GODHA
Cabcon & Insulation Ltd.

Date: September 01, 2022

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

Reference: ISIN: INE925Y01036; Symbol: GODHA

Subject: Filing of Annual Report of Godha Cabcon & Insulation Limited for the financial year 2021-22

Dear Sir/ Madam,

We are pleased to submit a copy of the Annual Report of the company for the financial year 2021-22. The 6th Annual General Meeting of the company to be held on Saturday, September 24, 2022, at 2.00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

You are requested to please take on record the above said document.

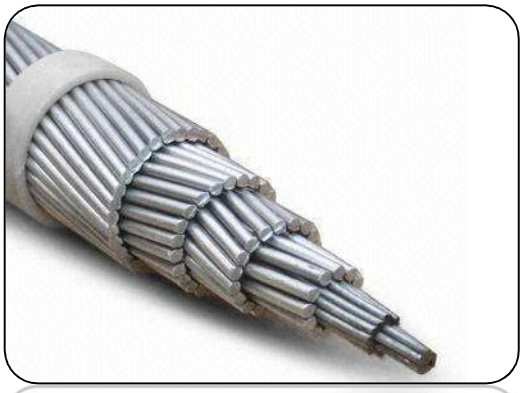
Thanking you,

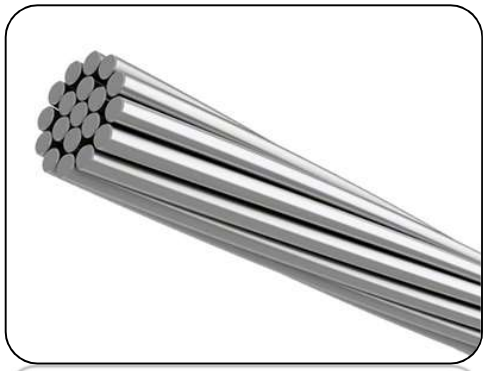
GODHA CABCON AND INSULATION LTD.

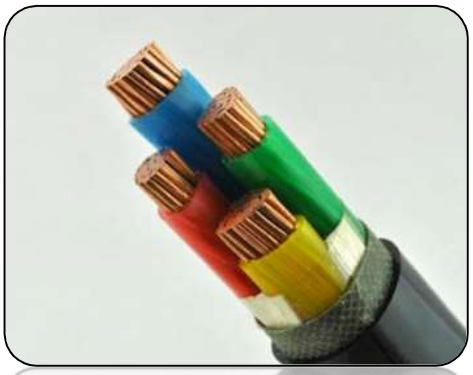
Dinesh Godha
Managing Director
DIN: 07529876

GODHA CABCON & INSULATION LTD

CIN-L31909MP2016PLC041592







CIN	L01100MP2016PLC041592
Company Name	**Godha Cabcon & Insulation Limited**
Class of Company	Public
Authorised Capital(Rs)	22,50,00,000
Paid up Capital(Rs)	22,20,80,000
Registered Address	36-D,Sector B Sanwer Road, Industrial Area Indore MP 452006 In
Corporate office	-36-D,Sector B Sanwer Road, Industrial Area Indore MP 452006
Email Id	compliance.godhacabcon@gmail.com
Listed	NSE (Main Board)

06TH ANNUAL REPORT 2021-2022

BOARD OF DIRECTORS OF THE COMPANY

Mr. Dipesh Godha	CEO & Executive Director
Mrs. Madhu Godha	Women Executive Director
Mrs. Rupali Godha	Women Executive Director
Mr. Kamaljeet Singh Ajimal	Independent Director
Mr. Vikrant Verma	Independent Director
Mr. Ravish Kandhari	Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Dipesh Godha	Chief Executive Director (CEO)
Mrs. Smita Agrawal	Chief Financial Officer (CFO)
Mr. Rahul Verma	Company secretary (CS)

M/s. S. K. Khandelwal & Associates Chartered Accountants 211, Royal Ratan, 7 M.G. Road, Indore	Auditor
Ankit Consultancy Private Limited 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Telephone, Fax, E-mail: 0731-4065799/97,0731-4065798	Registrar & Share Transfer Agent rtaindore@gmail.com,compliance@ankitonline.com
Union Bank of India	Banker

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Annexed with Annual report

- Auditor's Report
- Balance Sheet
- Statement of Profit & Loss
- Cash Flow Statement
- Notes to Financial Statements

NOTICE

NOTICE is hereby given that the 6th Annual General Meeting **(AGM)** of the Members of **Godha Cabcon & Insulation Limited** will be held through Video Conferencing/ Other Audio-Visual Mode on Saturday, September 24, 2022, at 2.00 P.M. to transact the following businesses:

Details of the meeting are as follows:

Topic: 6th Annual General Meeting

Time: Sep 24, 2022 2:00 PM

I. ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31st March 2022, Profit and Loss Account (Statement of Profit and Loss) for the year ended on that date, Cash Flow Statement and the Notes together with the Reports of the Directors and Auditor thereon.

2. To appoint a Director in place of **Mr. Dipesh Godha (DIN: 07529876)**, Director, who retires by rotation and being eligible offers himself for re-appointment in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

"**RESOLVED THAT Mr. Dipesh Godha (DIN: 07529876)**, who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation".

3. To re-appoint **M/s. S. K. Khandelwal & Associates**, Chartered Accountants as statutory auditors of the Company and to fix their remuneration in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, **M/s. S. K. Khandelwal & Associates**, Chartered Accountants, having **registration No. 002305C** be and are hereby re-appointed as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 6th Annual General Meeting till the conclusion of the 11th Annual General Meeting to be held in the year 2026-27 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

II. SPECIAL BUSINESS:

4. Re-Appointment of Mr. Ravish Kandhari (DIN: 03332533) as an Independent Director.

To re-appoint Ravish Kandhari (DIN: 03332533) as an Independent Director and to consider and if thought fit, pass the following resolution as Special Resolution:

RESOLVED THAT pursuant to provisions of Sections 149,152 read with Schedule IV and other applicable provisions, if any, of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) and notifications and circulars of Reserve Bank of India, Ravish Kandhari (DIN: 03332533) ,who was appointed as Independent Director of the Company and being eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets criteria for independence as provided in section 149(6) of the Companies Act 2013 and regulation 16(1)(b) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations 2015 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for second term of 5 (five) years from 6th Annual General Meeting till the conclusion of the 11th Annual General Meeting to be held in the year 2026-27.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

5. Re-Appointment of Mr. Kamaljeet Singh Ajimal (DIN: 07889436) as an Independent Director.

To re-appoint Mr. Kamaljeet Singh Ajimal (DIN: 07889436) as an Independent Director and to consider and if thought fit, pass the following resolution as Special Resolution:

RESOLVED THAT pursuant to provisions of Sections 149,152 read with Schedule IV and other applicable provisions, if any, of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) and notifications and circulars of Reserve Bank of India, Mr. Kamaljeet Singh Ajimal (DIN: 07889436) ,who was appointed as Independent Director of the Company and being eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and

who has submitted a declaration that he meets criteria for independence as provided in section 149(6) of the Companies Act 2013 and regulation 16(1)(b) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations 2015 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for second term of 5 (five) years from 6th Annual General Meeting till the conclusion of the 11th Annual General Meeting to be held in the year 2026-27.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)

6. Re-Appointment of Mr. Vikrant Verma (DIN: 06707462) as an Independent Director.

To re-appoint Mr. Vikrant Verma (DIN: 06707462) as an Independent Director and to consider and if thought fit, pass the following resolution as Special Resolution:

RESOLVED THAT pursuant to provisions of Sections 149,152 read with Schedule IV and other applicable provisions, if any, of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) and notifications and circulars of Reserve Bank of India, Mr. Vikrant Verma (DIN: 06707462) ,who was appointed as Independent Director of the Company and being eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets criteria for independence as provided in section 149(6) of the Companies Act 2013 and regulation 16(1)(b) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations 2015 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for term of 4 (five) years from 6th Annual General Meeting till the conclusion of the 11th Annual General Meeting to be held in the year 2025-26.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

7. Payment of remuneration to directors of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) , and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to directors of the Company.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the CEO, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

For Godha Cabcon & Insulation Limited
On behalf of the Board

Date: August 18, 2022
Place: Indore

Dipesh Godha
CEO cum Executive Director
DIN: - 07529876

NOTES: -

1. The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item no 3 as stated above in annexed hereto.
2. In view of the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2022 General Circular No. 2/2022 with reference General Circular No. 20/2020 dated May 05,2020 and General Circular No. 02/2021 dated January 13, 2021 and SEBI vide its SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated June 03, 2022 has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and MCA Circulars, the AGM of the Company being conducted through VC / OAVM herein after called as "e-AGM".
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings
4. issued by the Institute of Company Secretaries of India (ICSI), in respect of Director seeking re-appointment at this AGM is annexed.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM will be conducted through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence Attendance Slip including route map are not annexed to this Notice.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for FY 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company or Depository Participant(s). Shareholders are also requested to visit the website of the company www.godhacabcon.com or the website of the Registrar and Transfer Agent Ankit Consultancy Private Limited http://ankitonline.com for downloading the Annual Report and Notice of the AGM.
8. The Company has notified closure of Register of Members and Share Transfer Books from September 18, 2022 to September 24, 2022 (both days inclusive) for the purpose of AGM and determining the names of members eligible for final dividend on equity shares, if declared at the Meeting.
9. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Ankit Consultancy Private Limited in case the shares are held by them in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held

by them in electronic form.

11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants.
12. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company before 5.00 pm on September 23,2022 through email on compliance.godhacabcon@gmail.com. The same will be replied by the Company suitably.

14. Procedure of E-Voting and attending E-AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as

the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at http://www.godhacabcon.com . The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020, general circular No 02/2021 Dt. 13th Jan 2021, General Circular No 19/2021 Dt. 8th Dec 2021 & 21/2021 dated 14th Dec 2021 and after due examination, it has been decided to allow companies whose AGMs through VC and Audio visual means were due to be held in the year 2022, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on September 21,2022 at 9:00 A.M. and ends on September 23,2022 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 17,2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

STEP 1 : ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

(iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

STEP 2 : ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      i. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR **Date of Birth (DOB)**	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts

for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant **Godha Cabcon & Insulation Limited** on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance.godhacabcon@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **compliance.godhacabcon@gmail.com**. The shareholders who do not wish to speak during the

AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **compliance.godhacabcon@gmail.com**. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance.godhacabcon@gmail.com .

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 4

Mr. Ravish Kandhari (DIN: 03332533) will be re- appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Ravish Kandhari (DIN: 03332533)** who was appointed as an non-executive director of the company, categorized as independent, by the Board of Directors, from a member proposing him as an Independent director, be and is hereby appointed as an independent director.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report.

The Board considered his background and experience and contributions made by him during his tenure, the continued association of Mr. Ravish Kandhari would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. In the opinion of the Board, Mr. Ravish Kandhari fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management hold office for second term of 5 (five) years from 6th Annual General Meeting till the conclusion of the 11th Annual General Meeting to be held in the year 2026-27.

Item No. 5

Mr. Kamaljeet Singh Ajimal (DIN: 07889436) will be re- appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Kamaljeet Singh Ajimal (DIN: 07889436)** who was appointed as an non-executive director of the company, categorized as independent, by the Board of Directors, from a member proposing him as an Independent director, be and is hereby appointed as an independent director.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) of the Act provides that an independent director may hold office for up to two consecutive terms.

The Board considered his background and experience and contributions made by him during his tenure, the continued association of Mr. Kamaljeet Singh Ajimal (DIN: 07889436) would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. In the opinion of the Board, Mr. Kamaljeet Singh Ajimal (DIN: 07889436) fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management hold office for second term of 5 (five) years from 6th Annual General Meeting till the conclusion of the 11th Annual General Meeting to be held in the year 2026-27.

Item No. 6

Mr. Vikrant Verma (DIN: 06707462) will be re- appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Vikrant Verma (DIN: 06707462)** who was appointed as an non-executive director of the company, categorized as independent, by the Board of Directors, from a member proposing him as an Independent director, be and is hereby appointed as an independent director.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) of the Act provides that an independent director may hold office for up to two consecutive terms.

The Board considered his background and experience and contributions made by him during his tenure, the continued association of Mr. Vikrant Verma (DIN: 06707462) would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. In the opinion of the Board, Mr. Vikrant Verma (DIN: 06707462) fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management hold office for second term of 4 (five) years from 6th Annual General Meeting till the conclusion of the 11th Annual General Meeting to be held in the year 2025-26.

Item No. 7

Pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) , and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to director of the Company.

Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Directors of the company. The approval of the Members pursuant to Section 197(1) of the Companies

Act, 2013 as amended from time to time is now sought for the remuneration payable to directors of the Company.

PROFILE OF DIRECTORS BEING APPOINTED / REAPPOINTED AS REQUIRED UNDER PROVISIONS OF COMPANIES ACT, 2013: MR. DIPESH GODHA:

Name of Director	**Mr. Dipesh Godha**
DIN	07529876
Date of Birth	08/08/1983
Qualification	Commerce graduate
Experience	20 years
No. of Shares held in the Company	47,30,000
Directorship in Companies	As mentioned in below table

DIRECTORSHIP IN FOLLOWING COMPANIES: -

CIN/FCRN	Company Name	Begin Date
U27100MP2011PTC026498	Mantram Industries Private Limited	30/11/2021
L31909MP2016PLC041592	Godha Cabcon & Insulation Limited	04/10/2016

For Godha Cabcon & Insulation Limited
On behalf of the Board

Date: August 18,2022
Place: Indore

Rupali Godha
Director
DIN: -07530189

Dipesh Godha
CEO cum Executive Director
DIN: -07529876

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 06th Annual Report along with the audited annual accounts for the year ended 31st March 2022.

1. FINANCIAL REVIEW

Your Company's performance for the year ended 31st March, 2022 is as follows

(Amount in Lakhs)

	Year ended on March 31, 2022	**Year ended on March 31, 2021**
Gross Total Income	3601.38	3301.22
Total Expenditure	(3492.46)	(3350.02)
Profit / (Loss) before extraordinary item and tax	**108.92**	**(48.79)**
Profit before tax	108.92	(48.79)
Tax Expenses		
- Current Tax	13.77	0.00
- Deferred Tax (Reversal)	(13.16)	11.23
-Earlier Year Tax	-	-
Profit after tax for the period	**82.00**	**(37.56)**
Earning per Equity shares:		
-Basic	0.74	(0.34)
-Diluted	0.74	(0.34)

2. WORKING PERFORMANCE REVIEW

During the year under review, the Company has earned revenue from operation of Rs. 3601.38/- Lacs as against the previous year's revenue from operation of Rs. 3301.23/-Lacs. The Company earned profit/(loss) after tax Rs. 82.00/- Lacs as against loss of Rs. 37.56/- Lacs in the previous year.

3. CHANGE IN OBJECT OF BUSINESS

During the financial year 2021-22 the company has changed the object clause of the company for diversification into areas which is profitable for the Company as part of diversification Plans. For this purpose, the company has inserted the object pertaining to Manufacturing of PVC Sheet, manufacturing of packaging product, Agriculture and Agro processing and Confectionery and food processing related clauses the object Clause of the Company. This enabled the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

4. SHARE CAPITAL

The issued, subscribed, paid up equity capital as on March 31, 2022 was Rs. 22,20,80,000/- During the year the company has –

BONUS ISSUE OF SHARES
The Equity Shares of our Company are actively traded on the National Stock Exchange of India Limited. The Company has grown multifold and performed significantly well over the period. With a view to rewarding the existing shareholders, encouraging the participation of small investors by increasing the liquidity of the Equity Shares and to expand the retail shareholders' base, the company has approved issue of shares by increasing the Issued, Subscribed and Paid-up Share Capital of the Company to a sum of Rs. 22,20,80,000/- after capitalizing a sum not exceeding Rs. 11,10,40,000/- from the Security Premium Account as appropriate, as per the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares. The capitalization of Security Premium Account requires members' approval as per the Articles of Association of the Company.

INCREASE AUTHORISED CAPITAL
Considering the Increased fund requirements of the Company has increased the authorised share capital of the company and consequent alteration in capital clause of the Memorandum of Association of the company from Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lacs only) consisting of 1,25,00,000 (One Crore Twenty-Five Lacs) Equity Shares of Rs.10/- (Rupee Ten) each to Rs. 22,50,00,000/- (Rupees Twenty-Two Crores Fifty Lacs only) consisting of 2,25,00,000 (Two Crores Twenty-Five Lacs) Equity Shares of Rs.10/- (Rupees Ten) each.

SUB-DIVISION (STOCK SPLIT)
With a view to enhance the liquidity in the capital market, to widen shareholder base and to make the shares affordable/ accessible to small/ retail in the Stock Market, the Board of Directors and shareholders has approved the sub-division (stock split) of one equity share of the Company having a face value of Rs. 10 each into ten equity shares of face value of Re. 1 each subject to approval of the members and any other statutory & regulatory approvals, as may be applicable. The proposed sub-division (stock split) of shares will not have any effect/result on the voting percentage/rights of any shareholders of the Company.

5. REVISION OF FINANCIAL STATEMENTS

In terms of section 131 of the Companies Act, 2013, the Financial Statements and Board Report are in compliance with the provisions of section 129 or section 134 of the act and that no revision has been made during any of the three preceding financial years.

6. DIVIDEND

Keeping in mind the strategy of growth in the business through enhancing manufacturing capacity, your directors do not recommend any dividend for the current year.

7. MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF FINANCIAL YEAR UPTO THE DATE OF THIS REPORT

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report.

8. PERFORMANCE AND FINANCIAL POSITION OF ASSOCIATE COMPANIES

As per Companies Act, 2013 and as on date the company is neither having any Subsidiary Company u/s 2(87) nor any Associate Company u/s 2(6) and hence, do not call for any disclosure under this head.

9. BOARD AND COMMITTEE MEETINGS

During the years under review various meetings of the Board of Directors and Committees was held for various purposes which is in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the details of the various meetings of the Board and Committees are mentioned in the Report on Corporate Governance.

10. DECLARATION OF DIRECTORS

As per the declaration received in Form DIR-8 pursuant to section 164 (2) of the Companies Act, 2013 and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014, none of the Directors of the Company is disqualified from being appointment as Directors.

11. PUBLIC DEPOSITS

During the year under review, the company has neither accepted nor invited any public deposits within the meaning of section 73 of the Companies Act, 2013 & the Deposit Rules.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information required under section 134 (3) (m) of the Companies Act 2013 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed in (**Annexure-'A)** and forms part of the report.

13. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to regulation 34 of the SEBI (listing obligation and disclosure requirement) regulation 2015, the management discussion and analysis report and corporate governance report are appended as **Annexure - 'B'** and forms a part of this Annual Report.

14. DIRECTORS

During the year under review, there was change in the directorship of the Company. As on March 31, 2022, the Board of Directors comprise of 6 (Six) Directors as detail below-

S. No	Name	Designation	DIN
1	Mr. Dipesh Godha	CEO Cum Executive Director	07529876
2	Mr. Ravish Kandhari	Independent Director	03332533
3	Mrs. Rupali Godha	Executive Director	07530189
4	Mrs. Madhu Godha	Executive Director	07607783
5	Mr. Kamaljeet Singh Ajimal	Independent Director	07889436
6	Mr. Vikrant Verma	Independent Director	06707462

In accordance with the provision of section 152 (6) (c) of the Companies Act 2013 and the Article of Association of the Company, Mr. Dipesh Godha, Director of the Company is retiring at the forthcoming Annual General Meeting and being eligible, has offered himself for re-appointment. Directors recommended his reappointment.

15. KEY MANAGERIAL PERSONNEL

The following employees were designated as Whole Time key managerial personnel by the Board of Directors during the year under review:

S.No	Name	Designation	Date of Appointment
1	Mr. Dipesh Godha	Chief Executive Officer(CEO)	26/10/2017
2	Mrs. Smita Agrawal	Chief Financial Officer (CFO)	10/09/2020
3	Mr. Rahul Verma	Company Secretary (CS)	30/08/2021

16. CORPORATE GOVERNANCE

Pursuant to regulation 34 of the SEBI (listing obligation and disclosure requirement) regulation 2015 the corporate governance report are appended as "**Annexure- C"** and forms a part of this Annual Report. The company has obtained a certificate conforming compliance with the condition of the code of corporate governance as stipulated in schedule V of the SEBI (listing obligation and disclosure requirement) regulation 2015 is appended.

17. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 34 of the SEBI (listing obligation and disclosure requirement) regulation 2015 the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report which is appended as "**Annexure-C"**.

18. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of section 135 of companies act 2013 is not applicable this year as the profit, net worth and turnover of the financial year 2021-22 does not crossed the threshold limit as prescribed under sub-section (1) of the said section.

19. FORMAL ANNUAL EVALUATION

Pursuant to section 134 (3) (p) of Companies Act, 2013 and Rule 8(4) of Companies (Accounts) Rules, 2014 and SEBI (Listing obligation and disclosure requirement) regulation 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of its Committees as per the criteria laid down in the Nomination, Remuneration and Evaluation Policy. The said policy including above said criteria for the evaluation of the Board, individual directors including independent directors and the committee of the Board has been laid down in the Corporate Governance Report.

20. VIGIL MECHANISM

The Board of Directors of your company has adopted the Vigil Mechanism and whistle blower mechanism. In pursuant to the regulation 22 of the SEBI (listing obligation and disclosure requirement) regulation 2015 and section 177(9) & (10) of the Companies Act, 2013.

The company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The company is committed to develop a culture in which every employee feels free to raise concerns about any poor or unacceptable practice and misconduct. In order to maintain the standards has adopted lays down this Whistle Blower Policy to provide a framework to promote responsible and secure whistle blowing.
A Vigil Mechanism for directors and employees to report genuine concerns has been established The Vigil Mechanism Policy has been uploaded on the website of the Company at www.godhacabcon.com under investors/policy documents/Vigil Mechanism Policy link.

21. RISK MANAGEMENT POLICY

Risk Management policy is formulated in compliance with Regulation 21 of the SEBI (listing obligation and disclosure requirement) regulation 2015 and section 134 (3) (n) of the companies act 2013, which requires the company to lay down procedure for risk assessment and risk minimization. The board of directors, Audit committee and the senior management of the company should periodically review the policy and monitor its implementation to ensure the optimization of business performance, to promote the confidence amongst stake holders in the process, plan and meet strategic objectives and evaluate, tackle and resolve various risks associated with the company. The business of the company is exposed to various risks, arising out of internal and external factors i.e. industry, competition, input, geography, financial, regulatory, other operational, information technology related other risks.

22. AUDITORS

At the 1st Annual General Meeting held on July 14, 2017, the Members of the Company had appointed M/s S. K. Khandelwal & Associates, Chartered Accountants, Indore, as Statutory Auditors of the Company for a term of five consecutive years to hold office from the conclusion of that meeting till the conclusion of the 6thAnnual General Meeting of the Company to be held in 2022 and eligible himself for re-appointment as Statutory Auditor of the Company for next consecutive 5 years for period ended 2027.

23. AUDITORS REPORT

The Auditors' Report issued by M/s. S.K. Khandelwal & Associates, Chartered Accountants, for the financial year ended March 31, 2022, does not contain any qualifications, reservations or adverse remarks.

24. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of section 204 of the Companies Act 2013 and Rules made there under, the Company has appointed **M/s. Deepak Patil & Co.,** Practicing Company Secretary (C.P. No.11592) to undertake the Secretarial Audit of the Company. The Company has annexed to this Board Report as **Annexure D**, a Secretarial Audit Report given by the Secretarial Auditor.

25. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT-9 as a part of this Annual Report as **Annexure-E**

26. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the company, work performed by the internal, statutory, secretarial auditors and external consultant(s) including audit of internal financial controls over financial reporting by the

statutory auditors and the reviews performed by Management Committee, The Board is of the opinion that the Company's internal financial controls were adequate and effective during the Financial year 2021-22.

The Directors' Responsibility Statement referred to in sub-section (5) of Section 134 of the Companies Act, 2013, shall state that

(a) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b)That the directors had selected such accounting policies and applied them consistently and made judgments and estimates 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 and loss of the company for that period;

(c) That the directors had taken proper and sufficient care 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) That the directors had prepared the annual accounts on a going concern basis; and

(e) That the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. LISTING AT STOCK EXCHANGES

The Company is listed on NSE Main Board.

28. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 09th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

29. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS DURING THE YEAR UNDERSECTION 186

Pursuant to provisions of section 186 of the Companies Act, 2013, during the year the company has given loan to other body corporate and no guarantee or investments in the securities of any company are made amounting 251.50 Lakhs and balance outstanding as on date March 31,2022 amounting 698.13 Lakhs.

30. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There were no materially significant transactions with related parties during the financial year 2021-22, which were in conflict with the interest of the Company.

Further, other suitable disclosures as required under IND AS - 24 have been made in the Notes to the financial statements.

The particulars of every contract or 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 shall be disclosed in Form No. AOC- 2 as **"Annexure-F"**.

31. DECLARATION BY AN INDEPENDENT DIRECTOR(S), IF ANY

A declaration by an Independent Director(s) that he/they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

Regularization of Director, Mr. Ravish Kandhari, Mr. Vikrant Verma and Mr. Kamaljeet Singh Ajimal by appointing him as Non-Executive Independent Director of the Company in terms of Section 149 of the Companies Act, 2013 in 6th Annual General Meeting of the company which is to held in September 24,2022.

32. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Directors will be introduced to all the Board members and the senior management personnel such as Chief Financial Officer, Company Secretary and various Department heads individually to know their roles in the organization and to understand the information which they may seek from them while performing their duties as a Director. And meeting may be arranged for the Independent Directors with aforesaid officials to better understand the business and operation of the Company.

As a part of continuous updating and familiarization with the Company, every Independent Director will be taken for visits to the factory or manufacturing units and other branch of the company where the officials of the various departments apprise them of the operational and sustainability aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality etc. The Company may also circulate news and articles related to the industry from time to time and may provide specific regulatory updates.

33. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT:

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.

34. EVALUATION BY INDEPENDENT DIRECTORS

The Independent Directors in their meeting has reviewed the performance of Non-Independent directors and Board as a whole including reviewing the performance of the Chairperson of the Company taken into account the views of Executive and Non-Executive Directors. The said policy including above said criteria for the evaluation of the Board, individual directors including independent directors and the committee of the Board has been laid down under Nomination, Remuneration and Evaluation Policy given in the Report on Corporate Governance.

35. AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained a certificate from its Practicing Company Secretary M/s. Deepak Patil & Co., Company Secretary confirming compliance with the conditions of corporate governance as stipulated in Schedule V of the SEBI (listing obligation and disclosure requirement) regulation 2015 with the Stock Exchanges. This Certificate is annexed to the Directors' Report for the year 2021-22. This certificate will be sent to the stock exchanges along with the annual report to be filed by the Company.

36. PARTICULARS OF EMPLOYEES

There is no employee during the period drawing remuneration attracting the provisions of section 197 of the Companies Act 2013 and the rules there under read with the Companies (Particulars of Employees) Rules, 1975. During the year, total numbers of employees were 08 (Eight) only**.**

37. EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS

The company has not issue any shares with differential voting rights and accordingly the provisions of section 43 read with rule 4 (4) of the companies (share capital and debentures) rules 2014 of the companies act 2013 and rules framed there under are not applicable for the year.

38. DETAILS OF SWEAT EQUITY SHARES

The company has not issued any sweat equity shares and accordingly the provision of Section 54 read with Rule 8 (13) of the Companies (Shares Capital and Debentures) Rules, 2014 of the Companies Act, 2013 and rules framed there under are not applicable for the year.

39. DETAILS OF EMPLOYEES STOCK OPTION SCHEME

The company has not granted stock option and accordingly the provisions of Section 62(1)(b) read with Rule 12 (9) of the of the Companies (Shares Capital and Debentures) Rules, 2014 of the Companies Act, 2013 and rules framed there under are not applicable for the year.

40. PAYMENT OF LISTING FEES:

Annual listing fees for the year 2021-22 will be paid by the Company to Stock Exchange.

41. PAYMENT OF DEPOSITORY FEES:

Annual Custody/Issuer fee for the year 2021-22 will be paid by the company to NSDL and CDSL on receipt of the invoices.

42. DEMAT STATUS

The Company's shares are presently held in electronic modes in to Demat form.

43. TRANSFER TO INVESTORS EDUCATION AND PROTECTION FUND (IEPF)

As per the provisions of section 125 of the Companies Act 2013 and as per the rule 3 of the Investor Education and Protection Fund (awareness and protection of investors) Rules, 2001, No Amount is pending to be transferred to IEPF.

44. CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND CODE OF CONDUCT UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

Pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 the Board to Directors has formulated and adopted the "Code of Practices and Procedures for fair Disclosure of Unpublished Price Sensitive Information" (Code of Fair Disclosure) of the Company.

The Board has also formulated and adopted "Code of Conduct for Prohibition of Insider Trading" (Code of Conduct) of the company as prescribed under Regulation 9 of the said Regulation.

45. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

No application was made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016.

46. ACKNOWLEDGEMENTS

The Board of Directors of our Company acknowledges their sincere appreciation for the support extended by the statutory authorities, the stock exchanges, advisors, shareholders and staff of the Company for the valuable assistance, support and co-operation extended to the Company and continuous support and faith reposed in the Company.

For Godha Cabcon & Insulation Limited
On behalf of the Board

Date: August 18,2022	**Rupali Godha**	**Dipesh Godha**
Place: Indore	**Director**	**CEO cum Executive Director**
	DIN: -07530189	**DIN: -07529876**

ANNEXURE – A

DISCLOSURE ON CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

(A)	**CONSERVATION OF ENERGY:**	
(i)	The step taken or impact on conservation of energy	The basic engineering design of the plant is based on optimum consumption and provision has been made to conserve energy to the maximum possible extent which would reduce the liability on energy bills; however power consumption is continuously being monitored and controlled.
(ii)	The step taken by the Company for utilizing alternate sources of energy	• All air conditioners, lights and computers are shut down after office hours (except at the time of work commitments). • There is an optimum ratio of glass windows to utilize natural daylight and proper insulation and ventilation to balance temperature and reduce heat. • Your Company supports the 'Green Initiative' taken by the Ministry of Corporate Affairs and urges its shareholders to accept electronic delivery of documents as prescribed by Law and provide valuable support to the Company in conserving the environment by reducing impact of printing
(iii)	The Capital Expenditure on Energy conservation equipment's.	NIL
(B)	**TECHNOLOGY ABSORPTION:**	
(i)	The efforts made towards technology absorption;	The Company, with its long experience in the cable industry, has been a leader in cable technology. Innovation in process control, product development, cost reduction and quality improvement are being made on continuous basis as per the requirements of domestic and international markets. The technology being used for the manufacture of cables is developed by in-house efforts and is at par with industry norms.

(ii)	The benefits derived like product improvements, cost reduction, product development or import substitution;	Upliftment of facilities, proper resource utilization, lesser scrap/ wastage generation, better preventive maintenance, lesser breaks down & enhancement of productivity & morale of work force improved Plant Housekeeping & tidiness.
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
(a)	The details of technology imported.	The Company has not imported any technology in the last five financial years.
(b)	The year of import.	Not Applicable
(c)	Whether the technology been fully absorbed.	Not Applicable
(d)	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof and	Not Applicable
(iv)	The expenditure incurred on Research and Development	Not Applicable
C	**FOREIGN EXCHANGE EARNINGS AND OUTGO***	
(a)	Foreign Exchange earnings	NIL
(b)	Foreign Exchange exposures	NIL
(c)	Foreign Exchange expenses	NIL

Date: August 18,2022
Place: Indore

Rupali Godha
Director
DIN:-07530189

Dipesh Godha
CEO cum Executive Director
DIN:-07529876

ANNEXURE – B

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. INDUSTRY STRUCTURE, DEVELOPMENT & OUTLOOK

The domestic wires and cables market, at about `450-500 billion, makes up approximately 40-45% of the Indian electrical industry. Generally, wires consist of a single conductor while cables involve one or more conductors that are used for the transmission of electricity, data or signals. 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.

During the financial year 2021-22 the company has changed the object clause of the company for diversification into areas which is profitable for the Company as part of diversification Plans. For this purpose, the company has inserted the object pertaining to Manufacturing of PVC Sheet, manufacturing of packaging product, Agriculture and Agro processing and Confectionery and food processing related clauses the object Clause of the Company. This enabled the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

B. RISK & CONCERNS

Liquidity Risk: liquidity risk is the risk that a given security or asset cannot be traded quickly enough in the market to prevent a loss. All businesses need to manage liquidity risk to ensure that they remain solvent. The company manages the liquidity risk through prudent resource planning to ensure the availability of adequate funds at all times to meet its obligations on its liabilities as well as disbursement on due dates.

Finance Cost Risk: Finance Cost risk arises due to payment of high rate of interest on term loans and other funds & non fund based facilities being availed by the company from banks and other financial institutions. The company tries to minimize this risk by keeping a check on the interest rates charged by various banks and by swapping its long term/short term loans with banks charging lesser interest rates.

Raw Material Availability and Price Fluctuations: Scarce availability and price-volatility in Company's Basic Raw Materials Copper, Aluminum, Steel, and PVC etc. can severely impact the profits of the Company. To mitigate these risks, the Company inculcates MOUs with its suppliers, price escalation clauses for large orders and hedges these raw-materials on the commodity exchange.

Foreign Exchange Risk: Foreign exchange risk is a financial risk posed by an exposure to unanticipated changes in the exchange rate between two currencies. Company imports a part of its raw materials and is also engaged in export of its products. To mitigate this risk, the company resorts to forward booking where deemed appropriate.

Human Resource Risk: In the absence of quality human resources, the company may not be able to execute its growth plans. To mitigate this risk, the company places due importance to its human capital assets and invests in building and nurturing a strong talented pool to gain strategic edge and achieve operational excellence in all its goals**.**

C. OPPORTUNITIES AND THREAT

The electric wire and cable market in India is expected to grow by USD 1.65 billion, at a CAGR of almost 4% during 2021-2025. The market for Electrical Conductors is expected to grow at 13.5% till 2020. During FY-20, 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.

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

THREAT

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

D. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, the company achieved high turnover of Rs. 3532.86/- Lacs only as against the previous year turnover of Rs. 3239.64 Lacs in the segment of manufactured goods.

Net profit/(Loss) of the company before tax is Rs. 82.00/- Lacs as against Rs. (37.56)/- Lacs in the previous year.

E. INTERNAL CONTROL AND ADEQUACY

Your company lays great importance on internal control systems across the organization. It maintains adequate internal control systems, which provide, among other things, reasonable assurance of recording the transaction of its operations in all material respect and of providing protection against significant misuse or loss of company assets.

A strong internal audit function and effective Audit Committee of the Board have strengthened the Internal Control within the organization.

F. MATERIAL DEVELOPMENT IN HUMAN RESOURCES, INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED

The key functional area of the company has been on developing functional competencies among human resources. Key organization initiatives have gone a long way in infusing new skills and fostering a climate of learning and collaboration. There is a continuous drive to develop and deploy people practices to improve business results through improved employee engagement.

Fundamental HR processes which enable higher performance orientation, speed, skills and competency development, talented management and human asset freshers are cornerstones of the organization.

As in the past relation of the company with its employees throughout the organization remained cordial.

G. CAUTIONARY STATEMENT

Statements in this "Management Discussion and Analysis" describing the Company's objectives, projections, estimates and expectations are "forward looking statements". Actual results might differ from those anticipated because of changing ground realities, government policies, economic and political developments, market conditions, etc.

ANNEXURE–C

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Code of Governance

Sound corporate governance practices and ethical business conduct remain at the core of **Godha Cabcon and Insulation Limited** value System. The Company's philosophy on corporate governance stems from its belief that timely disclosures, transparent accounting policies, and a strong and independent board go a long way in maximizing corporate value. Your company believes that all actions and strategic plans should deliver value to all stakeholders, as well as conform to the highest standards of corporate behavior. It was this conviction, which led company to incorporate good governance practices much before it was legally mandated in the country.

The Securities and Exchange Board of India (SEBI) has stipulated the corporate governance standards for listed companies. The Godha Cabcon and Insulation Limited has established systems and procedures to be fully compliance with the norms and disclosures that have to be made on Corporate Governance in both letter and spirit. The details of compliance are as follows:

Compliance with Mandatory Requirements

I. Board of Directors

(A) Composition

The composition of the Board is in accordance with the relevant provisions mandated in Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The independent Directors are experts in varied fields offering a broad spectrum of versatility and experience to the Board.

The Board of Directors of Godha Cabcon and Insulation Limited consisted of Six Directors. Out of them three directors are Non-Executive Directors and other three are Executive Directors out of which two are Woman Director.

The Composition of the Board as on date March 31,2022, number of Directorship and Chairmanship/Membership of Committees in other Companies (including Godha Cabcon and Insulation Limited) in respect of each Director is given here-in below:

S. No.	Name of Directors	Category as on March 31, 2022	No. of Directorship(s)/ Committee Membership(s)/ Chairmanship(s) of other Companies as on March 31, 2022

			Other Directorship(s)	Committee Membership(s)	Committee Chairmanship(s)
1.	Mr. Dipesh Godha	Chairman & Executive Director	Two	Three	----
2.	Mr. Ravish Kandhari	Non-Executive Independent Director	----	Three	----
3.	Mr. Kamaljeet Singh Ajimal	Non-Executive Independent Director	----	----	Three
4.	Mrs. Rupali Godha	Women-Director Executive Director	Two	----	----
5.	Mrs. Madhu Godha	Women-Director Executive Director	----	----	----
6.	Mr. Vikrant Verma	Non-Executive Independent Director	Three	----	-----

- All the Directors except Managing Directors are subject to retire by rotation.
- There is no institutional or nominee or Government Director on the Board.
- None of the Independent Directors have any pecuniary relationship or transaction with the company, its promoters, its directors, its senior management or its holding company, its subsidiaries and associates which may affect independence of the director except receiving sitting fees for attending Board/Committee Meeting from the Company.

Note:

1. Number of other Directorship indicated above is inclusive of the Directorship on the Board of Private Limited Companies, Foreign companies and Non-Corporate Institutions.

2. In case of Directors retired/resigned, the status of other Directorship and Committee Membership is on the basis of last disclosure made by the Directors.

3. The details of Committee Memberships are in relation to Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee only.

COMPOSITION OF COMMITTEE AS ON DATE JUNE 30,2022

S. No.	Name of Directors	Category as on June 30,2022	No. of Directorship(s)/ Committee Membership(s)/ Chairmanship(s) of other Companies as on June 30,2022		
			Other Directorship(s)	Committee Membership(s)	Committee Chairmanship(s)
1.	Mr. Dipesh Godha	Chairman & Executive Director	Two	One	----
2.	Mr. Ravish Kandhari	Non-Executive Independent Director	----	Three	----
3.	Mr. Kamaljeet Singh Ajimal	Non-Executive Independent Director	----	----	Three
4.	Mrs. Rupali Godha	Women-Director Executive Director	Two	----	----
5.	Mrs. Madhu Godha	Women-Director Executive Director	----	----	----
6.	Mr. Vikrant Verma	Non-Executive Independent Director	Three	Three	-----

(B) Non-Executive Directors' Compensation and disclosures

All fees paid to Non-Executive Directors including Independent Director are fixed by Board of directors. The Company has no Employees Stock Option Scheme for Non-Executive Directors and hence, no stock options are granted to Non-Executive Directors, including Independent Director.

(C) Other Provisions as to Board and Committee

During the financial year 2021-22, Nine (9) meetings of the Board of Directors were held on following dates:

S.NO.	Date of Board Meeting
1.	June 30,2021
2.	August 14,2021
3.	August 30,2021
4.	October 28,2021
5.	November 10,2021
6.	December 09,2021
7.	January 24,2022
8.	February 02,2022
9.	February 12,2022

The gap between any two meetings did not exceed one hundred and twenty days, as mandated in Regulation 17(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The dates of the meetings were generally decided in advance. All the Key information was placed before the Board of Directors to apprise the Corporate Governance as per the provisions of Regulation 17(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The attendance record of each Director was as under:

S. No.	Name of Directors	Attendance Particulars		
		No. of Board Meetings during 2021-2022		**At AGM held on September 27,2021**
		Held	**Attended**	
1	Mr. Dipesh Godha	9	9	YES
2	Mr. Ravish Kandhari	9	9	YES
3	Mrs. Rupali Godha	9	9	YES
4	Mrs. Madhu Godha	9	9	YES
5	Mr. Kamaljeet Singh Ajimal	9	9	YES
6	Mr. Vikrant Verma	9	6	YES

(D) Meeting of Independent Directors

The Company's Independent Directors met once during the financial year 2021-22 on February 12, 2022. Such meetings were conducted to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views.

(E) Code of Conduct

A Code of Conduct has been approved by the Board of Directors and communicated to all members of the Board and Employees of the Company. As required by the code, all the members and senior management personnel have affirmed compliance with the Code of Conduct.

II. Audit Committee

(A) Composition

The Audit Committee has been constituted as per Section 177 of the Companies Act, 2013 and the guidelines set out in the Regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges. The Company's Audit Committee presently comprises of three Directors. All the members of Committee have accounting and related financial management expertise.

Composition of the Audit Committee and number of meetings attended by members of the Audit Committee for financial year 2021-22 is shown below:

S. No.	Name of Director	Category	No. of Meetings during 2021-2022	
			Held	**Attended**
1.	Mr. Kamaljeet Singh Ajimal	Chairman	10	YES
2.	Mr. Dipesh Godha	Member	10	YES
3.	Mr. Ravish Kandhari	Member	10	YES
4.	Mr. Rahul Verma	Secretary	10	YES

- Minutes of meetings of the Audit Committee are circulated to members of the Committee and the Board is kept appraised. The statutory auditors and senior executives are invited to attend the meetings of the Audit Committee as and when considered appropriate.
- During the financial year 2021-2022, CS Rahul Verma, Company Secretary of the Company acted as a Secretary of Audit Committee.

Reconstitution of Audit Committee at Board Meeting conducted as on date April 19,2021

S. No.	**Name of Director**	**Category**
1.	Mr. Kamaljeet Singh Ajimal	Chairman

2.	Mr. Dipesh Godha	Member
3.	Mr. Ravish Kandhari	Member
4.	Mr. Vikrant Verma	Member
5.	Mr. Rahul Verma	Secretary

(B) Meeting of Audit Committee

During the Financial year 2021-2022, Ten Meetings of the Audit Committee were held on following dates:

S.NO.	Date of Audit Committee Meeting
1.	April 14, 2021
2.	June 30,2021
3.	August 14,2021
4.	August 30, 2021
5.	October 28,2021
6.	November 10, 2021
7.	December 09,2021
8.	January 24, 2022
9.	February 02,2022
10.	February 02,2022

(C) Powers of Audit Committee

The objective of the Audit Committee of Godha Cabcon and Insulation Limited is to keep a close vigil and patient oversight on the management's financial reporting process with a view to ensure timely and transparent disclosure of financial statements. The company continued to derive benefit from the deliberations at the Audit Committee meetings as its members possess a deep insight into the aspects of finance, accounts, taxation, etc. The Audit Committee has powers:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary

(D) Role of the Audit Committee

The Committee carries the functions in accordance with the terms of reference set out under Reg. 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 r.a.w. Section 177 of the Companies Act, 2013 and additional responsibilities assigned to the Committee by the Board of Directors. The Committee also reviews reports of the internal auditors and statutory auditors along with the comments and action taken.

The functions of the Audit Committee, *inter alia*, include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

   a. Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
   b. Changes, if any, in accounting policies and practices and reasons for the same
   c. Major accounting entries involving estimates based on the exercise of judgment by management;
   d. Significant adjustments made in the financial statements arising out of audit findings;
   e. Compliance with listing and other legal requirements relating to financial statements;
   f. Disclosure of any related party transactions;
   g. Qualifications in the draft audit report;

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval

6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

7. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.

8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

9. Discussion with internal auditors any significant findings and follow up there on.

10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.

13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.

14. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

III. Disclosures

A) There have been no materially significant related party transactions that may have potential conflict with the interest of the Company at large. The particulars of transactions between the company and its related parties (As specified in AS -18` Related Party Disclosures``) is set out in Note-24 of Financial Statement which is forming part of the accounts. These transactions are not likely to have any conflict with the company's interests. Directors have duly disclosed their interest at the Board Meeting as per the provisions of the Companies Act, 2013 for those transaction in which they are interested.

B) The company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the treatment prescribed in the Accounting Standards, a detailed report on significant accounting polices is provided elsewhere in the annual Report.

C) Business Risk Evaluation and Management is an ongoing process within the Company. During the year under review, a detailed exercise on 'Risk Assessment and Management' was carried out covering the entire gamut of Business operation and the matter is reviewed by the Board.

D) During the year the company has not raised any money through public issue, rights issue or preferential issues.

E) There were no penalties, stricture imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital market during the last three years.

F) The Certificate under Reg. 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by CEO and CFO to Board is appended to this Report.

G) The Company has a formal Whistle Blower policy. However, any employee, if he so desires, would not be denied access to the audit Committee.

H) The Company currently has no Subsidiary Company.

I) On the Non mandatory requirements relating to the Company, the status of compliance is as under:

- The Chairman of the Company in an Executive Director. He maintains his office at the Company's expense and is allowed reimbursement of expenses incurred in performance of his duties.
- There is limit on the tenure of the Independent director on the Board of the Company.

- The Board has set up a remuneration Committee consisting of all non-executive directors to determine the remuneration of Executive Director.
- The half yearly declaration of financial performance is not sent individually to each household of shareholders but published in the Newspapers.
- The Company is already in the regime of unqualified financial statements.

IV Committees

(i) Nomination & Remuneration Committee

During the Financial year 2021-2022 Composition of the Nomination &Remuneration Committee and number of meetings attended by members of the Nomination &Remuneration Committee is shown below:

S. No.	Name of Director	Category	No. of Meetings	
			Held	Attended
1.	Mr. Kamaljeet Singh Ajimal	Chairman	4	4
2.	Mr. Ravish Kandhari	Member	4	4
3.	Mr. Dipesh Godha	Member	4	4

- The Committee duly met Three times during the year and was attended by the Committee Members as per the information detailed above.

Reconstitution of Nomination and Remuneration Committee at Board Meeting conducted as on date April 19,2022

S. No.	Name of Director	Category
1.	Mr. Kamaljeet Singh Ajimal	Chairman
2.	Mr. Vikrant Verma	Member
3.	Mr. Ravish Kandhari	Member

Terms of Reference

- Recommendation for fixation and periodic revision of compensation of the Executive Directors to the Board for approval.
- Review and approve compensation policy (including performance bonus, incentives, perquisites and benefits) for senior management personnel.

Remuneration of Directors

Remuneration of Executive Directors is decided by the Board, based on the recommendations of the Nomination &Remuneration Committee as per the Nomination &Remuneration policy of the

Company, within the ceilings fixed by the shareholders. Remuneration of the Executive Directors for the year ended 31st March, 2021 was as follows.

Name of Director	Sitting Fee (Rs.)	Commission on Profit (Rs.)	Salary & Allowance (Rs. In Lacs)	Contribut-ion to PF (Rs.)	Perquis-ites (Rs.)	Total (Rs. In Lacs)
Mr. Dipesh Godha	Nil	Nil	12	Nil	Nil	3.00
Mr. Ravish Kandhari	Nil	Nil	Nil	Nil	Nil	Nil
Mrs. Rupali Godha	Nil	Nil	Nil	Nil	Nil	Nil
Mrs. Madhu Godha	Nil	NIL	Nil	Nil	Nil	Nil
Mr. Kamaljeet Singh Ajimal	Nil	Nil	Nil	Nil	Nil	Nil
Mr. Vikrant Verma	Nil	NIL	Nil	NIL	Nil	NIL

The Company has not introduced any stock option scheme for any of its Director.

During the year ended 31st March, 2022, the Company has not paid sitting fee to any of its non-executive Directors as per the provisions of the Companies Act, 2013.

Nomination & Remuneration Policy

This Nomination & Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act 2013 read along with the applicable rules thereto and Reg. 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors and Key Managerial Personnel has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

"**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.

"Key Managerial Personnel" means**:**

- Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- Chief Financial Officer;
- Company Secretary; and
- Such other officer as may be prescribed

Objective:

The objective of the policy is to guide the Board, in relation to appointment, re-appointment and removal of Directors, Key Managerial Personnel to evaluate the performance of the Director, remuneration payable to the Directors, Key Managerial Personnel, so as to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage and to guide succession plan for the Board and to regularly review the plan.

Role of the Committee:

Considering the size of the Company, the role of the NRC will be the following:
To identify persons who are qualified to become Directors and who may be appointed in management in accordance with the criteria laid down in this policy.

- To carry out evaluation of Director's performance.
- To evaluate/ recommend to the Board the appointment/ re-appointment and removal of Directors (based on diversity, composition etc.) and senior management including their remuneration while keeping in mind that any such process does not distort functional hierarchy.
- Overseeing succession planning for replacing Key Executives.
- 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.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

Board Policy:

- All the recommendation should adhere to applicable statutory provisions.
- The Committee should give uncompromising high weightage to moral/social/financial integrity of any existing/ proposed directors/ employees.
- The Committee shall decide its own way of working to interface the Organization.
- The Committee shall communicate all its decisions/ recommendations by way of minutes of 'Nomination and Remuneration Committee' which shall be considered by the Board of Directors for implementation or otherwise as consider necessary.

(ii) Stakeholders Committee

During the Financial year 2021-2022 Composition of the Stakeholders Committee and number of meetings attended by members of the Stakeholders Committee is shown below:

S. No.	Name of Director	Category	No. of Meetings	
			Held	**Attended**
1.	Mr. Kamaljeet Singh Ajimal	Chairman	3	3
2.	Mr. Ravish Kandhari	Member	3	3
3.	Mr. Dipesh Godha	Member	3	3

- The Committee met four times during the year and was attended by all the Committee Members.

Reconstitution of Stakeholders Committee at Board Meeting conducted as on date April 19,2022

S. No.	**Name of Director**	**Category**
1.	Mr. Kamaljeet Singh Ajimal	Chairman
2.	Mr. Vikrant Verma	Member
3.	Mr. Ravish Kandhari	Member

Terms of reference:

The following is terms of reference of Stakeholder's Relationship Committee:

- Efficient transfer of shares; including review of cases for refusal of transfer/transmission of shares;
- Redressal of shareholder's/investor's complaints, efficient transfer of shares, including review cases for refusal of transfer/transmission of any other securities;
- Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares or any other securities;
- Issue of duplicate certificate and new certificates on split/consolidation/renewal;
- Allotment and listing of shares;
- Reference to statutory and regulatory authorities regarding investor grievances; and
- To otherwise ensure proper and timely attendance and redressal of investor quires and grievances and
- Any other power specifically assigned by the Board of Directors of the Company.

NUMBER OF SHAREHOLERS' COMPLAINTS:

No complaints were received during the period under review.

V. General Body Meetings

- Information regarding last three Annual General Meetings Special Resolutions passed therein are as follows:

Financial year	Date	Time	Venue
Annual General Meeting 2018-19	September 26,2019	2:00 P.M	At the Registered office of the company at, Sanwer Road.

Annual General Meeting 2019-20	August 31,2020	2:00 P.M	At the Registered office of the company at, Through video conferencing/other audio visual means.
Annual General Meeting 2020-21	September 27,2021	2:00 P.M	At the Registered office of the company at, Through video conferencing/other audio visual means.

VI. Means of Communication

The Company's quarterly and half yearly Financial Results are published in well circulated Newspapers. Beside, all the financial, vital and price sensitive official news releases are made public at the earliest through press releases and intimation to concerned stock exchanges.

VII. General Shareholder Information

Annual General Meeting Date, Time and Venue	**Saturday, the 24th Day of September, 2022 at 2.00P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**
Tentative Financial Calendar (subject to change) for the financial year 2021-22	Board Meetings for compliance of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015
Results for First Quarter ending 30thJune, 2021	Third Week of August, 2021
Results for Second Quarter ending 30th September, 2021.	Fifth Week of October, 2021
Results for Third Quarter ending 31st December, 2021.	Second Week of February, 2022
Results for Fourth Quarter ending 31stMarch, 2022.	Fourth Week of April, 2022
Date of Book Closure	September 18,2022 to September 24,2022 (both days inclusive)
Listing on Stock Exchanges	1. National Stock Exchange.
Dematerialization of Shares	Presently all the shares of the promoters of the Company are in Demat form and the company proposes/offer to all the shareholders to make their holding in Demat form.
Registrar and Transfer Agents	Ankit Consultancy Private Limited 60, Electronic Complex, Pardeshipura, Indore (M.P) 452010
Dividend Payment for financial year 2021-22	Nil

Outstanding ADR/GDR/warrants or any convertible instruments, conversion date and likely impact on equity.	Not Issued
Plant Location	Godha Cabcon and InsulationLimited 36-D,Sector B Sanwer Road, Industrial Area Indore MP 452006 IN
Address for correspondence	Godha Cabcon and InsulationLimited 36-D,Sector B Sanwer Road, Industrial Area Indore MP 452006 IN

VIII. Shareholding Pattern as on 31st March, 2022

Shareholding pattern of the Company as on March 31, 2022 is as follows:

S. No.	Category	No. of Shares Held	Percentage of Shareholding
1.	**Promoter's Holding**		
a.	Promoters: Indian Promoters Foreign Promoters	 15,43,91,940 Nil	 69.52 Nil
b.	Body Corporate	Nil	Nil
2.	**Persons acting in concert**	Nil	Nil
	Sub-total	**15,43,91,940**	**69.52`**
3.	**Non-Promoter's Holding**		
a..	Institutional Investors	Nil	Nil
b.	Mutual Funds and UTI	Nil	Nil
c.	Banks, Financial Institutions, Insurance Companies [Central / State Govt. Institutions / Nongovernment Institutions]	Nil	Nil
d.	FIIs	Nil	Nil
	Sub-total	**Ni**l	**Ni**l
4.	Others		
a.	Corporate Bodies	3,11,10,044	14.01
b.	Indian Public	3,62,62,604	16.32
c.	NRIs / OCBs	1,10,431	0.05
d.	Any other (Clearing Members)	2,04,981	0.09
	Sub-total	**6,76,88,060**	**30.47**
	Grand Total	**22,20,80,000**	**100**

IX.Distribution of Shareholding as on 31st March, 2022

Sno	Category	Cases	% of Cases	Amount	% Amount
1	up to 1 - 5000	4659	78.03	5639250.00	0.25
2	5001 - 10000	525	8.79	4327470.00	0.19
3	10001 - 20000	282	4.72	4320960.00	0.19
4	20001 - 30000	101	1.69	2555750.00	0.12
5	30001 - 40000	56	0.94	2042890.00	0.09
6	40001 - 50000	51	0.85	2461280.00	0.11
7	50001 - 100000	85	1.42	6850320.00	0.31
8	100001 & ABOVE	212	3.55	2192602080.00	98.73
	Total:	**5971**	**100.00**	**2220800000.00**	**100.00**

CERTIFICATE BY CEO AND CHIEF FINANCIAL OFFICER OF THE COMPANY

Compliance Certificate as required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We hereby certify that:

(a) We have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:

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

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

(b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(c) We are responsible for establishing and maintaining internal controls for financial reporting in the Company and that We have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and We 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.

(d) We have indicated to the auditors and the Audit committee

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

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

(iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

(e) I affirm that we have not denied any personal access to the Audit Committee of the Company (in respect of matters involving alleged misconduct, if any)

(f) I further declare that all Board members and Senior Management have affirmed compliance with the Code of Conduct for the Current year.

For Godha Cabcon& Insulation Limited
On behalf of the Board

Date: August 18,2022

Smita Agrawal
(CFO)

Dipesh Godha
(CEO)
DIN: 07529876

SECRETRIAL AUDITOR'S CERTIFICATE

We have examined the compliance of the conditions of Corporate Governance by **Godha Cabcon and Insulation Limited** (the Company) for the year ended 31st March, 2022 as stipulated in Regulations 17,18,19,20,21,22,23,24,25,26,27 and Clause (b) to (i) of sub Regulation (2) of the Regulation46 and para C, D, and E of the Schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 of the Company with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to the review of the procedures and implementations thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.

We further state that such compliance is neither an assurance as to the further viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Deepak Patil & Co.,
Company Secretaries

Sd/-
(CS Deepak Patil)
Proprietor
(FCS-9636, CP:-11592)

UDIN :F009636D000812735
Date: August 18,2022
Place: Indore

ANNEXURE – D
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Godha Cabcon and Insulation Limited
(CIN-L31909MP2016PLC041592)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices of **Godha Cabcon and Insulation Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the year ended on **31st March 2022** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Godha Cabcon and Insulation Limited** ("the Company") for the year ended on **31stMarch, 2022.**

According to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018(Not applicable during the Audit Period);
   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;(Not applicable during the Audit Period);

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable during the Audit Period);
(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable during the Audit Period);
(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(Not applicable during the Audit Period);
(i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015;

(i) Other laws as may be applicable specifically to the company:
(a) The Micro, Small and Medium Enterprises Development Act, 2006
(b) Income Tax Act, 1961
(c) The Finance Act, 2018
(d) The Central Goods and Services Tax Act, 2017

I have also examined compliance with the applicable clauses of the following:

(a) Secretarial Standards issued by The Institute of Company Secretaries of India
(b) The Listing Agreements entered into by the Company with Stock Exchange(s);

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

I further report that, based on the information provided by the company, its officers and authorized representatives during the conduct of the audit and also on the review of the quarterly compliance report by respective department heads/ company secretary/ CEO taken on record by the Board of Directors of the company, in my opinion, adequate system and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws like labour law, competition law and environmental law.

I further report that, the compliance by the company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that, during the year under review the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the period the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and the E-forms were accordingly filed with the Registrar of Companies.

I further report that adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking

and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the financial year 2021-2022, the company has entered in the transaction with related parties on arm's length price basis which is covered under Section 188 of the Companies Act, 2013, more specifically mentioned in the auditor report provided by the auditor.

UDIN: F009636D000812735

For, Deepak Patil & Co.,
Company Secretaries

Sd/-
(CS Deepak Patil)
Proprietor
(FCS-9636, CP:-11592)

Date: August 18, 2022
Place: Indore

ANNEXURE – E

FORM NO.MGT-9

Extract of Annual Return as on The Financial Year Ended On 31st March 2022

[Pursuant to section 92(3) of the CompaniesAct,2013 and rule12(1) of the Companies (Management and Administration) Rules, 2014]

I.REGISTRATION AND OTHER DETAILS:

i.	**CIN**	**L31909MP2016PLC041592**
ii.	Registration Date	04/10/2016
iii.	Name of the Company	GODHA CABCON & INSULATION LTD.
iv.	Category/Sub-Category of the Company	Company limited by shares/Indian Non Govt Company
v.	Address of the Registered office and contact details	36-D, Sector B, Industrial Area, Sanwer Road, Indore(M.P.)
vi.	Whether listed company	YES
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Ankit Consultancy Pvt. Ltd 60, Electronic Complex, 0731-4065799/97,0731-4065798 rtaindore@gmail.com,compliance@ankitonline.com

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	**Manufacture of electronic cables & conductor (insulated wire and cable made of steel, copper, aluminium)**	27320	98.13

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

Sr. No.	Name and Address of 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*

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) **Individual/ HUF**	**8100000**	**0**	**8100000**	**72.95**	**154391940**	**0**	**154391940**	**69.52**	**-3.43**
b) **Central Govt**	-	-	-	-	-	-	-	-	-
c) **State Govt(s)**	-	-	-	-	-	-	-	-	-
d) **Bodies Corp**	-	-	-	-	-	-	-	-	-

e) **Banks / FI**	-	-	-	-	-	-	-	-	-
f) **Any Other**	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	**8100000**	**0**	**8100000**	**72.95**	**154391940**	**0**	**154391940**	**69.52**	**-3.43**
2) Foreign									
g) **NRIs-Individuals**	-	-	-	-	-	-	-	-	-
h) **Other-Individuals**	-	-	-	-	-	-	-	-	-
i) **Bodies Corp.**	--		-	-	-		-	-	-
j) **Banks / FI**	-	-	-	-	-	-	-	-	-
k) **Any Other….**	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-									
B. Public Shareholding									
1. ***Institutions***									
a) **Mutual Funds**	-	-	-	-	-	-	-	-	-
b) **Banks / FI**	-	-	-	-	-	-	-	-	-
c) **Central Govt**	-	-	-	-	-	-	-	-	-
d) **State Govt(s)**	-	-	-	-		-	-	-	-
e) **Venture Capital Funds**	-	-	-	-	-	-	-	-	-

f) **Insurance Companies**	-	-	-	-	-	-	-	-	-
g) **FIIs**	-	-	-	-	-	-	-	-	-
h) **Foreign Venture Capital Funds**	-	-	-	-	-	-	-	-	-
i) **Others (specify)**	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	0	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
2. *Non Institutions*	-	-	-	-	-	-	-	-	-
a) **Bodies Corp. (i) Indian (ii) Overseas**	**1653940**	**0**	**1653940**	**14.89**	**3,11,10,044**	**0**	3,11,10,044	**14.01**	**-0.88**
b) **Individuals**									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	**501800**	**0**	**501800**	**4.52**	**501800**	**0**	**3784487**	**1.70**	-2.82
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	**840076**	**0**	**840076**	**7.57**		**0**	**32478117**	**14.62**	**7.05**

c) Others(Specify) (NRI, NRI Non Repatriation, Clearing Members)	8184	0	8184	0.08	3,15,412	0	3,15,412	0.14	0.03
Sub-total(B)(2)	3004000	0	3004000	27.05	67688060	0	67688060	30.48	3.43
Total Public Shareholding (B)=(B)(1)+(B)(2)	3004000	0	3004000	27.05	67688060	0	67688060	30.48	3.43
C.Sharesheld by Custodian for GDRs &ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	11104000	0	11104000	100	222080000	0	222080000	100	

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 to Shares of t company	%of shares pledged / encumbered	% change in shareholding during the year
1.	Dipesh Godha	236500	2.13%	-	4730000	2.13%	-	-

2.	Rupali Godha	5000	0.05%	-	100000	0.05%	-	**-**
3.	Madhu Godha	7858460	70.77%	-	149561140	67.35%	-	**(3.42%)**
4.	Jitendra Ajmera	10	0.00	-	200	0.00	-	**-**
5.	Arti Jain	10	0.00	-	200	0.00	-	**-**
6.	Amit Jain	10	0.00	-	200	0.00	-	**-**
7.	Puja Ajmera	10	0.00	-	200	0.00	-	**-**
	Total	8100000	72.95%	-	154391940	69.52%	-	**-**

Jitendra Ajmera, Arti Jain, Amit Jain,Puja Ajmera are categorized as Promoter and promoter Group.

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.	**DIPESH GODHA**				
	At the beginning of the year	**236500**	**2.13%**	**236500**	**2.13%**
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/-	**44,93,500**	**-**	**44,93,500**	**-**

	each as on date March 11,2022				
	At the end of the year	**4730000**	**2.13%**	**4730000**	**2.13 %**
2.	**MADHU GODHA**				
	At the beginning of the year	**7858460**	**70.77%**	**7858460**	**70.77%**
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/- each as on date March 11,2022 • Decrease the shares of the Company due to Sales of equity shares	**141702680**	**(3.42%)**	**14,17,02,680**	**(3.42%)**
	At the end of the year	**149561140**	**67.35 %**	**149561140**	**67.35 %**
3.	**RUPALI GODHA**				
	At the beginning of the year	**5000**	**0.05**	**5000**	**0.05**
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face	95000	-	95,000	-

	Value of Re. 1/- each as on date March 11,2022				
	At the end of the year	**100000**	**0.05**	**100000**	**0.05**
4.	**JITENDRA AJMERA**				
	At the beginning of the year	**10**	**0.00**	**10**	**0.00**
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/- each as on date March 11,2022	190	-	190	-
	At the end of the year	**200**	**0.00**	**200**	**0.00**
5.	**ARTI JAIN**				
	At the beginning of the year	**10**	**0.00**	**10**	**0.00**
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/- each as on date March 11,2022	**190**	**-**	**190**	**-**
	At the end of the year	**200**	**0.00**	**200**	**0.00**

6.	**AMIT JAIN**				
	At the beginning of the year	**10**	**0.00**	**10**	**0.00**
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/- each as on date March 11,2022	**190**	**-**	**190**	**-**
	At the end of the year	**200**	**0.00**	**200**	**0.00**
7.	**PUJA AJMERA**				
	At the beginning of the year	**10**	**0.00**	**10**	**0.00**
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/- each as on date March 11,2022	-	**-**	-	**-**
	At the end of the year	**200**	**0.00**	**200**	**0.00**

iv. ***Shareholding pattern of top ten shareholders (other than Directors, Promoters & Holders of GDRs and ADRs)***

Sr. no		Shareholding at the of the year		Cumulative Shareholding during the year	
	For Each of the Top Ten Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	**MARK CORPORATE ADVISORS PVT LTD**				
	At the beginning of the year	4,64,000	4.18%	4,64,000	4.18%
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/- each as on date March 11,2022 • Decrease in equity shares of the company due to sale of shares	75,91,000	-0.55%	75,91,000	-0.55%
	At the end of the year	8055000	3.63%	8055000	3.63%
2.	**FXCOM SERVICE LLP**				
	At the beginning of the year	5,00,000	4.50%	5,00,000	4.50%
	Increase in the no. of equity shares of the company due to	7300000	-0.99%	7300000	-0.99%

	• Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/- each as on date March 11,2022 • Decrease in equity shares of the company due to sale of shares				
	At the end of the year	7800000	3.51%	7800000	3.51%
3.	**NEWWAVE COMMOSALE LIMITED**				
	At the beginning of the year	1,00,000	0.90%	1,00,000	0.90%
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/- each as on date March 11,2022	19,00,000		19,00,000	
	At the end of the year	2000000		2000000	

4.	**DHARAPATI DISTRIBUTORS LIMITED**				
	At the beginning of the year	96,000	0.86%	96,000	0.86%
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/- each as on date March 11,2022	1824000		1824000	
	At the end of the year	1920000	0.86%	1920000	0.86%
5.	**SPARKLE SECURITES SOLUTIONS PVT LTD**				
	At the beginning of the year	232000	2.09%	2.09%	1.08%
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to	1663260	-1.24%	1663260	-1.24%

	Face Value of Re. 1/- each as on date March 11,2022 • Decrease in equity shares of the company due to sale of shares				
	At the end of the year	1895260	0.85%	1895260	0.85%
6.	**SHRESTH BUILDERS PRIVATE LIMITED**				
	At the beginning of the year	88000	0.79%	88000	0.79%
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/- each as on date March 11,2022	16,72,000		16,72,000	
	At the end of the year	1760000	0.79%	1760000	0.79%
7	**ARICA GANGWAL**				
	At the beginning of the year	1,08,000	0.97%	1,08,000	0.97%
	Increase in the no. of equity shares of the company due to	15,72,000	0.20%	15,72,000	0.20%

	• Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/- each as on date March 11,2022 • Decrease in equity shares of the company due to sale of shares				
	At the end of the year	1680000	0.76%	1680000	0.76%
8.	**AMARESH TRADING PRIVATE LIMITED**				
	At the beginning of the year	144000	1.30%	144000	1.30%
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/- each as on date March 11,2022 • Decrease in equity shares of	13,96,000	-0.61	13,96,000	-0.61

	the company due to sale of shares				
	At the end of the year	1540000	0.69%	1540000	0.69%
9.	**BSR FINANCE & CONSTRUCTIONS LIMITED**				
	At the beginning of the year	74249	0.67%	74249	0.67%
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/- each as on date March 11,2022	14,10,731		14,10,731	
	At the end of the year	1484980	0.67%	1484980	0.67%
10	**RAJESH SEETLANI**				
	At the beginning of the year	34500	0.31%	34500	0.31%
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1	1317490	-0.30	1317490	-0.30

	as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/- each as on date March 11,2022 • Decrease in equity shares of the company due to sale of shares				
	At the end of the year	1351990	0.61%	1351990	0.61%

v. ***Shareholding of Directors and KMP***

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	**DIPESH GODHA**				
	At the beginning of the year	2,36,500	2.13 %	2,36,500	2.13 %
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/-	44,93,500	-	44,93,500	-

	each as on date March 11,2022				
	At the end of the year	4730000	2.13%	4730000	2.13 %
2.	**MADHU GODHA**				
	At the beginning of the year	78,58,460	70.77 %	78,58,460	70.77 %
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022 • Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/- each as on date March 11,2022 • Decrease in equity shares of the company due to sale of shares	14,17,02,680	3.42%	14,17,02,680	3.42%
	At the end of the year	149561140	67.35 %	149561140	67.35 %
3.	**RUPALI GODHA**				
	At the beginning of the year	5,000	0.05%	5,000	0.05%
	Increase in the no. of equity shares of the company due to • Bonus issue by the company in the ratio of 1:1 as on January 11,2022	95000		95000	-

	• Sub-Division of Face Value of Rs. 10/- each to Face Value of Re. 1/- each as on date March 11,2022				
	At the end of the year	100000	0.05 %	100000	0.05 %

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 **i)** Principal Amount **ii)** Interest due but not paid **iii)** Interest accrued but not	**708.34**	**0**	**0**	**708.34**
Total (i+ii+iii)	**708.34**	**0**	**0**	**708.34**
Change in Indebtedness during the financial year - Addition - Reduction	**(10.21)**	**0**	**0**	**(10.21)**
Net Change				
Indebtedness at the end of the financial year **i)** Principal Amount **ii)** Interest due but not paid **iii)** Interest accrued but not due	**698. 13**	**0.00**	**0**	**698. 13**
Total (i+ii+iii)	**698. 13**	**0.00**	**0**	**698. 13**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in Lakh)

Sl. No.	Particulars of Remuneration	Total Amount	
		DIPESH GODHA	
1.	Gross salary (a)Salary as per provisions containedinsection17(1) of the Income-tax Act,1961 (b)Value of perquisites u/s17(2) Income-tax Act,1961 (c)Profits in lieu of salary undersection17(3)Income- taxAct,1961	12	12
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify	-	-
5.	Others, please specify	-	-
6.	Total(A)	**12.00**	**12.00**
	Ceiling as per the Act		

B. Remuneration to other directors:

(Amount in Lakh)

Sl. No.	Particulars of Remuneration	Name of other Director		Total Amount
	Independent Directors ·Fee for attending board/committee meetings ·Commission ·Others, please specify	-	-	-
	Total(1)	-	-	-
	Other Non-Executive Directors	-	-	-

	·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

(Amount in Lakh)

S. 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	-	**1.20**	**1.80**	**3.00**
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit -others, specify…	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	Total	-	**1.20**	**1.80**	**3.00**

VII. 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)
A. Company					

Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For Godha Cabcon & Insulation Limited
On behalf of the Board

Date: August 18,2022
Place: Indore

Rupali Godha
Director
DIN: -07530189

Dipesh Godha
CEO cum Executive Director
DIN: -07529876

ANNEXURE-F
FORM NO. AOC-2
(Pursuant to clause (h) of sub section 3 of section 134 of the act and rule 8(2) of the companies (Accounts) Rules 2014

Form for disclosures of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of the section 188 of the companies Act, 2013 including certain arms length transaction under third proviso thereto.

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

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

B. Details of contracts or arrangements or transactions at Arm's length basis.

Sr. No.	Name (s) of the related party & nature of relationship	Sale/Purchase	Duration of the contracts/ Arrangement /transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1.	Mantram lndustries pvt. Ltd. (Formerly known as Madhu Clables& Conductors pvt Ltd)	Sale	Immediate contract execution	Trade executed on armslength price with general business term	30/06/2021 (Prior approval of Board)	NIL

For Godha Cabcon & Insulation Limited
On behalf of the Board

Date: August 18,2022	**Rupali Godha**	**Dipesh Godha**
Place: Indore	**Director**	**CEO cum Executive Director**
	DIN: -07530189	**DIN: -07529876**

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

REMUNERATION PAID TO WHOLE-TIME DIRECTORS/ KMP:

Name of Directors	Title	Remuneration in 2021-22 (In Lacs)
Mr. Dipesh Godha	Executive Director	12.00

MRE - Median Remuneration of Employees, WTD - Whole Time Director

REMUNERATION PAID TO INDEPENDENT DIRECTORS:

Name of Directors	**Remuneration in 2021-22**
Mr. Kamaljeet Singh Ajimal	0.00
Mr. Vikrant Verma	0.00
Mr. Ravish Kandhari	0.00

REMUNERATION PAID TO KEY MANAGERIAL PERSONNEL:

Name of Key Managerial Personnel	**Title**	**Remuneration in 2021-22 (In Lacs)**
Mrs. Smita Agrawal	Chief Financial Officer	1.35
Mr. Rahul Verma	Company Secretary	1.20

For Godha Cabcon & Insulation Limited
On behalf of the Board

Date: August 18,2022
Place: Indore

Rupali Godha
Director
DIN: -07530189

Dipesh Godha
CEO cum Executive Director
DIN: -07529876

S.K. KHANDELWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
211, ROYAL RATAN, 7, M.G. ROAD, INDORE
PHONE: 0731-2523373/4044666

INDEPENDENT AUDITOR'S REPORT

To The Members of
Godha Cabcon & Insulation Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Godha Cabcon & Insulation Limited, which comprises the Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statement sections of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate on these

S. No.	Key Audit Matter
1.	**Disputed commercial claims**
	The company has material disputed commercial claims by customer on account of lower quality of product. Refer Note-25 to the Financial Statements
	Auditor's Response
	Principal Audit Procedures Obtained details of disputed commercial claims for the year ended March 31, 2022 from management. We have involved our experts to review the nature of the amount considered as liability and the likelihood of its payment upon final resolution.

matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company's Annual Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statement, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If based on the work we have performed, we conclude that there is a material misstatement of this other information; we required to report that fact.

We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and Cash Flows of the Company in accordance with the IND AS and other accounting principles generally accepted in India, including the Accounting Standards specified 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.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high-level assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is

sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013. We are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statement that, individually or in aggregate, makes it probable that the economics decisions of a reasonably knowledgeable user of the financial statement may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statement.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

As required by Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India, 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.

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, the Statement of Profit and Loss, Statement of changes in equity and Statement of Cash Flow dealt with by this report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015 as amended.

e) On the basis of written representation received from the directors as on 31st March 2022, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022, from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirement of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provision of section 197 of the Act.

h) 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 statements – Refer Note 25 to the financial statements
   b. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
   c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

   d. i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies),including foreign entities "Intermediaries"),with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

      ii) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provideany guarantee, security or the like on behalf of the Ultimate Beneficiaries.

iii)Based on such audit procedures that we considered reasonable and appropriate inthe circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

e. During the year the company does not declared any dividend.

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

(S.K. Khandelwal)
Partner
M.No. 071189
UDIN: 22071189AHJDHW6021
Place: Indore
Date: 19/04/2022

Annexure-A to the Independent Auditors' Report

The Annexure referred to in Independent Auditor's report to the members of **GODHA CABCON & INSULATION LIMITED** for the year ended 31st March 2022. We report that:

I. In respect of the Company's fixed assets:

a) (i)The Company has maintained proper records showing full particulars including quantitative details and situation of Property Plant & Equipment.

(ii)The company does not own any intangible asset

.

b) The Management has confirmed that the Fixed Assets have been physically verified by them at reasonable time intervals in a phased manner, which in our opinion is reasonable having regards to size of the Company and the nature of its assets. No material discrepancies were noticed on 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.

d) The company has not revalued its Property Plant & Equipment during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.

e) According to the information and explanations given to us and on the basis of our examinations of the records of the company, no proceedings have been initiated or are pending against the company for holding any Benami Property under the Benami Transactions (Prohibition) Act 1988 (45 of 1988) and rules made thereunder.

II. In respect of Company's inventory:

a) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedures of such verification by Management is appropriate. There were no discrepancies noticed on physical verification of inventory as compared to book records.

b) During the year, the Company has been sanctioned working capital limits in excess of Rs 5 crores, in aggregate, from banks on the basis of security of current assets. the company has filed quarterly return or statements with such bank which are in agreement with books of accounts.

III. a) During the year the company has provided loans to companies, firms, LLP and other parties details are as follows:

	Loan Amount (rs in Lakhs)
Aggregate amount granted/provide during the year	
- **Others**	251.50
Balance outstanding as on 31.03.2022	
- **Others**	698.13

b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions under which loans have been granted by the company during the year are not prejudicial to the company's interest.

c) The schedule of repayment of principal and payment of interest has not been stipulated; as such repayments or receipts of principal amounts and interest cannot be determined.

d) In absence of any stipulation overdue amount of principal and interest cannot be determined.

e) No loans or advances has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.

f) Company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment to related parties as defined in clause (76) of section 2 of the Companies Act, 2013, As per details given below:

Aggregate of loans and advances in the nature of loan	All Parties	Related Parties
Repayable on demand	-NIL-	-NIL-
Without specifying any terms or period of repayment	698.12	321.88
Percentage of loans and advances in nature of loan to the total loans		46.10%

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 within the meaning of section 73 to 76 of the Act from the public. Accordingly, the provisions of clause 3(v) of the order are not applicable to the Company.

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. According to information and explanations given to us, in respect of statutory dues:

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, Goods and Service 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, Goods and Service Tax, Service Tax, Custom Duty, Excise Duty, Cess and other Statutory Dues were outstanding, at the year end 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, Excise Duty and Cess which have not been deposited on account of any dispute.

VIII According to the information and explanation given to us ,there was no transaction found unrecorded in books of accounts of the company which have been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act,1961.

IX. (a)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.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared willful Defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that the Company has not used funds raised on short-term basis for long-term purposes.

(e) The company does not have any subsidiary, associate and joint venture hence reporting under clause 3(IX)(e) of the Order is not applicable to the Company.

(f) The company does not have any subsidiary, associate and joint venture hence reporting under clause 3(IX)(f) of the Order is not applicable to the Company.

X. a) The company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. hence reporting under clause 3(X)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under Clause 3(x) (b) of the Order is not applicable to the Company

XI.)(a)During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.

(c) As per information and explanation given by the management there were no whistle blower complaints received by the company during the year

XII. As, 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. (a) Company has an internal audit system commensurate with the size and nature of its business.
(b) Reports of the internal auditors for the period under audit are considered by us.

XV. According to the information and explanation given to us and based on our examination of the records of the company, the company has not entered into any non-cash transaction with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

XVI. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under Clause 3(xvi)(a) of the Order is not applicable to the Company

(b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable to the Company

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company

(d) This clause is not applicable to company as it is not CIC

XVII. The company has not incurred any cash losses in the financial year as well as in the immediately preceding financial year.

XVIII. No resignation of the statutory auditors has taken place during the year.

XIX. According to the information and explanation given to us and on the basis of financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities ,other information accompanying the financial statements ,auditors knowledge of the Board of Directors and management plans, no material uncertainity exists as on the date of audit report and company is capable of meeting its liabilities existing at the date of balance sheet.

XX. Provisions for CSR as per section 135 of The Companies Act 2013 is not applicable on the company.

XXI. The company is not a Holding company as such this clause is not applicable.

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

(S.K. Khandelwal)
Partner
M.No. 071189
UDIN: 22071189AHJDHW6021
Place: Indore
Date: 19/04/2022

Annexure – B to the 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 **GODHA CABCON & INSULATION LIMITED** as of 31st March, 2022 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 of the company.

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, to the best of our information and according to the explanation given to us, 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 31st March 2022, 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.

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

(S.K. Khandelwal)
Partner
M.No. 071189
UDIN: 22071189AHJDHW6021
Place: Indore
Date: 19/04/2022

M/S GODHA CABCON & INSULATION LTD.
CIN NO: L31909MP2016PLC041592

STATEMENT OF ASSETS & LIABILITIES AS ON 31.03.2022

Rs. In Lakhs

Particulars	Note No.	31st March 2022	31st March 2021
ASSETS			
(1) Non Current Assets			
(a) Property, Plant and Equipments			
(i) Tangible assets	2	514.16	178.02
(b) Deffered Tax Assets	3	0.00	9.74
(c) Other Non Current Assets	4	7.66	1.51
Sub-Total		**521.83**	**189.27**
(2) Current Assets			
(a) Inventories	5	25.70	119.08
(b) Financial Assets			
(i) Trade Receivables	6	1573.53	2075.26
(ii) Cash and Cash equivalents	7	58.22	88.93
(iii) Loans	8	698.13	708.34
(iv) Other fiancial assets	9	0.00	30.91
(c) Other Current Assets	10	71.58	62.20
Sub-Total		**2427.15**	**3084.73**
Total Assets		**2948.97**	**3274.00**
EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	11	2220.80	1110.40
(b) Other Equity	12	297.13	1325.53
Sub-Total		**2517.93**	**2435.93**
(2) LIABILITIES			
(I) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	263.51	134.55
(ii) Deferred Tax Liabilities (net)	14	3.41	0.00
Sub-Total		**266.93**	**134.55**
(II) Current Liabilties			
(a) Financial Liabilities			
(i) Borrowings	15	146.29	601.52
(ii) Trade Payables	16	12.24	100.60

(b) Other Current Liabilities	17	4.54	1.40
(c) Current tax liability(net)	18	1.04	0.00
Sub-Total		**164.11**	**703.52**
Total Equity and Liabilities		**2948.97**	**3274.00**

Dipesh Godha
Director
DIN – 07529876

Rupali Godha
Director
DIN: 07530189

As per our report of even date annexed
For S.K.Khandelwal & Associates
Chartered/. Accountants

Rahul Verma
Company Secretary

Smita Agrawal
CFO

Place: Indore
Date- 19/04/2022

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

M/S GODHA CABCON & INSULATION LTD.

CIN NO: L31909MP2016PLC041592

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2022

Rs. In Lakhs

Particulars	Note No.	31st March 2022	31st March 2021
REVENUE			
Value Of Sales	19	3532.86	3239.64
Other income	20	68.52	61.59
Total Revenue		**3601.38**	**3301.23**
EXPENSES			
Cost of Material Consumed	21	3286.78	3161.87
Employee benefits expense	22	21.44	35.06
Finance costs	23	78.92	51.93
Depreciation & amortization expense		22.89	22.40
Other expenses	24	82.42	78.76
Total expenses		**3492.46**	**3350.02**
Profit from operaions before exceptional items and tax		108.92	(48.79)
Exceptional Items		0.00	0.00
Profit/ (loss) before Tax		108.92	(48.79)
Tax expense:			
(1) Current tax		13.77	0.00
(2) Deferred tax		(13.16)	11.23
Profit for the Period (V-VI)		**82.00**	**(37.56)**
Other Comprehensive Income		**0.00**	**0.00**
Total Comprehensive Income		**82.00**	**(37.56)**
Earnings per equity share:			
(1) Basic		0.74	(0.34)
(2) Diluted		0.74	(0.34)

Dipesh Godha
Director
DIN – 07529876

Rupali Godha
Director
DIN: 07530189

As per our report of even date annexed
For S.K.Khandelwal & Associates
Chartered/. Accountants

Rahul Verma
Company Secretary

Smita Agrawal
CFO

Place: Indore
Date- 19/04/2022

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

M/S GODHA CABCON & INSULATION LTD.
CIN NO: L31909MP2016PLC041592

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2022

Rs. In Lakhs

PARICULARS	31st Mar 2022	31st Mar 2021
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax as per Profit and Loss Statement	108.92	(48.80)
Adjusted For:		
Add:Depreciation	22.89	22.40
Add:Interest expenses	78.92	51.93
Operating Profit Before Working Capital Changes	210.74	25.53
Adjusted For:		
Increase/Decrease In Current Asset		
Receivables	501.73	576.54
Inventories	93.38	36.47
Loans	10.21	(179.45)
Other financial assets	30.91	(10.43)
Other Current Assets	(9.38)	27.43
Increase/Decrease in Current Liabilities		
Trade Payables	(88.36)	(488.79)
Other current Liabilities	3.14	(8.46)
Current tax Liability (net)	1.04	0.00
Short Term Borrowing	(455.23)	(137.07)
Cash Generated From Operations	**298.19**	**(158.23)**
Taxes on Operating Activities	(0.61)	(11.23)
Net Cash from Operating Activiies	**297.58**	**(169.46)**
B.CASH FLOW FROM INVESTING ACTIVITIES		
Less: Purchase of long term asset	(359.04)	(7.59)
Add: Deferred Tax Assets	(13.15)	11.23
Increase/Decrease in Other Non Current Assets	(6.15)	(0.07)
Net Cash Flow From Investing Activiies	**(378.34)**	**3.57**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Less: Interest Exepnses	78.92	51.93
Net Proceeds Fron Long term Borrowings	128.96	88.63
	50.05	**36.70**
Net Cash Flow From Financing Activities		
Net Increase / Decrease in Cash and Cash Equivalents	(30.72)	(129.19)

Opening Balance of Cash and Cash Equivalents	88.93	218.12
Closing Balance of Cash and Cash Equivalents	**58.22**	**88.93**

Dipesh Godha
Director
DIN – 07529876

Rupali Godha
Director
DIN: 07530189

As per our report of even date annexed
For S.K.Khandelwal & Associates
Chartered/. Accountants

Rahul Verma
Company Secretary

Smita Agrawal
CFO

Place: Indore
Date- 19/04/2022

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

NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE PERIOD ENDED 31ST MARCH, 2022

NOTE-1

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(A) Company Overview

GODHA CABCON & INSULATION LTD is a leading Conductor Manufacture. Conductor is used in electric transmission.

The Company is a public limited company incorporated and domiciled in India and has its registered office at 36-D, Sector B, Sanwer Road, Industrial Area, Indore, MP 452006. The Company has its primary listing on the National Stock Exchange of India Limited SME Platform.

(B) 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, the provisions of Companies Act, 2013 ('the Act'), and Guidelines issued by Securities Exchange Board of India (SEBI). Ind AS is 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.

(C) 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.
(b) Interest on F.D.R is taken on accrual basis.

C. Property, Plant & Equipment

Property, Plant & Equipment 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 on the Straight Line Method (SLM) over the estimated useful lives of the assets. The useful life of asset is 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 prorate 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 segregate

M/S GODHA CABCON & INSULATION LTD.

CIN NO: L31909MP2016PLC041592

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31.03.2022

Rs. In Lakhs

Particulars	Current Year 31st March 2022	Previous Year 31st March 2021
NOTE-02		
PROPERTY, PLANT & EQUIPMENT		
Tangible Assets (As per Schedule attached)	514.16	178.02
TOTAL Rs.	**514.16**	**178.02**
NOTE-03		
DEFERRED TAX ASSETS		
Related to Fixed Assets (Liability)	0.00	(2.94)
Related to Loss of Current year	0.00	12.69
TOTAL Rs.	**0.00**	**9.74**
NOTE-04		
OTHER NON CURRENT ASSETS		
Deposits with State authorities	7.66	1.51
TOTAL Rs.	**7.66**	**1.51**
CURRENT ASSETS		
NOTE-05		
INVENTORIES		
Raw Material	25.70	119.08
TOTAL Rs.	**25.70**	**119.08**
NOTE-06		
TRADE RECEIVABLES		
(Unsecured Considered Good)		
Debt due by Related Concerns [Refer note no. 24(3)]	104.45	642.26
Others	1472.17	1433.00
	1576.62	2075.26
Less: Expected loss on debtors	3.10	0.00
	1573.53	**2075.26**

NOTE-07

CASH & CASH EQUIVALENTS

Cash in hand	1.13	21.05
Balance with Bank	0.00	4.90
Fixed Deposits	0.15	0.15
Balances with bank in fixed deposit to the extent held as security against bank guarantee including FDR held for maturity having more than 12 months	56.94	62.83
TOTAL Rs.	**58.22**	**88.93**

NOTE-08

LOANS

(Unsecured Considered Good)		
Loans to related parties [Refer note no. 24(3)]	321.88	290.74
Other loans	376.25	417.60
TOTAL Rs.	**698.13**	**708.34**

NOTE-09

OTHER FINANCIAL ASSETS

Security Deposits	0.00	30.91
TOTAL Rs.	**0.00**	**30.91**

NOTE-10

OTHER CURRENT ASSETS

Income Tax Receivables	7.45	5.97
Advances to suppliers	1.75	8.06
Advances against Expenses (to be recoverable in cash or kind)	0.00	6.37
Accrued Interest	0.80	0.00
Other loans and advances	0.65	0.65
Balance with GST, Central and State Authorities	36.99	9.33
Prepaid Expenses	1.47	1.12
TDS Receivable	0.00	4.04
TDS on purchase	0.00	0.00
TCS Receivable	0.00	2.55
VAT Subsidy receivable	17.76	17.76
TDS Receivable From NBFC	4.71	6.34
TOTAL Rs.	**71.58**	**62.20**

NOTE-11

EQUITY SHARE CAPITAL

AUTHORISED		
225000000 (1,25,00,000) Equity Shares of Rs 1/- (10) /-each	2250.00	1250.00
TOTAL Rs.	**2250.00**	**1250.00**
ISSUED, SUBSCRIBED AND FULLY PAID UP CAPITAL		
222080000 (1,11,04,000) Equity Shares of Rs 1/- (10/-)each fully paid up	2220.80	1110.40
TOTAL Rs.	**2220.80**	**1110.40**

NOTE-12

OTHER EQUITY

A. SECURITY PREMIUM ACCOUNT		
Opening Balance	1200.12	1200.12
Add: Securities Premium on account of shares issued	0.00	0.00
	1200.12	**1200.12**
Less: Bonus shares issued	1110.40	0.00
Closing Balance	**89.72**	**1200.12**
B. PROFIT AND LOSS ACCOUNT		
Opening Balance	125.42	162.98
Add:Net Profit after tax transferred from Statement of Profit and loss	82.00	(37.56)
Closing Balance	**207.42**	**125.42**
Total Rs. (A+B)	**297.13**	**1325.53**

NON CURRENT LIABILITIES

NOTE-13

BORROWINGS

SECURED LOANS

Term Loan from Banks *	263.51	134.55
TOTAL Rs.	**263.51**	**134.55**

NOTE-14

DEFFERED TAX LIABILITY (NET)

Related to Fixed asset	3.41	0.00
TOTAL Rs.	**3.41**	**0.00**

CURRENT LIABILITIES

NOTE-15

SHORT TERM BORROWINGS

Cash Credit from Union Bank of India *	102.00	559.82
Current Maturity of Long term debt	44.29	41.70
TOTAL Rs.	**146.29**	**601.52**

NOTE-16
TRADE PAYABLES

Sundry Creditors for Goods and Expenses	12.24	100.60
TOTAL Rs.	**12.24**	**100.60**

NOTE-17
OTHER CURRENT LIABILITIES

Advance from customer	2.23	0.00
Outstanding power charges	2.14	0.00
Statutory and Other Dues	0.17	1.40
TOTAL Rs.	**4.54**	**1.40**

NOTE-18
CURRENT TAX LIABILITY (NET)

Income tax provision	1.04	0.00
TOTAL Rs.	**1.04**	**0.00**

NOTE-19
REVENUE FROM OPERATIONS

Sale of Products	3451.44	3239.64
Sale of Services	81.42	0.00
TOTAL Rs.	**3532.86**	**3239.64**

NOTE-20
OTHER INCOME

Discount	0.13	0.00
Interest	67.16	55.02
Freight Outward	0.00	2.97
Other Income	1.24	3.59
TOTAL Rs.	**68.52**	**61.59**

NOTE-21
COST OF MATERIAL CONSUMED

Opening Stock	119.08	155.55
Add: Purchases	3167.70	3125.41
	3286.78	3280.96
Less: Closing Stock	0.00	119.08
TOTAL Rs.	**3286.78**	**3161.87**

NOTE-22

EMPLOYEE BENEFITS EXPENSE

Salary & wages	9.44	32.06
Director's Remuneration	12.00	3.00
TOTAL Rs.	**21.44**	**35.06**

NOTE-23

FINANCE COSTS

Interest to Bank & others	70.90	46.22
Bank Charges	8.02	5.71
TOTAL Rs.	**78.92**	**51.93**

NOTE-24

OTHER EXPENSES

Freight Charges	6.66	9.56
Job Work	24.93	0.00
Power Expenses	3.38	21.94
General Expenses	8.33	9.96
Packing Material	0.32	3.67
Annual Fees(CDSl+NSDL)	3.46	0.70
ROC Expenses	10.78	0.14
GST/Excise Taxes	0.00	0.80
Insurance Premium	3.15	1.87
Travelling expenses	0.00	0.19
Legal & Professional Charges	1.00	6.90
NSE Fee	0.27	0.00
Liasion Charges	0.03	16.36
Repair and Maintenance	3.50	0.74
Retainership	0.72	0.00
Vehicle Running Expenses A/c	1.79	2.02
Share Maintance Charges	0.67	0.25
Income Tax	0.00	0.00
Commision Expenses	0.50	1.26
Deduction & rejection	7.85	0.00
Estimated loss on debtors	3.10	0.00
Payment to Auditor		
Statutory Audit fees	2.00	2.00
Gst Audit fees	0.00	0.40
TOTAL Rs.	**82.42**	**78.76**

NOTE-25

CONTINGENT LIABILITY

Guarantees:		
Outstanding Guarantees furnished to MPEB in respect of Performance Bank Guarantee	56.94	295.73
Claims/Disputed Liabilities not acknowledged as debt*:		
Other Claim pertaining to Claims by customer for lower quality of product	183.87	183.87

NOTE-26

RELATED PARTY DISCLOSURE

1. Names of Related parties and Description of relationship

A. Key Management Personnel

Smt. Madhu Godha

Mr. Dipesh Godha

Smt. Rupali Godha

Smt. Shivani Gupta

Mrs. Smita Agarwal (from 10-Sep-2020)

B. Related Company:-

Mantram Industries Pvt. Ltd.
(Formerly known as Madhu Cables & Conductors Pvt. Ltd.)

2. Transaction during the year with related parties

Sales

Mantram Industries Pvt. Ltd. (Formerly known as Madhu Cables & Conductors Pvt. Ltd.)	Related Company	1143.67	515.04
		1143.67	**515.04**

Purchases

Mantram Industries Pvt. Ltd. (Formerly known as Madhu Cables & Conductors Pvt. Ltd.)	Related Company	12.06	0.00
		12.06	**0.00**

Job Work Charges

Mantram Industries Pvt. Ltd. (Formerly known as Madhu Cables & Conductors Pvt. Ltd.)	Related Company	24.93	0.00
		24.93	**0.00**

Net Loans and Advances Given

Mantram Industries Pvt. Ltd. (Formerly known as Madhu Cables & Conductors Pvt. Ltd.)	Related Company	321.88	0.00
		321.88	**0.00**
Other Income (Interest)			
Mantram Industries Pvt. Ltd. (Formerly known as Madhu Cables & Conductors Pvt. Ltd.)	Related Company	34.60	28.84
		34.60	**28.84**
Remuneration to KMP			
Smt. Madhu Godha	KMP	3.00	0.00
Mr. Dipesh Godha	KMP	6.00	3.00
Smt. Rupali Godha	KMP	3.00	0.00
Smt. Shivani Gupta	KMP	0.00	2.28
Mrs Smita Agrawal	KMP	1.35	1.05
		13.35	**6.33**
3. Balances as at 31st March, 2022			
Debtors			
Mantram Industries Pvt. Ltd. (Formerly known as Madhu Cables & Conductors Pvt. Ltd.)	Related Company	104.45	642.25
		104.45	**642.25**
Loans			
Mantram Industries Pvt. Ltd. (Formerly known as Madhu Cables & Conductors Pvt. Ltd.)	Related Company	321.88	290.74
		321.88	**290.74**
SUNDRY CREDITORS FOR EXPENSES			
Smt. Madhu Godha	KMP	4.46	1.47
Mr. Dipesh Godha	KMP	2.79	-0.47
Smt. Rupali Godha	KMP	0.07	1.07
		7.32	**2.07**

NOTE-27

EARNING PER SHARE

Oustanding Share	**222080000.00**	**222080000.00**
Profit/(Loss) After tax	**82.00**	**-37.56**
Basic & Diluted EPS	**0.04**	**-0.02**

NOTE-28

ACCOUNTING RATIOS

Current Ratio - Current Assets / Current Liabilities	14.79	4.38
Net Profit Ratio Net Profit Ratio after tax / Net Sales	2.32	-1.16
Return on Equity Ratio Net Profit after taxes-Prefrence Dividend / Shareholder's Equity	0.03	-0.02
Return on capital employed Earnings before interest & tax x 100 / Capital employed	7.46	0.13
Debt- Equity Ratio Total Debt / Shareholders Equity Total Debt: long terms borrowing + short terms borrowing)	0.16	0.30
Debt Service Coverage Ratio Earnings Available for Debt service / Interest +Installments	Not Applicable	
Trade Receivables ratio (in days) Average account receivable / Sales	270	383
Trade Payable Ratio (in days) Average Trade Payables / Expenses (Expenses: Cost matrial consumed + Employee benefit expenses+ Other expenses)	7	44

Net Capital Turnover Ratio (In Days) (Average working capital/Turnover)	238	273
Inventory Turnover Ratio (In Days) (Average inventory/Sale of products in days)	9	22

Dipesh Godha
Director
DIN – 07529876

Rupali Godha
Director
DIN: 07530189

As per our report of even date annexed
For S.K.Khandelwal & Associates
Chartered/. Accountants

Rahul Verma
Company Secretary

Smita Agrawal
CFO

Place: Indore
Date- 19/04/2022

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