

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

Date: September 4, 2021

NSE SYMBOL: GODHA

Sub: Filing of the Annual Report of Godha Cabcon & Insulation Limited

Dear Sir/Ma'am,

We are pleased to submit a Copy of the Annual Report of the Company for Financial year 2020-21. The 5th Annual General Meeting of the Company to be held on Monday, September 27, 2021 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 for your reference and further needful.

Thanking You,

Yours Faithfully

For Godha Cabcon & Insulation Ltd


Madhu Godha

Director

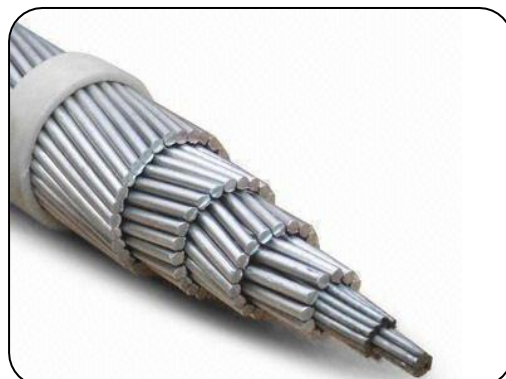
DIN: 07607783

Enc: As Above



GODHA CABCON & INSULATION LTD

CIN-L31909MP2016PLC041592





05TH ANNUAL REPORT

2020-2021

ANNUAL GENERAL MEETING:	BOARD OF DIRECTORS:
Date: 27 TH September 2021 Day: Monday Time: 2.00 P.M. Place: Registered Office	Mr. Dipesh Godha: CEO & Executive Director Mr. Vikrant Verma: Independent Director Mr. Ravish Kandhari: Independent Director Mr. Kamaljeet Singh Ajimal: Independent Director Ms. Rupali Godha:- Women Executive Director Ms. Madhu Godha:- Women Executive Director
Registered Office	KEY MANAGERIAL PERSONNEL:
36-D, Sector B Sanwer Road, Industrial Area Indore MP 452006 IN	Mr. Dipesh Godha: Chief Executive Director (CEO) Mrs. Smita Agrawal: Chief Financial Officer (CFO) Mrs. Shivani Gupta: Company secretary (CS)
CORPORATE OFFICE:	AUDITORS:
36-D, Sector B Sanwer Road, Industrial Area Indore MP 452006 IN	M/s. S.K. Khandelwal & Associates Chartered Accountants 211, Royal Ratan, 7.M.G Road, Indore
BANKERS:	CONTENT:
Union Bank of India	Notice 4-15 Director's Report 16-28 Management Discussion & Analysis Report 29- 31 Report on Corporate Governance 32-47 Secretarial Audit Report 48-51 Extract of Annual Report 52-69 Related Parties Detail 70-71
LISTING OF SHARES:	
National Stock Exchange (NSE)	
REGISTRAR & SHARE TRANSFER AGENT:	Annexed with Annual report Auditor's Report Balance Sheet Statement of Profit & Loss Cash Flow Statement Notes to Financial Statements
Kfin Technologies Pvt. Ltd. Karvy Selenium Tower B, Plot number 31 & 32 Financial District Gachibowli Hyderabad 500 032 India	

NOTICE

NOTICE is hereby given that the 5th Annual General Meeting of the Members of **Godha Cabcon & Insulation Limited** will be held through Video Conferencing/ Other Audio-Visual Mode on September 27, 2021, Monday, at 2.00 P.M. to transact the following businesses:

Details of the meeting are as follows:

Topic: 5th Annual General Meeting

Time: Sep 27, 2021 2:00 PM India

I. ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statement comprising of Balance Sheet as at 31st March 2021, 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 Mrs. Rupali Godha (DIN: 07530189) , Director, who retires by rotation and being eligible offers herself for re-appointment in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** Mrs. Rupali Godha (DIN: 07530189), 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”.

II. SPECIAL BUSINESS

3. **Regularisation of Additional Director, Mr. Vikrant Verma (DIN: 06707462) By Appointing Him as Independent Director of the Company**

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

“**RESOLVED THAT, Mr. Vikrant Verma (DIN: 06707462)**, who was appointed as an Additional Director with effect from 22nd October, 2020 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company. “

“**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do

all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**For Godha Cabcon & Insulation Limited
On behalf of the Board**

**Date: August 30, 2021
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 continuing Covid-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as “SEBI Circulars”) 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 issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
4. 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 the Proxy Form and Attendance Slip including route map are not annexed to this Notice.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for FY 2020-21 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 www.kfintech.com for downloading the Annual Report and Notice of the AGM.
7. The Company has notified closure of Register of Members and Share Transfer Books from September 20, 2021 to September 27, 2021 (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.
8. 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 M/s. KFin Technologies Private Limited in case the shares are held by them in physical form.
9. 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.
10. 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.
11. 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.
12. 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 25, 2021 through email on compliance.godhacabcon@gmail.com. The same will be replied by the Company suitably.

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

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to E-voting facility provided by the listed entities, the members are provided with the facility to cast their vote electronically, through the e-Voting services provided by M/s Kfintech Technologies

Private Limited (KFintech), on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

ii. However, in pursuant to SEBI circular no. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

iv. The remote e-voting period commences from 9.00 a.m (IST) on September 24,2021 and ends on 5.00 p.m (IST) on September 26 2021.

v. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e September 17,2021

vi. Any person holding shares in physical form and nonindividual shareholders, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”

viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

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

Step 3: Access to join virtual meetings(e-AGM) of the Company on KFintech system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode. Type of shareholders Login Method Individual Shareholders holding securities in demat mode with NSDL

1. User already registered for IDeAS facility:

i) Visit URL: <https://eservices.nsdl.com>

ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.

iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”

iv) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.

2. User not registered for IDeAS e-Services

i) To register click on link : <https://eservices.nsdl.com>

ii) Select “Register Online for IDeAS” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

iii) Proceed with completing the required fields.

iv) Follow steps given. Alternatively by directly accessing the e-Voting website of NSDL Open URL: <https://www.evoting.nsdl.com/>

i) Click on the icon “Login” which is available under ‘Shareholder/Member’ section. ii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.

iii) Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. Individual Shareholders holding securities in demat mode with CDSL . Existing user who have opted for Easi / Easiest

i) Visit URL: <https://web.cdslindia.com/myeasi/home/login> or URL: www.cdslindia.com

ii) Click on New System Myeasi

iii) Login with your registered user id and password.

iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V) Click on e-Voting service provider name to cast your vote.

User not registered for Easi/Easiest

- i) Option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- ii) Proceed with completing the required fields.
- iii) Follow the steps given , Alternatively, by directly accessing the e-Voting website of CDSL
 - i) Visit URL: www.cdslindia.com
 - ii) Provide your demat Account Number and PAN No.
 - iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
 - iv) After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress. Individual Shareholder login through their demat accounts / Website of Depository Participant
- i) You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.
- ii) Once logged-in, 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.
- iii) Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL. Login type Helpdesk details Securities held with NSDL Please 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 Securities held with CDSL Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password.

They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (az), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials. vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Godha Cabcon & Insulation- AGM' and click on "Submit"
- vi. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- viii. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
- x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to

modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).

- xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer's email id csdeepak.patil12@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://karisma.kfintech.com/emailreg>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference

tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

- ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at compliance.godhacabcon@gmail.com. Questions /queries received by the Company till September 25,2021 (5.00 p.m. IST) shall only be considered and responded during the AGM.
- vi. The members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- vii. A member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for members on first come first served basis.
- ix. Institutional members are encouraged to attend and vote at the AGM through VC / OAVM.

14. The members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit [https:// emeetings.kfintech.com](https://emeetings.kfintech.com) and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be opened during the period starting from

September 23,2021 (9.00 a.m. IST) up to September 25,2021 (5.00 p.m. IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those members who have registered themselves, depending on the availability of time for the AGM.

15. The members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from September 23,2021 (9.00 a.m. IST) up to September 25,2021 (5.00 p.m. IST)

16. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

17. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 17,2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.

18. In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399 1. Example for NSDL: 2. MYEPWD IN12345612345678 3. Example for CDSL: 4. MYEPWD 1402345612345678 5. Example for Physical: 6. MYEPWD XXXX1234567890

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

19. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

Profile of Directors being appointed / reappointed as required under provisions of Companies Act, 2013: Mrs. Rupali Godha:

Name of Director	Mrs. Rupali Godha
DIN	07530189
Date of Birth	27/12/1983
Qualification	Commerce graduate
Experience	8years
No. of Shares held in the Company	5000
Directorship in Companies	As mentioned in below table

DIRECTORSHIP IN FOLLOWING COMPANIES:-

CIN/FCRN	Company Name	Begin Date
<u>U27100MP2011PTC026498</u>	Mantram Industries Private Limited	01/02/2021
<u>L31909MP2016PLC041592</u>	Godha Cabcon & Insulation Limited	04/10/2016

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 3

Mr. Vikrant Verma was appointed as an Additional Director of the Company with effect from 22nd October, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Vikrant Verma is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. The Board is of the view that the appointment of Mr. Vikrant Verma as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Vikrant Verma himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

For Godha Cabcon & Insulation Limited
On behalf of the Board

Date: August 30, 2021
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 05th Annual Report along with the audited annual accounts for the year ended 31st March 2021.

FINANCIAL REVIEW

Your Company's performance for the year ended 31st March, 2021 is as follows

(Amount in Lakhs)

	Year ended on March 31, 2021	Year ended on March 31, 2020
Gross Total Income	3301.22	5261.78
Total Expenditure	(3350.02)	(5201.31)
Profit / (Loss) before extraordinary item and tax	(48.80)	60.47
Profit before tax	(48.80)	30.40
Tax Expenses		
- Current Tax	0.00	7.19
- Deferred Tax (Reversal)	11.23	0.88
-Earlier Year Tax	-	-
Profit after tax for the period	(37.56)	22.33
Earning per Equity shares:		
-Basic	(0.34)	0.20
-Diluted	(0.34)	0.20

WORKING PERFORMANCE REVIEW

During the year under review, the Company has earned revenue from operation of Rs. 3301.22/- Lacs as against the previous year's revenue from operation of Rs. 5261.78/-Lacs. The Company incurred profit/(loss) after tax Rs.(37.56)/-Lacs as against Rs. 22.33/- Lacs in the previous year.

CHANGE IN OBJECT OF BUSINESS

There is no change in the object clause mentioned in Memorandum of the business of the Company during the financial year 2020-21.

SHARE CAPITAL

The issued, subscribed, paid up equity capital as on March 31, 2021 was Rs. 11,10,40,000/- . During the year under review, the Company has not issued shares to its shareholders. Further that none of the directors were holding convertible instruments as on date.

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.

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.

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.

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.

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.

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.

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.

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.

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.

DIRECTORS

During the year under review, there was change in the directorship of the Company. As on March 31, 2021, 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*	Additional Independent Director	06707462

*Mr. Vikrant Verma has been appointed as Non Executive Additional Independent Director of the company w.e.f. 22/10/2020 who shall be regularized as an independent director in this Annual General Meeting.

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

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	Mrs. Shivani Gupta	Company Secretary (CS)	14/02/2019

Note: Mrs. Smita Agrawal has been appointed as CFO of the company w.e.f. 10/09/2020 in place of Mr. Kapil Verma who has been resigned from the post of CFO on the same day.

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.

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**”.

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 2020-21 does not crossed the threshold limit as prescribed under sub-section(1) of the said section.

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.

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.

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.

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 6th Annual General Meeting of the Company to be held in 2022.

In accordance with the Companies Amendment Act, 2017, enforced on May 7, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting. In view of such omission of proviso, agenda item relating to ratification of Statutory Auditors is not included in the Notice of ensuing Annual General Meeting.

M/s. S.K. Khandelwal & Associates, Chartered Accountants, Indore, continues to hold position for year 2021-2022.

AUDITORS REPORT

The Auditors' Report issued by M/s. S.K. Khandelwal & Associates, Chartered Accountants, for the financial year ended March 31, 2021, does not contain any qualifications, reservations or adverse remarks.

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.

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**

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 2020-21.

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.

LISTING AT STOCK EXCHANGES

The Company was earlier listed on NSE SME Platform, for better growth and future prospects is now migrated to NSE Main Board w.e.f 24-Dec-2020.

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.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS DURING THE YEAR UNDER SECTION 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.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There were no materially significant transactions with related parties during the financial year 2020-21, 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".

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.

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.

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.

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.

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 2020-21. This certificate will be sent to the stock exchanges along with the annual report to be filed by the Company.

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.

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.

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.

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.

PAYMENT OF LISTING FEES:

Annual listing fees for the year 2020-21 will be paid by the Company to Stock Exchange.

PAYMENT OF DEPOSITORY FEES:

Annual Custody/Issuer fee for the year 2020-21 will be paid by the company to NSDL and CDSL on receipt of the invoices.

DEMAT STATUS

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

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.

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.

ACKNOWLEDGEMENTS

The Board of Directors of your 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 30, 2021

Place: Indore

Rupali Godha

Director

DIN:-07530189

Dipesh Godha

CEO cum Executive Director

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	<ul style="list-style-type: none"> • 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 equipments.	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	

05TH ANNUAL REPORT FOR THE YEAR ENDED ON MARCH 31, 2021

	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 30, 2021

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.

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, Aluminium, 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. 3239.64/- Lacs only as against the previous year turnover of Rs. 5219.84/- Lacs in the segment of manufactured goods.

Net profit/(Loss) of the company before tax & depreciation is Rs. (26.40)/- Lacs as against Rs. 88.95/- 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 cornerstone's 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, 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, 2021	No. of Directorship(s)/ Committee Membership(s)/ Chairmanship(s) of other Companies as on March 31, 2021		
			Other Director ship(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.

(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 2020-21, Eight (8) meetings of the Board of Directors were held on following dates:

1. June 06, 2020	4. August 20, 2020	7. November 20, 2020
2. July 25, 2020	5. September 10, 2020	8. February 11, 2021
3. July 31, 2020	6. October 22, 2020	

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 2020-2021	At AGM held on August 31, 2020

		Held	Attended	
1	Mr. Dipesh Godha	8	8	YES
2	Mr. Ravish Kandhari	8	8	YES
3	Mrs. Rupali Godha	8	8	YES
4	Mrs. Madhu Godha	8	8	YES
5	Mr. Kamaljeet Singh Ajimal	8	8	YES
6	Mr. Vikrant Verma (Appointment w.e.f 22.10.2020)	8	2	NO

(D) Meeting of Independent Directors

The Company's Independent Directors met once during the financial year 2020-21 on February 11, 2021. 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 2020-21 is shown below:

S. No.	Name of Director	Category	No. of Meetings during 2020-2021
---------------	-------------------------	-----------------	---

			Held	Attended
1.	Mr. Kamaljeet Singh Ajimal	Chairman	5	YES
2.	Mr. Dipesh Godha	Member	5	YES
3.	Mr. Ravish Kandhari	Member	5	YES
4.	Mrs. Shivani Gupta	Secretary	5	YES

- Minutes of meetings of the Audit Committee are circulated to members of the Committee and the Board is kept apprised. 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 2020-2021, CS Shivani Gupta, Company Secretary of the Company acted as a Secretary of Audit Committee.

(B) Meeting of Audit Committee

During the Financial year 2020-2021, Five Meetings of the Audit Committee were held on following dates:

- (1) June 06, 2020 (2) July 25, 2020 (3) September 10, 2020
(4) November 13, 2020 (5) February 11, 2021

(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 2020-2021 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	3	3
2.	Mr. Ravish Kandhari	Member	3	3
3.	Mr. Dipesh Godha	Member	3	3

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

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)	Contribution to PF (Rs.)	Perquisites (Rs.)	Total (Rs. In Lacs)
Mr. Dipesh Godha	Nil	Nil	3.00	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, 2021, 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 2020-2021 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	4	4
2.	Mr. Ravish Kandhari	Member	4	4
3.	Mr. Dipesh Godha	Member	4	4

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

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 queries and grievances and
- Any other power specifically assigned by the Board of Directors of the Company.

NUMBER OF SHAREHOLDERS' 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 2017-18	September 26, 2018	2:00 P.M	At the Registered office of the company at, Sanwer Road.
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.

- A Special Resolution was put through postal ballot in the last Annual General Meeting for migration from SME Platform to NSE Main Board.

VI. Means of Communication

The Company's quarterly and half yearly Financial Results are published in well circulated Newspapers. Besides, 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	Monday, the 27 th Day of September, 2021 at 2.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
Tentative Financial Calendar (subject to change) for the financial year 2020-21	Board Meetings for compliance of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015
Results for First Quarter ending	Second Week of August, 2020

30 th June, 2020 Results for Second Quarter ending 30 th September, 2020. Results for Third Quarter ending 31 st December, 2020. Results for Fourth Quarter ending 31 st March, 2021.	Second Week of November, 2020 Second Week of February, 2020 Second Week of May, 2021
Date of Book Closure	September 20, 2021 to September 27, 2021 (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	Kfin Technologies Pvt. Ltd. Karvy Selenium Tower B, Plot number 31 & 32 Financial District Gachibowli Hyderabad 500 032 India
Share Transfer System	Presently the share transfers are processed and the share certificates returned within a period of 30 days from the date of receipt of valid transfer instrument.
Dividend Payment for financial year 2020-21	Nil
Outstanding ADR/GDR/warrants or any convertible instruments, conversion date and likely impact on equity.	Not Issued
Plant Location	Godha Cabcon and Insulation Limited 36-D, Sector B Sanwer Road, Industrial Area Indore MP 452006 IN
Address for correspondence	Godha Cabcon and Insulation Limited 36-D, Sector B Sanwer Road, Industrial Area Indore MP 452006 IN

VIII. Shareholding Pattern as on 31st March, 2021

Shareholding pattern of the Company as on March 31, 2021 is as follows:

S. No.	Category	No. of Shares Held	Percentage of Shareholding
1.	Promoter's Holding		
a.	Promoters : Indian Promoters Foreign Promoters	81,00,000 Nil	72.95 Nil
b.	Body Corporate	Nil	Nil
2.	Persons acting in concert	Nil	Nil
	Sub-total	81,00,000	72.95
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.	FII's	Nil	Nil
	Sub-total	Nil	Nil
4.	Others		
a.	Private Corporate Bodies	16,53,940	14.89
b.	Indian Public	13,41,876	12.08
c.	NRI's / OCBs	8,000	0.08
d.	Any other (Clearing Members)	184	0.00
	Sub-total	30,04,000	27.05
	Grand Total	1,11,04,000	100

IX. Distribution of Shareholding as on 31st March, 2021

Shareholding of Nominal Value (Rs.)	No. of Shareholders	% of Total sharehold ers	Shares Amount in Rs.	% of Total shareholding
1000 to 5000	144	48.16	65460	0.06
5001 to 10,000	13	4.35	117970	0.11
10,001 to 20,000	8	2.68	119560	0.11
20,001to 30,000	6	2.01	155050	0.14
30,001 to 40,000	55	18.39	2171150	1.96
40,001 to 50000	3	1.00	137010	0.12
50,001 to 1,00,000	31	10.37	2443440	2.20
1,00,001 and above	39	13.04	105830360	95.31
Total	299	100.00	111040000.00	100.00

CERTIFICATE BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY

I, Mrs. Smita Agrawal, Chief Financial Officer (CFO) of Godha Cabcon and Insulation Limited (the Company), hereby certify to the Board that:

- (a) I 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) I am 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) I 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 30, 2021

Smita Agrawal
(CFO)

SECRETIAL 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, 2021 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 Regulation 46 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)**

**Date: August 30, 2021
Place: Indore**

ANNEXURE - D

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021

[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 2021** 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 **31st March, 2021**.

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 audit period the amount deduction regarding, Employees provident Fund, Employees State Insurance, tax deducted at source has been deposited by the company but not on the due dates as specified under the respective acts.

I further report that, during the financial year 2020-2021, 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.

**For, Deepak Patil & Co.,
Company Secretaries**

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

**Date: August 30, 2021
Place: Indore**

ANNEXURE - E**FORMNO.MGT-9**Extract of Annual ReturnAs on The Financial Year Ended On 31st March 2021

[Pursuant to section92(3)of the Companies Act,2013 and rule12(1)of the
Companies (Management and Administration)Rules, 2014]

I. REGISTRATIONANDOTHERDETAILS:

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 (Company got Listed w.e.f. 11th May, 2018) (Company migrated to Main Board w.e.f24 th December , 2020)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	KFIN technologies Private Limited Karvy Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanak ramguda Serilingampally Mandal, Hyderabad - 500032 Phone : 040 6716 1606/1776 Email: Mohammed.shanoor@karvy.com, www.kfin techonologies.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									
<i>1) Indian</i>									

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a) Individual/ HUF	810000 0	0	81000 00	72.95	8100 000	0	8100000	72.95	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub- total(A)(1):-	810000 0	0	81000 00	72.95	8100 000	0	8100000	72.95	-
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	-	-	-	-	-	-	-	-	-

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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.	1755741	0	1755741	15.81	1653940	0	1653940	14.89	-0.92
(i) Indian									
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding	655759	0	655759	5.91	501800	0	501800	4.52	-1.39

nominal share capital upto Rs. 1 lakh (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	580500	0	580500	5.23	840076	0	840076	7.57	2.34
c) Others(Spec ify) (NRI, NRI Non Repatriatio n, Clearing Members)	12000	0	12000	0.12	8184	0	8184	0.08	-0.03
Sub-total(B)(2)	300400 0	0	300400 00	27.05	3004 000	0	3004000	27.05	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	300400 0	0	300400 00	27.05	3004 000	0	3004000	27.05	-
C.Shareheld by Custodian for GDRs &ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	111040 00	0	11104 000	100	1110 4000	0	11104000	100	0

ii. *Shareholding of Promoters*

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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 / encumber	No. of Shares	% of total Shares of the company	% of shares pledged / encumber	% change in share holding during the year
1.	Dipesh Godha	236500	2.13%	-	236500	2.13%	-	-
2.	Rupali Godha	5000	0.05%	-	5000	0.05%	-	-
3.	Madhu Godha	7858460	70.77%	-	7858460	70.77%	-	-
4.	Jitendra Ajmera	10	0.00	-	10	0.00	-	-
5.	Arti Jain	10	0.00	-	10	0.00	-	-
6.	Amit Jain	10	0.00	-	10	0.00	-	-
7.	Puja Ajmera	10	0.00	-	10	0.00	-	-
	Total	8100000	72.95%	-	8100000	72.95%	-	-
Jitendra Ajmera, Arti Jain, Amit Jain, Puja Ajmera are categorized as 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%
	Date wise increase/decrease in Promoters Share holding during the year specifying the	-	-	-	-

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	reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year	236500	2.13%	236500	2.13 %
2.	MADHU GODHA				
	At the beginning of the year	7858460	70.77%	7858460	70.77 %
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	7858460	70.77%	7858460	70.77 %
3.	RUPALI GODHA				
	At the beginning of the year	5000	0.05	5000	0.05
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	5000	0.05	5000	0.05
4.	JITENDRA AJMERA				
	At the beginning of the year	10	0.00	10	0.00
	Date wise increase/	-	-	-	-

	decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus /sweat equity etc)				
	At the end of the year	10	0.00	10	0.00
5.	ARTI JAIN				
	At the beginning of the year	10	0.00	10	10
	Date wise increase/ decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus /sweat equity etc)	-	-	-	-
	At the end of the year	10	0.00	0.00	0.00
6.	AMIT JAIN				
	At the beginning of the year	10	0.00	10	10
	Date wise increase/ decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus /sweat equity etc)	-	-	-	-
	At the end of the year	10	0.00	0.00	0.00
7.	PUJA AJMERA				
	At the beginning of the	10	0.00	10	10

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	year				
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	10	0.00	0.00	0.00

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

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.	FXCOM SERVICE LLP				
	At the beginning of the year	5,00,000	4.50%	5,00,000	4.50%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	5,00,000	4.50%	5,00,000	4.50%
2.	MARK CORPORATE ADVISORS PVT LTD				

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	At the beginning of the year	4,64,000	4.18%	4,64,000	4.18%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	4,64,000	4.18%	4,64,000	4.18%
3.	SPARKLE SECURITIES SOLUTIONS PVT LTD				
	At the beginning of the year	2,32,000	2.09%	1,16,000	1.04%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year	1,16,000	1.04%	1,16,000	1.04%
4.	AMARESH TRADING PVT LTD				
	At the beginning of the year	144000	1.30%	144000	1.30%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for	-	-	-	-

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	increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year	1,44,000	1.30%	1,44,000	1.30%
5.	AMIT R AGARWAL				
	At the beginning of the year	1,20,000	1.08%	1,20,000	1.08%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	1,20,000	1.08%	1,20,000	1.08%
6.	ARICA GANGWAL			1,08,000	0.97%
	At the beginning of the year				
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year	1,08,000	0.97%	1,08,000	0.97%
7	DHARAPATI DISTRIBUTORS LIMITED				
	At the beginning of the year	96,000	0.86%	96,000	0.86%

	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year	96000	0.86%	96000	0.86%
8.	NewwaveCommosale Limited				
	At the beginning of the year	1,00,000	0.90%	1,00,000	0.90%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year	1,00,000	0.90%	1,00,000	0.90%
9.	DHARAPATI DISTRIBUTORS LIMITED				
	At the beginning of the year	96,000	0.86%	96,000	0.86%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				

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	At the end of the year	96000	0.86%	96000	0.86%
10	'SHRESTH BUILDERS PRIVATE LIMITED				
	At the beginning of the year	88000	0.79%	88000	0.79%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year	88000	0.79%	88000	0.79%

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 %
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	2,36,500	2.13%	2,36,500	2.13 %

2.	MADHU GODHA				
	At the beginning of the year	78,58,460	70.77 %	78,58,460	70.77 %
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	78,58,460	70.77%	78,58,460	70.77 %
3.	RUPALI GODHA				
	At the beginning of the year	5,000	0.05%	5,000	0.05%

	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	5000	0.05 %	5000	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				

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the financial year				
i) Principal Amount	715.76	0	0	715.76
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i+ii+iii)	715.76	0	0	715.76
Change in Indebtedness during the financial year	(21.39)	0	0	(21.39)
- Addition				
- Reduction				
Net Change				
Indebtedness at the end of the financial year	694.37	0.00	0	694.37
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	694.37	0.00	0	694.37

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	3.00	3.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act,		

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	1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify	-	-
5.	Others, please specify	-	-
6.	Total(A)	3.00	3.00
	Ceiling as per the Act		

B. Remuneration to other directors:

(Amount in Lakh)

Sl. No.	Particulars of Remuneration	Name of other Director		Total Amount
				-
	<u>Independent Directors</u> · Fee for attending board/committee meetings · Commission · Others, please specify	-	-	-
	Total(1)	-	-	-
	<u>Other Non-Executive Directors</u> · Fee for attending board /committee meetings · Commission · Others, please specify	-	-	-
	Total(2)	-	-	-

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	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)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a)Salary as per provisions contained in section17(1)oftheIncome-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	-	2.28	1.05	3.33
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit -others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-

6.	Total	-	2.28	1.05	3.33
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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 InDefault					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For Godha Cabcon& Insulation Limited
On behalf of the Board

Date: August 30, 2021

Place: Indore

Dipesh Godha
CEO cum Executive Director

ANNEXURE-E**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	Nature of contracts/ arrangements /transaction	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.	MantramIndustri espvt. Ltd. (Formerly known as Madhu Clables& Conductors pvt Ltd)	Sale	Immediate contract execution	Trade executed on arms length price with general business term	13/03/2020 (Prior approval of Board)	NIL

For Godha Cabcon& Insulation Limited
On behalf of the Board

Date: August 30, 2021

Place: Indore

Dipesh Godha
CEO cum Executive Director

ANNEXURE - H

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 2020-21 (In Lacs)
Mr. Dipesh Godha	Executive Director	3.00

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

REMUNERATION PAID TO INDEPENDENT DIRECTORS:

Name of Directors	Remuneration in 2020-21
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 2020-21 (InLacs)
Mr. Dipesh Godha	Chief Executive Officer	0.00
Mrs. Smita Agrawal	Chief Financial Officer	1.05
Mrs. Shivani Gupta	Company Secretary	2.28

ATTENDANCE SLIP

05THAnnual General Meeting on 27th September 2021

Full name of the members attending _____

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 05th Annual General Meeting of the Godha Cabcon and Insulation limited, on Monday, the 27th September'2021

(Member's /Proxy's Signature)

Note:

- (1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- (2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- (3) A Proxy need not be a member of the Company.
- (4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- (5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- (6) Please bring the above attendance slip to the meeting hall.

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FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 5th Annual General Meeting to be held on the 27th day of September 2021 at _____ a.m. / p.m. at _____ (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2021		
2.	To appoint a director in place of Mrs. Rupali Godha (DIN:07530189), Director of the Company who retires and being eligible offers herself for re-appointment.		
3.	To Regularise Additional Director, Mr. Vikrant Verma (DIN: 06707462) By Appointing Him as Independent Director of the Company		

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 20__

Affix
Revenue
Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder

Across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.



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, 2021 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, 2021 and its loss, 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 SAs 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 opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

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-23 to the Financial Statements
	Auditor's Response
	Principal Audit Procedures Obtained details of disputed commercial claims for the year ended March 31, 2021 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.

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, 2016 ("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, and Cash Flow Statement 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 2021, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2021, 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 23 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.

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

(S.K. Khandelwal)
Partner
M.No. 071189
UDIN: 21071189AAAACW7914

Place: Indore
Date: 30/06/2021

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 2021. We report that:

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

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The Management has confirmed that the Fixed Assets have been physically verified by them at reasonable time intervals in a phased manner, 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.

II. In respect of Company's inventory:

- a) Physical verification of the inventory has been done at reasonable intervals by the management.
- b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c) The company is maintaining proper records of inventory and there were no material discrepancies noticed on physical verification.

III. According the information and explanations given to us, the Company has granted unsecured loans to one body corporate, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:

- a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
- b) 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.
- c) In absence of any stipulation overdue amount of principal and interest cannot be determined.

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. In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of loans or borrowings to a financial institution, bank, Government or dues to debenture holders.
- IX. In our opinion and according to the information and explanation given to us, the company has utilized money raised by way of term loans for the purpose of which they were raised.
- X. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanations given to us, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- XI. According to the information and explanation given to us and based on our examination of records of the company, the company has paid/provided for managerial remuneration in accordance with requisite approvals mandated by provisions of section 197, read with schedule V to the act.
- XII. In our opinion, the company is not a NIDHI company. Accordingly paragraph 3 (xii) of the order is not applicable.
- XIII. According to the information and explanation given to us and based on our examination of the records of the company transactions with the related parties are in compliance with section 177 and 188 of Companies Act 2013, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- XIV. According to the information and explanation given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- XV. According to the information and explanation given to us and based on our examination of the records of the company, the company has 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. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

(S.K. Khandelwal)
Partner
M.No. 071189
UDIN: 21071189AAAACW7914
Place: Indore
Date: 30/06/2021

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, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, 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 2021, 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: 21071189AAAACW7914
Place: Indore
Date: 30/06/2021

M/S GODHA CABCON & INSULATION LTD.
CIN NO: L31909MP2016PLC041592
STATEMENT OF ASSETS & LIABILITIES AS ON 31.03.2021

Rs. In Lakhs

Particulars	Note No.	31st March 2021	31st March 2020
ASSETS			
(1) Non Current Assets			
(a) Property, Plant and Equipments			
(i) Tangible assets	2	178.02	192.83
(c) Deffered Tax Assets	3	9.74	-1.49
(c) Other Non Current Assets	4	1.51	1.44
Sub-Total		189.27	192.78
(2) Current Assets			
(a) Inventories	5	119.08	155.55
(b) Financial Assets			
(i) Trade Receivables	6	2075.26	2651.80
(ii) Cash and Cash equivalents	7	88.93	218.12
(iii) Loans	8	708.34	528.89
(d) Other Current Assets	9	93.11	110.11
Sub-Total		3084.73	3664.48
Total Assets		3274.00	3857.26
EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	10	1110.40	1110.40
(b) Other Equity	11	1325.53	1363.10
Sub-Total		2435.93	2473.50
(2) LIABILITIES			
(I) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	134.55	45.92
Sub-Total		134.55	45.92
(II) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	559.82	669.84
(ii) Trade Payables	14	100.60	589.39
(iii) Other Financial Liabilities	15	41.70	68.75
(b) Other Current Liabilities	16	1.40	9.86
Sub-Total		703.51	1337.84
Total Equity and Liabilities		3274.00	3857.26

See accompanying notes forming part of the financial statements

As per our report of even date annexed

Dipesh Godha
(CEO & Director)
DIN - 07529876

Rupali Godha
Director
DIN - 07530189

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

Smita Agarwal
(CFO)
Place: Indore
Date-30/06/2021

Shivani Gupta
(Company Secretary)

(S.K. KHANDELWAL)
Partner
M.No 071189
UDIN - 21071189AAAACW7914

M/S GODHA CABCON & INSULATION LTD.**CIN NO: L31909MP2016PLC041592****STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2021****Rs. In Lakhs**

Particulars	Note No.	31st March 2021	31st March 2020
I REVENUE			
Value Of Sales	17	3239.64	5219.84
II Other income	18	61.59	41.94
III Total Revenue		3301.22	5261.78
IV EXPENSES			
Cost of Material Consumed	19	3161.87	4734.26
Employee benefits expense	20	35.06	79.72
Finance costs	21	51.93	131.44
Depreciation & amortization expense		22.40	28.48
Other expenses	22	78.76	227.40
Total expenses		3350.02	5201.31
V Profit from operations before exceptional items and tax		(48.80)	60.47
VI Exceptional Items			(30.07)
VII Profit/ (loss) before Tax		(48.80)	30.40
VIII Tax expense:			
(1) Current tax		0.00	7.19
(2) Deferred tax		11.23	0.88
IX Profit for the Period (V-VI)		(37.56)	22.33
X Other Comprehensive Income		0.00	0.00
XI Total Comprehensive Income		(37.56)	22.33
XII Earnings per equity share:			
(1) Basic		(0.34)	0.20
(2) Diluted		(0.34)	0.20
See accompanying notes forming part of the financial statements			

As per our report of even date annexed

Dipesh Godha
(CEO & Director)
DIN - 07529876**Rupali Godha**
Director
DIN - 07530189**For S.K.Khandelwal & Associates**
Chartered Accountants
FRN :- 002305C**Smita Agrawal**
(CFO)
Place: Indore
Date-30/06/2021**Shivani Gupta**
(Company Secretary)**(S.K. KHANDELWAL)**
Partner
M.No 071189
UDIN - 21071189AAAACW7914

M/S GODHA CABCON & INSULATION LTD.
CIN NO: L31909MP2016PLC041592
CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2021

	Rs. In Lakhs	
PARICULARS	31st Mar 2021	31st Mar 2020
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax as per Profit and Loss Statement	(48.80)	30.40
Adjusted For:		
Add: Depreciaion	22.40	28.48
Add: Interest expenses	51.93	131.44
Operating Profit Before Working Capital Changes	25.54	190.32
Adjusted For:		
Increase/Decrease In Current Asset		
Receivables	576.54	1181.47
Inventories	36.47	(101.95)
Loans	(179.45)	(471.77)
Other Current Assets	17.00	11.23
Increase/Decrease in Current Liabilities		
Trade Payables	(488.79)	(284.37)
Other financial Liabilities	(27.05)	(219.54)
Other current Liabilities	(8.46)	(13.95)
Short Term Borrowing	(110.02)	(125.94)
Cash Generated From Operations	(158.22)	165.50
Taxes on Operating Activities	(11.23)	(8.07)
Net Cash from Operating Activiies	(169.46)	157.43
B.CASH FLOW FROM INVESTING ACTIVITIES		
Less: Purchase of long term asset	(7.59)	(60.80)
Add: Deferred Tax Assets	11.23	0.88
Increase/Decrease in Other Non Current Assets	(0.07)	12.66
Net Cash Flow From Investing Activiies	3.57	(47.26)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From Issue of shares including share premium	0.00	0.00
Less: Interest Exepnses	51.93	131.44
Net Proceeds Fron Long term Borrowings	88.63	8.55
Net Cash Flow From Financing Activities	36.70	(122.89)
Net Increase / Decrease in Cash and Cash Equivalents	(129.18)	(12.72)
Opening Balance of Cash and Cash Equivalents	218.12	230.83
Closing Balance of Cash and Cash Equivalents	88.93	218.12

See accompanying notes forming part of the financial statements

As per our report of even date annexed

Dipesh Godha
(CEO & Director)
DIN - 07529876

Rupali Godha
(Director)
DIN - 07530189

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

Smita Agrawal
(CFO)

Shivani Gupta
(Company Secretary)

(S.K. KHANDELWAL)
Partner

Place: Indore
Date-30/06/2021

M.No 071189
UDIN - 21071189AAAACW7914

**NOTES FORMING PART OF THE FINANCIAL STATEMENT
FOR THE PERIOD ENDED 31ST MARCH, 2021**

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 prorata basis at their respective useful life or rate of depreciation as prescribed with reference to the date of acquisition/ installation or date of sale/disposal.

E. Inventories

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

F. Employee Benefits

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

G. Impairment of Assets

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

H. Earnings per share

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

I. Taxation

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

J. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there

will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes (if any). Contingent Assets are neither recognized nor disclosed in the financial statements.

K. Cash Flow Statement

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

M/S GODHA CABCON & INSULATION LTD.
CIN NO: L31909MP2016PLC041592
NOTES TO THE ACCOUNTS FOR THE YEAR ENDED

Rs. In Lakhs

Particulars	Current Year	Previous Year
	31st March 2021	31st March 2020

NOTE-02

PROPERTY, PLANT & EQUIPMENT

Tangible Assets (As per Schedule attached)

	178.02	192.83
TOTAL Rs.	178.02	192.83

NOTE-03

DEFERRED TAX ASSETS

Related to Fixed Assets (Liability)

	(2.94)	(1.49)
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Related to Loss of Current year	12.69	0.00
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TOTAL Rs.	9.74	(1.49)
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NOTE-04

OTHER NON CURRENT ASSETS

Deposits with State authorities

	1.51	1.44
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TOTAL Rs.	1.51	1.44
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NOTE-05

INVENTORIES

Raw Material

	119.08	155.55
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TOTAL Rs.	119.08	155.55
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NOTE-06

TRADE RECEIVABLES

(Unsecured Considered Good)

Debt due by Related Concerns [Refer note no. 24(3)]	642.25	476.89
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Others	1433.00	2174.91
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TOTAL Rs.	2075.26	2651.80
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NOTE-07

CASH & CASH EQUIVALENTS

Cash in hand	21.05	14.71
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Balance with Bank	4.90	24.45
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Fixed Deposits	0.15	0.15
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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

	62.83	178.81
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TOTAL Rs.	88.93	218.12
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NOTE-08

LOANS

(Unsecured Considered Good)

Loans to related parties [Refer note no. 24(3)]	290.74	264.06
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Other loans	417.60	264.83
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TOTAL Rs.	708.34	528.89
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NOTE-09**OTHER CURRENT ASSETS**

Income Tax Receivables	5.97	12.63
Security Deposits	30.91	20.48
Advances to suppliers	8.06	7.27
Advances against Expenses (to be recoverable in cash or kind)	6.37	20.98
Other loans and advances	0.65	0.00
Balance with GST, Central and State Authorities	9.33	16.98
Prepaid Expenses	1.12	2.71
TDS Receivable	4.04	1.63
TCS Receivable	2.55	0.00
VAT Subsidy receivable	17.76	17.49
TDS Receivable From NBFC	6.34	9.94
TOTAL Rs.	93.11	110.11

NOTE-10**EQUITY SHARE CAPITAL****AUTHORISED**

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

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

1,11,04,000 Equity Shares of Rs 10/-each fully paid up	1110.40	1110.40
TOTAL Rs.	1110.40	1110.40

10.1

5871100	Equity shares allotted as fully paid up pursuant to contract without payment
(5871100)	Being received in cash

Notes

1. During the financial year 2020-21 the company has not issued share capital

Terms / rights attached to equity shares:

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

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

No.of shares outstanding at the beginning of the year	11104000.00	11104000.00
Shares issued	0.00	0.00
No.of shares outstanding at the end of the year	11104000.00	11104000.00

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

As at 31st March, 2021		As at 31st march, 2020	
No. of shares	% of share	No. of shares	% of share
Smt.Madhu Godha	7858460 70.77%	7858460 70.77%	

NOTE-11**OTHER EQUITY****A. SECURITY PREMIUM ACCOUNT**

Opening Balance	1200.12	1200.12
Add: Securities Premium on account of shares issued	0.00	0.00
Closing Balance	1200.12	1200.12

B. PROFIT AND LOSS ACCOUNT

Opening Balance	162.98	140.65
Add: Net Profit after tax transferred from Statement of Profit and loss	(37.56)	22.33
Closing Balance	125.42	162.98

Total Rs. (A+B)	1325.53	1363.10
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NOTE-12**LONG TERM BORROWINGS****SECURED LOANS**

Term Loan from Banks *	134.55	45.92
TOTAL Rs.	134.55	45.92

NOTE-13**SHORT TERM BORROWINGS**

Cash Credit from Union Bank of India *	559.82	669.84
TOTAL Rs.	559.82	669.84

*** Nature of Security & Repayment Terms**

1. Cash Credit facility of Rs.8,00,00,000.00 from Union Bank of India is secured by way of Equitable mortgage/ hypothecation of all fixed assets of Company and by way of equitable mortgage of Residential house property of directors, personal guarantee of directors and by way of hypothecation of all current assets of the company. Cash credit facilities are repayable on demand. Rate of Interest is 10.45%. Balance as on 31.03.2021 is Rs.559.82 lakhs.

NOTE-14**TRADE PAYABLES**

Sundry Creditors for Goods and Expenses	100.60	589.39
TOTAL Rs.	100.60	589.39

NOTE-15**OTHER FINANCIAL LIABILITIES**

Current Maturity of Long term debt	41.70	68.75
TOTAL Rs.	41.70	68.75

Note: Repayment terms and rate of interest in Current maturity of long term debts is included in Note-12 along with Long term borrowings.

NOTE-16**OTHER CURRENT LIABILITIES**

Security Deposit *	0.00	0.11
Statutory and Other Dues	1.40	9.75
TOTAL Rs.	1.40	9.86

* Security deposit includes the amount received from MSME sector

NOTE-17**REVENUE FROM OPERATIONS**

Value of Sales	3239.64	5219.84
TOTAL Rs.	3239.64	5219.84

NOTE-18**OTHER INCOME**

Interest	55.02	40.38
Freight Outward	2.97	0.00
Other Income	3.59	1.56
TOTAL Rs.	61.59	41.94

NOTE-19**COST OF MATERIAL CONSUMED**

Opening Stock	155.55	49.52
Add: Purchases	3125.41	4840.29
	3280.96	4889.82
Less: Closing Stock	119.08	155.55
TOTAL Rs.	3161.87	4734.26

NOTE-20**EMPLOYEE BENEFITS EXPENSE**

Salary & wages	32.06	31.72
Director's Remuneration	3.00	48.00
TOTAL Rs.	35.06	79.72

NOTE-21**FINANCE COSTS**

Interest to Bank & others	46.22	115.92
Bank Charges	5.71	15.53
TOTAL Rs.	51.93	131.44

NOTE-22**OTHER EXPENSES**

Freight Charges	9.56	18.93
Power Expenses	21.94	21.33
General Expenses	9.96	15.63
Packing Material	3.67	83.98
Annual Fees(CDSI+NSDL)	0.70	0.00
ROC Expenses	0.14	0.54
GST/Excise Taxes	0.80	23.87
Insurance Premium	1.87	6.60
Travelling expenses	0.19	3.22
Legal & Professional Charges	6.90	0.00
Financial Consultancy Charges	0.00	3.00
Liasion Charges	16.36	0.00
Repair and Maintenance	0.74	1.41
Vehicle Running Expenses A/c	2.02	4.78
Share Maintance Charges	0.25	0.00
Commision Expenses	1.26	41.81
Payment to Auditor		
Statutory Audit fees	2.00	2.00
Gst Audit fees	0.40	0.20
Certifcation and Consultation fees	0.00	0.10
TOTAL Rs.	78.76	227.40

NOTE-23**CONTINGENT LIABILITY****Guarantees:**

Outstanding Guarantees furnished to MPEB in respect of Performance Bank Guarantee	295.73	707.55
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Claims/Disputed Liabilities not acknowledged as debt*:

Other Claim pertaining to Claims by customer for lower quality of product	183.87	183.87
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* The company has been advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

NOTE-24**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)
Mr. Kapil Verma (till 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	515.04	1287.32
		515.04	1287.32

Purchases

Mantram Industries Pvt. Ltd. (Formerly known as Madhu Cables & Conductors Pvt. Ltd.)	Related Company	0.00	0.63
		0.00	0.63

Net Loans and Advances Given

Mantram Industries Pvt. Ltd. (Formerly known as Madhu Cables & Conductors Pvt. Ltd.)	Related Company	0.00	250.00
		0.00	250.00

Other Income (Interest)

Mantram Industries Pvt. Ltd. (Formerly known as Madhu Cables & Conductors Pvt. Ltd.)	Related Company	28.84	15.62
		28.84	15.62

Remuneration to KMP

Smt. Madhu Godha	KMP	0.00	12.00
Mr. Dipesh Godha	KMP	3.00	24.00
Smt. Rupali Godha	KMP	0.00	12.00
Smt. Shivani Gupta	KMP	2.28	2.28
Mrs Smita Agrawal	KMP	1.05	0.30
		6.33	50.58

3. Balances as at 31st March, 2021**Debtors**

Mantram Industries Pvt. Ltd. (Formerly known as Madhu Cables & Conductors Pvt. Ltd.)	Related Company	642.25	476.89
Loans			
Mantram Industries Pvt. Ltd. (Formerly known as Madhu Cables & Conductors Pvt. Ltd.)	Related Company	290.74	264.06
		290.74	264.06

NOTE-25

Details of Exceptional Items

Provision of Rs. 47.10 lacs had been made for VAT subsidy during 2017-18 based on VAT assesment order, However it does't seems to be recovrable hence extra provision of Current year Rs.0.00 (P.Y.Rs. 30.07)Lacs is reversed.

As per our report of even date annexed

Dipesh Godha
(CEO & Director)
DIN - 07529876

Rupali Godha
Director
DIN - 07530189

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

Smita Agrawal
(CFO)
Place: Indore
Date-30/06/2021

Shivani Gupta
(Company Secretary)

(S.K. KHANDELWAL)
Partner
M.No 071189
UDIN - 21071189AAAACW7914