening Balance of Cash and Cash Equivalents	1.28	0.00
Closing Balance of Cash and Cash Equivalents	<b>232.52</b>	<b>1.28</b>

See accompanying notes forming part of the financial statements

As per our report of even date  
annexed

**Dipesh Godha**  
(CEO & Director)

**Rupali Godha**  
(Director)

**For S.K.Khandelwal & Associates**  
**Chartered Accountants**  
**FRN :- 002305C**

**Kapil Verma**  
(CFO)

**Surbhi Jain**  
(Company Secretary)

**(S.K. KHANDELWAL)**  
Partner

**PLACE: INDORE**  
**DATE: 30.05.2018**

**M.No 071189**

## **NOTES FORMING PART OF THE FINANCIAL STATEMENT**

**FOR THE PERIOD ENDED 31<sup>ST</sup> MARCH, 2018**

### **NOTE-1**

#### **BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES**

##### **(A) BASIS FOR PREPARATION**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of Companies Act, 2013 ('the Act'), and Guidelines issued by Securities Exchange Board of India (SEBI). Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

##### **(B) SIGNIFICANT ACCOUNTING POLICIES**

###### **A. Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

###### **B. Revenue Recognition**

- (a) Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations include sale of goods including GST.
- (b) Interest on F.D.R is taken on accrual basis.

###### **C. Property, Plant & Equipment**

Property, Plant & Equipments are stated at cost less accumulated depreciation .The cost of fixed assets includes taxes & duties (non-recoverable), freight and other incidental expenses incurred in relation to the acquisition and bringing the assets for their intended use.

###### **D. Depreciation**

Depreciation is provided based on useful life of asset as prescribed in schedule II of Companies Act 2013. Depreciation on additions to the assets and the assets sold or disposed off, during the year is provided for on prorata basis at their respective useful life or rate of depreciation as prescribed with reference to the date of acquisition/ installation or date of sale/disposal.

## **E. Inventories**

- (i) Raw Material and Finished Goods is valued at lower of cost or market value.
- (ii) Packing Material is valued at cost.

## **F. Employee Benefits**

- (i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.
- (ii) Recognition of Post-employment and other long term employee benefits are not provided for as the same is not applicable to the company right now.

## **G. Impairment of Assets**

An asset is impaired if there are sufficient indication that the carrying cost would exceed the recoverable amount of cash generating assets. In that event an impairment loss so computed would be recognized in the account in the relevant year.

## **H. Earnings per share**

The Company reports Earnings per Share (EPS) in accordance with Ind-AS 33 on Earning per share. EPS is computed by dividing the net profit for the year by the number of equity shares during the year.

## **I. Taxation**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from “timing difference” between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date.

## **J. Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes (if any). Contingent Assets are neither recognized nor disclosed in the financial statements.

## **K. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non cash nature and any deferral and accruals of past or future cash receipts or payment. The cash flows from regular operating, investing and financing activities of the Company are segregated.

**M/S GODHA CABCON & INSULATION LTD.**  
**CIN NO: U31909MP2016PTC041592**  
**NOTES TO THE ACCOUNTS FOR THE YEAR ENDED**

	Rs. In Lakhs	
Particulars	Current Year 31st March 2018	Previous Year 31st March 2017
<b><u>NOTE-02</u></b>		
<b><u>PROPERTY, PLANT &amp; EQUIPMENT</u></b>		
Tangible Assets (As per Schedule attached)	171.56	0.00
<b>TOTAL Rs.</b>	<b>171.56</b>	<b>0.00</b>
<b><u>NOTE-03</u></b>		
<b><u>DEFERRED TAX ASSETS</u></b>		
Related to Fixed Assets (Liability)	0.05	0.00
Related to Preliminary Expenses (Asset)	1.42	0.00
<b>TOTAL Rs.</b>	<b>1.47</b>	<b>0.00</b>
<b><u>NOTE-04</u></b>		
<b><u>INVENTORIES</u></b>		
Raw Material	303.32	0.00
Packing Material	20.00	0.00
<b>TOTAL Rs.</b>	<b>323.32</b>	<b>0.00</b>
<b><u>NOTE-05</u></b>		
<b><u>TRADE RECEIVABLES</u></b>		
( Unsecured Considered Good)		
Debt due by Associate Concerns	385.36	0.00
Others	1837.28	0.00
<b>TOTAL Rs.</b>	<b>2222.64</b>	<b>0.00</b>
<b><u>NOTE-06</u></b>		
<b><u>CASH &amp; CASH EQUIVALENTS</u></b>		
Cash in hand	12.09	1.28
Balance with Bank	28.20	0.00
Balances with bank in fixed deposit to the extent held as security against bank guarantee*	192.23	0.00
<b>TOTAL Rs.</b>	<b>232.52</b>	<b>1.28</b>

\*Deposits of Rs.54.10 lakhs have maturity more than 12 months).

**NOTE-07****OTHER CURRENT ASSETS**

Security Deposits	15.46	0.00
Accrued Interest	8.32	0.00
Advances to suppliers	62.52	0.00
Advances to Directors against Expenses	0.35	0.00
CGST receivable	47.48	0.00
SGST Receivable	46.43	0.00
TDS Receivable*	0.97	0.00
Prepaid Expenses	31.60	0.00
	<b>213.14</b>	<b>0.00</b>

\*TDS is receivable from Madhu Godha, Proprietor of Godha Cabcon & Insulation. TDS is receivable on Deposits against Bank Guarantee which could not be transferred on conversion of firm to Company.

**NOTE-08****EQUITY SHARE CAPITAL****AUTHORISED**

1,25,00,000 (1,00,000) Equity Shares of Rs 10/-each	1250.00	10.00
<b>TOTAL Rs.</b>	<b>1250.00</b>	<b>10.00</b>

**ISSUED, SUBSCRIBED AND FULLY PAID UP CAPITAL**

81,00,000 (15,000) Equity Shares of Rs 10/-each fully paid up	810.00	1.50
<b>TOTAL Rs.</b>	<b>810.00</b>	<b>1.50</b>

**Notes**

1. During the financial year 2017-18 the company has increased its Authorised Share capital from Rs.10.00 lacs to Rs.600.00 lacs by passing an Ordinary Resolution in the Annual General Meeting dated 14th July 2017 and from Rs.600.00 lacs to Rs.1250.00 lacs by passing an ordinary Resolution in the Extra ordinary General Meeting dated 26th Oct 2017.

2. During the financial year 2017-18 the company has issued and allotted 5871100 Equity Shares of Rs 10.00 each on 16th July 2017 at a price of Rs.10.00 per Equity Shares for **consideration other than cash.**

**Terms / rights attached to equity shares:**

1. The company is having only one class of Equity shares with par value of Rs.10.00 per share.
2. Right to receive dividend as may be approved by the Board of Directors / Annual General Meeting.
3. The equity shares are not repayable except in case of a buy back, reduction in capital or winding up in terms of the Provisions of the Companies Act, 2013
4. Every member of the company holding equity shares has a right to attend the General Meeting of the Company and has a right to speak and on a show of hands has one vote if he is present in person and on poll shall have the right to vote in proportion to his share of the paid up capital of the company.

**A Reconciliation of Shares outstanding at the beginning and at the end of the year**

No. of shares outstanding at the beginning of the year	15000.00	0.00
Shares issued	8085000.00	15000.00
No. of shares outstanding at the end of the year	<b>8100000.00</b>	<b>15000.00</b>

**B Details of Share Holders holding more than 5% share in company**

	As at 31st March, 2018		As at 31st March, 2017	
	No. of shares	% of share	No. of shares	% of share
Smt. Madhu Godha	7858460	97.018%	5000	33.34%
Shri Dipesh Godha	236500	2.919%	5000	33.33%
Smt. Rupali Godha	5000	0.062%	5000	33.33%

**NOTE-09****OTHER EQUITY****A. SECURITY PREMIUM ACCOUNT**

Opening Balance	0.00	0.00
Add: Securities Premium on account of shares issued	442.78	0.00
<b>Closing Balance</b>	<b>442.78</b>	<b>0.00</b>

**B. PROFIT AND LOSS ACCOUNT**

Opening Balance	(0.30)	0.00
Add: Net Profit after tax transferred from Statement of Profit and loss	105.04	-0.30
<b>Closing Balance</b>	<b>104.73</b>	<b>-0.30</b>

**C. SHARE APPLICATION MONEY PENDING ALLOTMENT**

Opening Balance	0.00	0.00
Add: Application money received during the year	4.39	0.00
<b>Closing Balance</b>	<b>4.39</b>	<b>0.00</b>
<b>Total Rs. (A+B+C)</b>	<b>551.90</b>	<b>-0.30</b>

**NOTE-10****LONG TERM BORROWINGS****SECURED LOANS**

Term Loan from Banks *	30.43	0.00
Term Loan from Hero Finance *	21.84	0.00
	<b>52.28</b>	<b>0.00</b>

**UNSECURED LOANS**

From Banks and NBFC *	282.32	0.00
	<b>282.32</b>	<b>0.00</b>

<b>TOTAL Rs.</b>	<b>334.59</b>	<b>0.00</b>
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**NOTE-11****SHORT TERM BORROWINGS**

Cash Credit from Union Bank of India *	601.88	0.00
Loan from Directors	0.005	0.00
<b>TOTAL Rs.</b>	<b>601.88</b>	<b>0.00</b>

**\* Nature of Security & Repayment Terms**

1. Cash Credit facility of Rs.8,00,00,000.00 from Union Bank of India is secured by way of Equitable mortgage/ hypothecation of all fixed assets of Company and by way of equitable mortgage of Residential house property of directors, personal guarantee of directors and by way of hypothecation of all current assets of the company. Cash credit facilities are repayable on demand. Rate of Interest is 11%. Balance as on 31.03.2018 is Rs.601.88 lakhs.

2. Unsecured loan from Director is repayable on demand and is interest free.

**NOTE-12****TRADE PAYABLES**

Sundry Creditors for Goods and Expenses	533.57	0.00
<b>TOTAL Rs.</b>	<b>533.57</b>	<b>0.00</b>

**NOTE-13****OTHER FINANCIAL LIABILITIES**

Current Maturity of Long term debt	300.40	0.00
<b>TOTAL Rs.</b>	<b>300.40</b>	<b>0.00</b>

Note: Repayment terms and rate of interest in Current maturity of long term debts is included in Note-10 along with Long term borrowings.

**NOTE-14****OTHER CURRENT LIABILITIES**

Sundry Creditors for Expenses	6.68	0.09
Advance from Customers	10.78	0.00
<b>TOTAL Rs.</b>	<b>17.46</b>	<b>0.09</b>

**NOTE-15****SHORT TERM PROVISIONS**

SGST Payable	0.00	0.00
CST Payable	0.07	0.00
TDS Payable	1.14	0.00
<b>TOTAL Rs.</b>	<b>1.22</b>	<b>0.00</b>

**NOTE-16****CURRENT TAX LIABILITIES**

Provision for Income Tax	13.62	0.00
<b>TOTAL Rs.</b>	<b>13.62</b>	<b>0.00</b>

**NOTE-17****OTHER INCOME**

Interest	12.45	0.00
Discount received	20.21	0.00
Other Income	0.66	0.00
<b>TOTAL Rs.</b>	<b>33.32</b>	<b>0.00</b>

**NOTE-18****COST OF MATERIAL CONSUMED**

Opening Stock	0.00	0.00
Add: Purchases	4178.39	0.00
	4178.39	0.00
Less: Closing Stock	303.32	0.00
<b>TOTAL Rs.</b>	<b>3875.06</b>	<b>0.00</b>

**NOTE-19****EMPLOYEE BENEFITS EXPENSE**

Salary & wages	45.99	0.00
<b>TOTAL Rs.</b>	<b>45.99</b>	<b>0.00</b>

**NOTE-20****FINANCE COSTS**

Interest to Bank & others	129.03	0.00
Bank Charges & Commission	13.26	0.00
<b>TOTAL Rs.</b>	<b>142.29</b>	<b>0.00</b>

**NOTE-21****OTHER EXPENSES**

Freight Charges	1.91	0.00
Power Expenses	19.74	0.00
Packing Material	70.48	0.00
Annual Fees (CDSL)	0.50	0.00
ROC Charges	6.93	0.04
Stamp Expenses	2.01	0.08
CST Assessment Demand	0.07	0.00
Excise Demand	0.29	0.00
Inspection Charges	1.60	0.00
Insurance Premium	0.33	0.00
Processing Fees	0.87	0.00
Rating Charges	0.71	0.00
Other Incorporation Expenses	0.00	0.11
Travelling expenses	1.49	0.00
Service Tax	1.45	0.00
Telephone Expenses	0.54	0.00
Legal & Professional Charges	0.26	0.00
Office Expenses	2.16	0.00
Donation	0.41	0.00

Factory Expenses	1.09	0.00
Financial Consultancy Charges	0.15	0.00
ISO Fee A/c	0.20	0.00
Liasion Charges	1.11	0.00
Licence Fees A/c	1.50	0.00
Postal and Courier Expenses	0.17	0.00
Repair and Maintenance	1.61	0.00
Tendor Expenses	3.27	0.00
Testing Charges	0.56	0.00
Vehicle Running Expenses A/c	1.47	0.00
Sundry Balances Written off	-0.07	0.00
Water Expenses	0.12	0.00
Audit fee	2.50	0.09
<b>TOTAL Rs.</b>	<b>125.42</b>	<b>0.30</b>

**NOTE-22**

**CONTINGENT LIABILITY**

Outstanding bank Guarantee	880.93	0.00
Claims not acknowledged as debt	137.41	0.00
Other money for which Company is contingently liable	183.87	0.00

**NOTE-23**

**RELATED PARTY DISCLOSURE**

Names of Related parties and Description of relationship

**A. Key Management Personnel**

Smt. Madhu Godha

Mr. Dipesh Godha

Smt. Rupali Godha

**B. Associate Company:-**

Madhu Cables & Conductors Pvt. Ltd.

**Transaction during the year with related parties**

**Net Unsecured Loan taken**

Smt. Madhu Godha	KMP	0.005	0.00
		<b>0.005</b>	<b>0.00</b>

**Sales**

Madhu Cables & Conductors Pvt. Ltd.	Associate Company	1338.77	0.00
		<b>1338.77</b>	<b>0.00</b>

**Purchases**

Madhu Cables & Conductors Pvt. Ltd.	Associate Company	729.44	0.00
		<b>729.44</b>	<b>0.00</b>

**Director's Remuneration**

Smt. Madhu Godha	KMP	5.00	0.00
Mr. Dipesh Godha	KMP	10.00	0.00
Smt. Rupali Godha	KMP	5.00	0.00
		<b>20.00</b>	<b>0.00</b>

**Net Short Term Advances given**

Mr. Dipesh Godha	KMP	0.35	0.00
		<b>0.35</b>	<b>0.00</b>

**Balances at the end of the year****Net Unsecured loan payable**

Smt. Madhu Godha	KMP	0.005	0.000
		<b>0.00</b>	<b>0.00</b>

**Debtors**

Madhu Cables & Conductors Pvt. Ltd.	Associate Company	385.36	0.00
		<b>385.36</b>	<b>0.00</b>

**Director's Remuneration Payable**

Mr. Dipesh Godha	KMP	3.00	0.00
		<b>3.00</b>	<b>0.00</b>

**Net Short Term Advances receivables**

Mr. Dipesh Godha	KMP	0.35	0.00
		<b>0.35</b>	<b>0.00</b>

As per our report of even date annexed

Sd/-  
**Dipesh Godha**  
(CEO & Director)

Sd/-  
**Rupali Godha**  
(Director)

**For S.K.Khandelwal & Associates**  
**Chartered Accountants**  
**FRN :- 002305C**

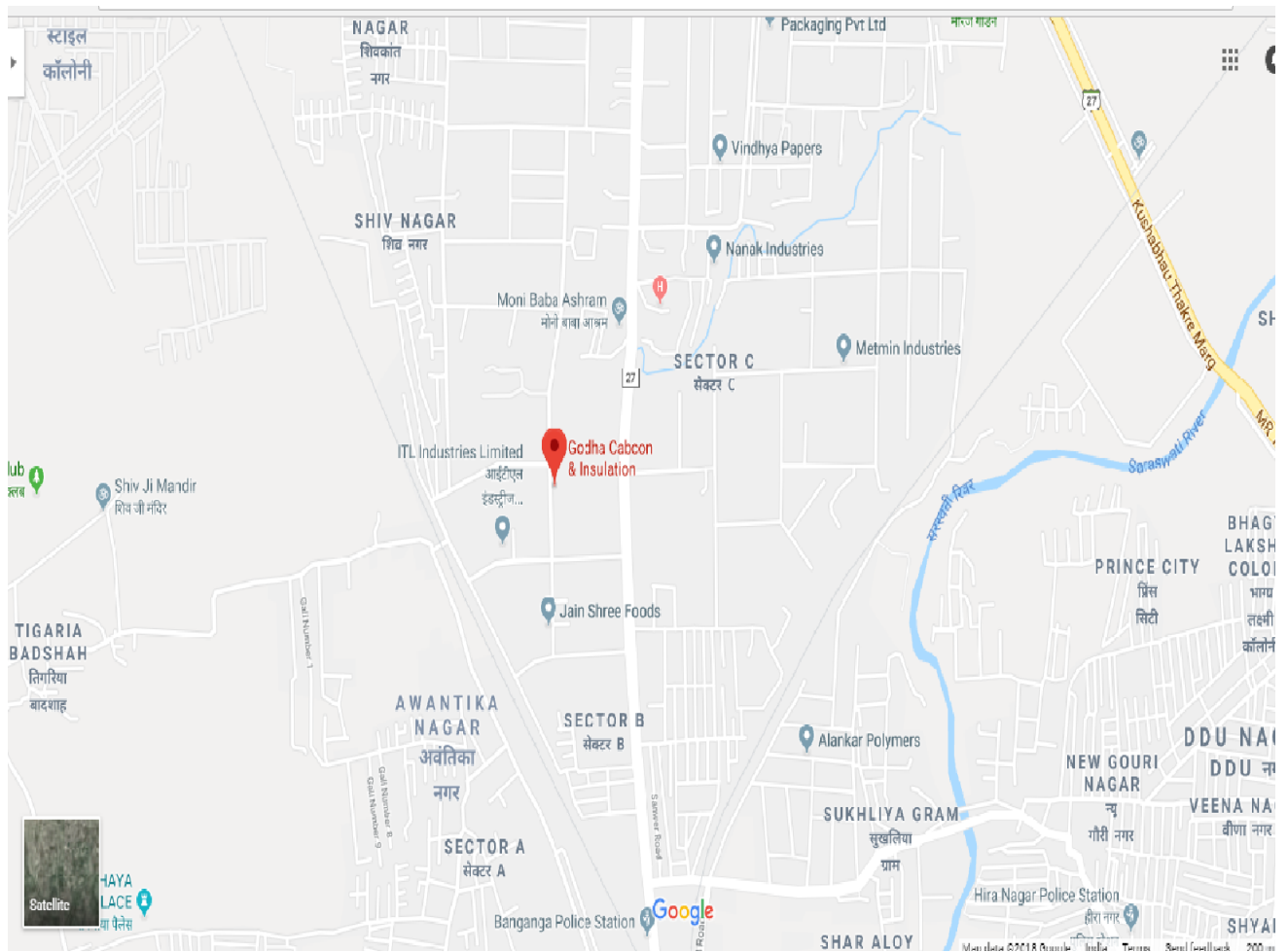
Sd/-  
**Kapil Verma**  
(CFO)

Sd/-  
**Surbhi Jain**  
(Company Secretary)

**(S.K. KHANDELWAL)**  
**Partner**  
**M.No 071189**

**PLACE: INDORE**  
**DATE: 30.05.2018**

## Road Map of the AGM Venue



ATTENDANCE SLIP  
**GODHA CABCON & INSULATION LTD**  
 (CIN: L31909MP2016PLC041592)  
 36-D, SECTOR B, INDUSTRIAL AREA, SANWER ROAD, INDORE (M.P.)

Please complete attendance slip and hand it over at the entrance of the meeting hall.

Attendance by(Please tick appropriate box)	
<input type="checkbox"/> Member/Shareholder <input type="checkbox"/> Proxy <input type="checkbox"/> Authorised Representative	Name of Shareholder: Address:  Folio No./DP ID: No. of shares held:

**FORM NO. MGT-11**  
**Proxy Form**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name and Address of Shareholder( In block letters)	
Email-ID:	Registered folio no.:
No. of shares held:	DPID & Client ID:

I/We, being the member(s) of ..... Shares of the above named Company, hereby appoint.

1. Name :  
 Address :  
 Email ID :  
 Signature :..... or failing him

2. Name :  
 Address :  
 Email ID :  
 Signature :..... or failing him

3. Name :  
 Address :  
 Email ID :  
 Signature :..... or failing him

as my/ our Proxy to vote (on a poll) for me/ us and on my/ our behalf at 2<sup>nd</sup> Annual General Meeting to be held on,26<sup>th</sup> September 2018 at 2:00 p.m. at its Registered Office and at any adjournment thereof in respect of all resolutions proposed to be passed therein as under:

Resolution No.	Resolution Details	I assent to the resolution	I dissent to the resolution
Ordinary Business:			

1.	Adoption of Financial Statement for the year 2017-18, together with the reports of the Auditor and the Board thereon.		
2.	Appointment of Director in place of Mrs. Rupali Godha Director, who retires by rotation and being eligible, has offered herself for reappointment		
Special Business:			
1.	To appoint Mr. Ravish Kandhari as a Non-Executive Independent Director of the company. The appointment of director will effective from the date of next board meeting and it will be confirmed in the upcoming AGM dated 26.09.2018		

Signed this \_\_\_ day of \_\_\_ 2018

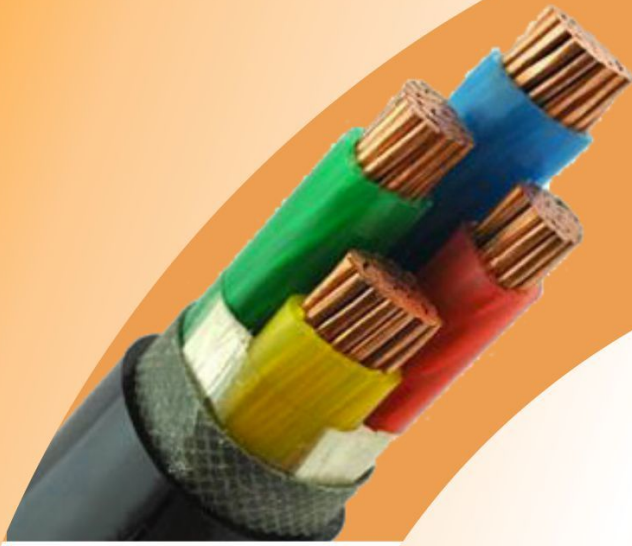
Signature of Shareholder(s) :

Signature of Proxy holder(s) :

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 4th Annual General Meeting.



 **GODHA** Cabcon & Insulation Ltd.

36-D, Sector B, Sanwer Road, Industrial Area, Indore ☎ : 0731-4029 509

• E-mail : [info@godhacabcon.com](mailto:info@godhacabcon.com)

• Web. : [www.godhacabcon.com](http://www.godhacabcon.com)

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