

September 9, 2023

To  
**National Stock Exchange of India Limited**  
“Exchange Plaza”  
Bandra – Kurla Complex,  
Bandra (E), Mumbai – 400 051  
**NSE Code: GHCLTEXTIL**

To  
**BSE Ltd.**  
DCS - CRD  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P.J. Towers,  
Dalal Street, Fort, Mumbai – 400 001  
**BSE Code: 543918**

Dear Sir / Madam,

**Sub: Outcome / Proceedings of 3<sup>rd</sup> Annual General Meeting of GHCL Textiles Limited held on September 9, 2023 as per Regulation 30 and details of the voting as per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to requirement of Regulation 30 & Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) read with other applicable provisions, if any, we are pleased to inform that in line with the framework prescribed by Ministry of Corporate Affairs vide its Circulars No. 14/2020 dated 8<sup>th</sup> April 2020, Circular No. 17/2020 dated 13<sup>th</sup> April 2020, Circular No. 20/2020 dated 5<sup>th</sup> May 2020, and Circular no. 10/2022 dated December 28, 2022 and SEBI Circulars dated 12<sup>th</sup> May 2020, and January 5, 2023 (collectively referred to as “Circulars”), 3<sup>rd</sup> Annual General Meeting (AGM) of GHCL Textiles Limited (the Company) has been held on **Saturday, September 9, 2023 at 2.30 P.M.**, through video conference and other audio visual means (VC). The meeting commenced at 2:30 P.M. (IST) and concluded at **3:35 P.M.** (IST) [including time allowed for e-voting at AGM].

All the directors of the Company including the Chairperson of the respective statutory committees, Statutory Auditor, Secretarial Auditor and other invitees attended the meeting through VC. After ascertaining quorum, the Chairman appointed by the Board for the AGM, Shri R S Jalan commenced proceedings of the meeting. The Chairman welcomed all the members, auditor, secretarial auditor and other invitees joining over VC. Thereafter, the Chairman delivered his speech and authorized Mr. Bhuneshwar Mishra, to make statutory announcements and put up agenda items for formal e-voting. Mr. Mishra informed that the Company had provided members the facility to cast their vote electronically, on all the resolutions set forth in the Notice. It was further informed that there would be no voting by show of hands.

We would like to inform that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the

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GHCL Textiles Limited (Formerly Sree Meenakshi Mills)

GHCL House, B- 38, Institutional Area, Sector- 1, Noida- 201301 (U.P), India. Ph. : +91 - 120 - 2535335, 4939900, Fax : 91- 120- 2535209  
CIN : U18101GJ2020PLC114004, E-mail : ghcltextilesinfo@ghcl.co.in, Website : www.ghcltextiles.co.in

Regd. Office : GHCL House, Opp. Punjabi Hall, Near Navrangpura Bus Stand, Navrangpura, Ahmedabad - 380009, India

Company had availed Video Conference facility as well as Remote e-voting facility provided by Central Depository Services (India) Limited (CDSL), to attend the meeting and also to exercise voting right by members of the Company.

We would further like to inform that Remote e-voting was kept open for members from September 6, 2023 (Wednesday) to September 8, 2023 (Friday) [both days inclusive] and e-voting facilities through CDSL platform given to the members present at the AGM for those members who had not availed the Remote e-voting. All the seven items of business were placed for e-voting. The Chairman invited queries / views of the members on financial statements and business of the company, which were replied suitably by Mr. R S Jalan. Members were provided facilities to ask questions or express their views through email, VC and through chat on all the resolutions.

We would also like to inform that Mr. Manoj R. Hurkat, Practicing Company Secretary was appointed as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner. Based on the Scrutinizer's report, all the seven items of the business contained in the Notice of 3<sup>rd</sup> Annual General Meeting as mentioned below were approved by the members with requisite majority.

- 1. Resolution No. 1 (Ordinary Resolution):** Adoption of audited financial statements of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon.
- 2. Resolution No. 2 (Ordinary Resolution):** Re-appointment of Mr. Raman Chopra (DIN: 00954190) as a Director of the Company, liable to retire by rotation.
- 3. Resolution No. 3 (Special Resolution):** Appointment of Dr. Manoj Vaish (DIN: 00157082), as an Independent Director of the Company for a period of two years.
- 4. Resolution No. 4 (Special Resolution):** Appointment of Mrs. Vijaylaxmi Joshi, Ex-IAS (DIN: 00032055), as an Independent Director of the Company for a period of two years.
- 5. Resolution No. 5 (Special Resolution):** Appointment of Mr. Arun Kumar Jain, Ex-IRS (DIN: 07563704), as an Independent Director of the Company for a period of two years.
- 6. Resolution No. 6 (Ordinary Resolution):** To consider and approve the payment of remuneration by way of commission to the Non-Executive Directors (including Independent Directors) of the Company.

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GHCL Textiles Limited (Formerly Sree Meenakshi Mills)

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7. **Resolution No. 7 (Ordinary Resolution)**: Ratification of remuneration to be paid to M/s. R J Goel & Co. Cost Accountants as Cost Auditors of the Company for the Financial Year 2023-24 and authorisation to the Board to fix remuneration of the Cost Auditors in future within the limit as approved by the members of the Company.

The above information be treated as disclosure of the outcome / proceedings of the Company in compliance with the requirement of Regulation 30 of the Listing Regulations.

Further, the details of voting results in the prescribed format as per Regulation 44 (3) of the Listing Regulations are enclosed with this communication as **Annexure - 1**. Copy of the Scrutinizer's report is also enclosed herewith and referred as **Annexure - 2**.

In addition to the above and pursuant to the requirement of Regulation 30 of the Listing Regulations, brief profile and other necessary details related to the appointment of three Independent Directors (i.e. Dr. Manoj Vaish, Mrs. Vijaylaxmi Joshi and Mr. Arun Kumar Jain) are enclosed herewith and collectively referred as **Annexure - 3**.

You are requested to take suitable action for dissemination of this information and also requested to update your website in accordance with the applicable provisions in this regard.

Thanking you

Yours faithfully

**For GHCL Textiles Limited**

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**Lalit Narayan Dwivedi**  
**Company Secretary**  
Membership No.: FCS 10487

cc: To

**Central Depository Services (India) Ltd., - For Website Updation**

Marathon Futurex Unit No. 2501, 25<sup>th</sup> Floor, A-Wing,  
Mafatlal Mills Compound, N M Joshi Marg,  
Lower Parel, Mumbai – 400 013  
Tel:022-23058645/8674  
Fax: 022 - 23002035/2036  
Email Id: [helpdesk@cdslindia.com](mailto:helpdesk@cdslindia.com)

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**Annexure-1**

<b>GHCL TEXTILES LIMITED - Details of voting results under regulation 44 (3) of the SEBI (LODR) regulations, 2015 for 3<sup>rd</sup> AGM</b>	
<b>Date of Meeting</b>	September 9, 2023
<b>Cut-off date</b>	September 2, 2023
<b>Total number of shareholders on cut-off date</b>	70486
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
<b>(a) Promoters &amp; Promoters Group</b>	No
<b>(b) Public</b>	No
<b>No. of shareholders attended the meeting through video conferencing</b>	
<b>(a) Promoters &amp; Promoters Group</b>	24
<b>(b) Public</b>	38
<b>No. of resolution proposed in the meeting</b>	7
<b>No. of resolution passed in the meeting</b>	7
<b>No. of resolution not passed in the meeting</b>	0

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## GHCL Textiles Limited

Resolution Required : (Ordinary)		1 - Adoption of audited financial statements of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18299035	18282457	99.9094	18282457	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18282457</b>	<b>99.9094</b>	<b>18282457</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	28359420	22233561	78.3992	22233561	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>22233561</b>	<b>78.3992</b>	<b>22233561</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	48927331	5178249	10.5836	5178109	140	99.9973	0.0027
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5178249</b>	<b>10.5836</b>	<b>5178109</b>	<b>140</b>	<b>99.9973</b>	<b>0.0027</b>
<b>Total</b>		<b>95585786</b>	<b>45694267</b>	<b>47.8045</b>	<b>45694127</b>	<b>140</b>	<b>99.9997</b>	<b>0.0003</b>
Whether resolution is pass or not.							Passed	

## GHCL Textiles Limited

Resolution Required : (Ordinary)			2 - Re-appointment of Mr. Raman Chopra (DIN: 00954190) as a Director of the Company, liable to retire by rotation					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18299035	18282457	99.9094	18282457	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18282457</b>	<b>99.9094</b>	<b>18282457</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	28359420	23038161	81.2364	22618080	420081	98.1766	1.8234
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>23038161</b>	<b>81.2364</b>	<b>22618080</b>	<b>420081</b>	<b>98.1766</b>	<b>1.8234</b>
Public Non Institutions	E-Voting	48927331	5178249	10.5836	5177917	332	99.9936	0.0064
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5178249</b>	<b>10.5836</b>	<b>5177917</b>	<b>332</b>	<b>99.9936</b>	<b>0.0064</b>
<b>Total</b>		<b>95585786</b>	<b>46498867</b>	<b>48.6462</b>	<b>46078454</b>	<b>420413</b>	<b>99.0959</b>	<b>0.9041</b>
Whether resolution is pass or not.						Passed		

## GHCL Textiles Limited

Resolution Required : (Special)			3 - To appoint Dr. Manoj Vaish (DIN: 00157082), as an Independent Director of the Company for a period of two years.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18299035	18282457	99.9094	18282457	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18282457</b>	<b>99.9094</b>	<b>18282457</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	28359420	23038161	81.2364	22988278	49883	99.7835	0.2165
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>23038161</b>	<b>81.2364</b>	<b>22988278</b>	<b>49883</b>	<b>99.7835</b>	<b>0.2165</b>
Public Non Institutions	E-Voting	48927331	5178249	10.5836	5178103	146	99.9972	0.0028
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5178249</b>	<b>10.5836</b>	<b>5178103</b>	<b>146</b>	<b>99.9972</b>	<b>0.0028</b>
<b>Total</b>		<b>95585786</b>	<b>46498867</b>	<b>48.6462</b>	<b>46448838</b>	<b>50029</b>	<b>99.8924</b>	<b>0.1076</b>
Whether resolution is pass or not.						Passed		

## GHCL Textiles Limited

Resolution Required : (Special)		4 - To appoint Mrs. Vijaylaxmi Joshi, Ex-IAS (DIN: 00032055), as an Independent Director of the Company for a period of two years.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18299035	18282457	99.9094	18282457	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18282457</b>	<b>99.9094</b>	<b>18282457</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	28359420	23038161	81.2364	22870376	167785	99.2717	0.7283
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>23038161</b>	<b>81.2364</b>	<b>22870376</b>	<b>167785</b>	<b>99.2717</b>	<b>0.7283</b>
Public Non Institutions	E-Voting	48927331	5178249	10.5836	5177107	1142	99.9779	0.0221
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5178249</b>	<b>10.5836</b>	<b>5177107</b>	<b>1142</b>	<b>99.9779</b>	<b>0.0221</b>
<b>Total</b>		<b>95585786</b>	<b>46498867</b>	<b>48.6462</b>	<b>46329940</b>	<b>168927</b>	<b>99.6367</b>	<b>0.3633</b>
Whether resolution is pass or not.						Passed		



## GHCL Textiles Limited

Resolution Required : (Special)			5 - To appoint Mr. Arun Kumar Jain, Ex-IRS (DIN: 07563704), as an Independent Director of the Company for a period of two years					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18299035	18282457	99.9094	18282457	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18282457</b>	<b>99.9094</b>	<b>18282457</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	28359420	23038161	81.2364	22988278	49883	99.7835	0.2165
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>23038161</b>	<b>81.2364</b>	<b>22988278</b>	<b>49883</b>	<b>99.7835</b>	<b>0.2165</b>
Public Non Institutions	E-Voting	48927331	5178249	10.5836	5178108	141	99.9973	0.0027
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5178249</b>	<b>10.5836</b>	<b>5178108</b>	<b>141</b>	<b>99.9973</b>	<b>0.0027</b>
<b>Total</b>		<b>95585786</b>	<b>46498867</b>	<b>48.6462</b>	<b>46448843</b>	<b>50024</b>	<b>99.8924</b>	<b>0.1076</b>
Whether resolution is pass or not.						Passed		

## GHCL Textiles Limited

Resolution Required : (Ordinary)			6 - To consider and approve the payment of remuneration by way of commission to the Non-Executive Directors (including Independent Directors) of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18299035	18282457	99.9094	18282457	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18282457</b>	<b>99.9094</b>	<b>18282457</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	28359420	23038161	81.2364	23022054	16107	99.9301	0.0699
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>23038161</b>	<b>81.2364</b>	<b>23022054</b>	<b>16107</b>	<b>99.9301</b>	<b>0.0699</b>
Public Non Institutions	E-Voting	48927331	5178249	10.5836	5177206	1043	99.9799	0.0201
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5178249</b>	<b>10.5836</b>	<b>5177206</b>	<b>1043</b>	<b>99.9799</b>	<b>0.0201</b>
<b>Total</b>		<b>95585786</b>	<b>46498867</b>	<b>48.6462</b>	<b>46481717</b>	<b>17150</b>	<b>99.9631</b>	<b>0.0369</b>
Whether resolution is pass or not.						Passed		

## GHCL Textiles Limited

Resolution Required : (Ordinary)		7 - To ratify remuneration to be paid to M/s. R J Goel & Co. Cost Accountants as Cost Auditors of the Company for the Financial Year 2023-24.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18299035	18282457	99.9094	18282457	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18282457</b>	<b>99.9094</b>	<b>18282457</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	28359420	23038161	81.2364	17146991	5891170	74.4286	25.5714
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>23038161</b>	<b>81.2364</b>	<b>17146991</b>	<b>5891170</b>	<b>74.4286</b>	<b>25.5714</b>
Public Non Institutions	E-Voting	48927331	5178249	10.5836	5178003	246	99.9952	0.0048
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5178249</b>	<b>10.5836</b>	<b>5178003</b>	<b>246</b>	<b>99.9952</b>	<b>0.0048</b>
<b>Total</b>		<b>95585786</b>	<b>46498867</b>	<b>48.6462</b>	<b>40607451</b>	<b>5891416</b>	<b>87.3300</b>	<b>12.6700</b>
Whether resolution is pass or not.						Passed		

**Consolidated Report of Scrutinizer**  
**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xii)**  
**of the Companies (Management and Administration) Rules, 2014**  
**and other applicable provisions]**

To,  
The Chairman  
Of 3<sup>rd</sup> Annual General Meeting (AGM) of the members of  
GHCL TEXTILES LIMITED  
Held on 9<sup>th</sup> September, 2023 at 2:30 p.m.  
Through Video Conference (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

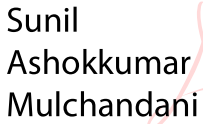

1. I, CS Manoj Rajaram Hurkat, Practising Company Secretary, have been appointed by the Board of Directors of GHCL Textiles Limited (“Company”) as a Scrutinizer for the purpose of scrutinizing the Remote E-voting & E-voting during the 3<sup>rd</sup> Annual General Meeting and for ascertaining the majority on voting carried out as per the provisions of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered at the 3<sup>rd</sup> AGM held on 9<sup>th</sup> September, 2023 at 2:30 p.m. through Video Conference (VC) / Other Audio Visual Means (OAVM) as per the framework issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 and Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 (MCA Circulars) and also SEBI Circular dated 12<sup>th</sup> May, 2020, SEBI Circular dated 15<sup>th</sup> January, 2021, SEBI Circular dated 13<sup>th</sup> May, 2022 and SEBI Circular dated 5<sup>th</sup> January, 2023 (SEBI Circulars).
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013, MCA Circulars and Rules relating to voting on the resolutions contained in the Notice of 3<sup>rd</sup> Annual General Meeting of the members of the Company.

My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer’s Report of the votes casted “in favour” or “against” the resolutions stated below, based on the scrutiny of the reports generated from E-voting (for both Remote E-voting and E-voting during the AGM) system provided by Central Depository Services (India) Limited (“CDSL”), the authorized agency to provide e-voting facilities, appointed by the Company.

3. Further to the above, I submit my consolidated report as under:

**A. For Remote E-voting:**

- I. The Remote E-voting period remained open from Wednesday, 6<sup>th</sup> September, 2023 (9:00 a.m.) to Friday, 8<sup>th</sup> September, 2023 (5.00 p.m.).
- II. The Members of the Company as on “cut off” date i.e. 2<sup>nd</sup> September, 2023 were entitled to vote on the resolutions stated in the Notice of 3<sup>rd</sup> Annual General Meeting.
- III. The votes casted were subsequently unblocked by me on 9<sup>th</sup> September, 2023 at 3.40 p.m. in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Sunil Mulchandani 58, Sudama Homes, B/h Nandigram, Nana Chiloda, Ahmedabad	 <b>Sunil Ashokkumar Mulchandani</b> <small>Digitally signed by Sunil Ashokkumar Mulchandani DN: c=IN, o=Personal, title=3965, pseudonym=132377039149342163vR/hyX05H4RPS, 2.5.4.20=d5d1d16dee073f0f12f66ce62f301c189a0a5 5ed0672e0532d547e9ca2d33, postalCode=382340, st=Gujarat, serialNumber=cbab1b1233b03572b443028c30e030598 beb591862e6959e4936e65c35b9967, cn=Sunil Ashokkumar Mulchandani Date: 2023.09.09 17:45:23 +05'30'</small>
02.	Rekha Hurkat B/301, Rangbindu Society, B/h Bombay Garage, Shahibaug, Ahmedabad – 380004	 <b>Rekha Manoj Hurkat</b> <small>Digitally signed by Rekha Manoj Hurkat DN: c=IN, o=Personal, title=8258, pseudonym=9c5a1b73dccc0488aa4d0818b0f52fd ed, 2.5.4.20=3ebc425fb7c8b7d25beb4d88e5186281 1636e06a113dc5db450c1f4487155c, postalCode=380004, st=Gujarat, serialNumber=79bb3fab741297d3554d41103176 10186d94fcb7ee4a29bc56a0707f588af8, cn=Rekha Manoj Hurkat Date: 2023.09.09 17:46:09 +05'30'</small>

IV. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization lodged with the Company.

V. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of CDSL.

**B. For E-voting during the AGM:**

- I. The E-voting was conducted together on all the item nos. 1 to 7 on the agenda during the Annual General meeting.
  - II. The E-voting during the AGM was conducted to enable the members of the Company who have attended the AGM through VC/OAVM and had not casted their vote through Remote E-voting facility.
  - III. After ensuring that all the members who desire to cast their vote through E-voting at the AGM have exercised their right to vote and after seeking permission from the respective Chairman of 3<sup>rd</sup> Annual General Meeting, E-voting at the AGM was closed/blocked.
  - IV. The votes casted during the AGM were subsequently unblocked by me immediately after the conclusion of AGM and electronic ballots were diligently scrutinized. The electronic ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agent of the Company and the authorization received/available with the Company.
  - V. Thereafter, the details of members, who have voted “For”, “Against” each of the resolutions permitted for E-voting during the AGM, were prepared based on report generated from the website of CDSL.
4. Based on such scrutiny of the Remote E-voting & E-voting during the AGM, the result of the voting is as under:

**(a) Resolution No. 1:**

**Ordinary Resolution for adoption of Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2023 and reports of Board and Auditors thereon:**

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	334	45693565	100%
E-voting (During AGM)	2	562	100%
Total	336	45694127	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	3	140	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	3	140	Negligible

(iii) **Invalid / Unutilized** Votes:

Type of Voting	Number of members Abstaining	Number of unutilized votes	% of total number of valid votes cast
E-voting (Remote)	2	804600	1.76%
E-voting (During AGM)	Nil	Nil	Nil
Total	2	804600	1.76%

**(b) Resolution No. 2:**

**Ordinary Resolution for re-appointment of Mr. Raman Chopra (DIN: 00954190) as a Director of the Company, liable to retire by rotation:**

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	329	46077892	99.10%
E-voting (During AGM)	2	562	100%
Total	331	46078454	99.10%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	10	420413	0.90%
E-voting (During AGM)	Nil	Nil	Nil
Total	10	420413	0.90%

(iii) **Invalid / Unutilized** Votes:

Type of Voting	Number of members Abstaining	Number of unutilized votes	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil



**(c) Resolution No. 3:**

**Special Resolution for appointment of Dr. Manoj Vaish (DIN: 00157082) as an Independent Director of the Company for a period of two years:**

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	332	46448276	99.89%
E-voting (During AGM)	2	562	100%
Total	334	46448838	99.89%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	7	50024	0.11%
E-voting (During AGM)	Nil	Nil	Nil
Total	7	50024	0.11%

(iii) **Invalid / Unutilized** Votes:

Type of Voting	Number of members Abstaining	Number of unutilized votes	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

**(d) Resolution No. 4:**

**Special Resolution for appointment of Mrs. Vijaylaxmi Joshi, Ex-IAS (DIN: 00032055) as an Independent Director of the Company for a period of two years:**

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	332	46329378	99.64%
E-voting (During AGM)	2	562	100%
Total	334	46329940	99.64%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	7	168927	0.36%
E-voting (During AGM)	Nil	Nil	Nil
Total	7	168927	0.36%

(iii) **Invalid / Unutilized** Votes:

Type of Voting	Number of members Abstaining	Number of unutilized votes	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

**(e) Resolution No. 5:**

**Special Resolution for appointment of Mr. Arun Kumar Jain, Ex-IRS (DIN: 07563704) as an Independent Director of the Company for a period of two years.**

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	333	46448281	99.89%
E-voting (During AGM)	2	562	100%
Total	335	46448843	99.89%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	6	50024	0.11%
E-voting (During AGM)	Nil	Nil	Nil
Total	6	50024	0.11%

(iii) **Invalid / Unutilized** Votes:

Type of Voting	Number of members Abstaining	Number of unutilized votes	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

**(f) Resolution No. 6:**

**Ordinary Resolution for considering and approving the payment of remuneration by way of commission to Non-Executive Directors (including Independent Directors) of the Company:**

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	325	46481155	99.96%
E-voting (During AGM)	2	562	100%
Total	327	46481717	99.96%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	14	17150	0.04%
E-voting (During AGM)	Nil	Nil	Nil
Total	14	17150	0.04%

(iii) **Invalid / Unutilized** Votes:

Type of Voting	Number of members Abstaining	Number of unutilized votes	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

**(g) Resolution No. 7:**

**Ordinary Resolution for ratification of remuneration to be paid to M/s. R J Goel & Co., Cost Accountants as Cost Auditors of the Company for the financial year 2023-24:**

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	331	40606889	87.33%
E-voting (During AGM)	2	562	100%
Total	333	40607451	87.33%

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	8	5891416	12.67%
E-voting (During AGM)	Nil	Nil	Nil
Total	8	5891416	12.67%

(iii) **Invalid / Unutilized** Votes:

Type of Voting	Number of members Abstaining	Number of unutilized votes	% of total number of valid votes cast
E-voting (Remote)	Nil	Nil	Nil
E-voting (During AGM)	Nil	Nil	Nil
Total	Nil	Nil	Nil

306, ARTH Complex, B/h. A. K. Patel House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009 (Gujarat) India  
Tel. No.: 079-2960 2110, 2640 2117 – Mobile: 98250 15582 - E-mail : [manojhurkat@hotmail.com](mailto:manojhurkat@hotmail.com)

A compact disk (CD) / Excel Sheets and other supportive documents containing list of equity shareholders who voted “For”, “Against” and those votes which were declared “Invalid” for each resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.

All other relevant records will also be handed over by me to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Ahmedabad  
Date: 9<sup>th</sup> September, 2023

Manoj  
Rajaram  
Hurkat

Digitally signed by Manoj Rajaram Hurkat  
DN: cn=RL, ou=Personal, title=1939,  
pseudonym=133066736083610912j5Aub8E1g3Uv  
5z,  
2.5.4.20=d40e1339d6b52679fa1bee0132e43e4  
60f571eba3876d177d15a1153f5d0,  
postalCode=380004, st=Gujarat,  
serialNumber=49403661354467ae8882f8e555a40  
c0b78df0e5439e48e621770ccb75b4dc3,  
cn=Manoj Rajaram Hurkat  
Date: 2023.09.09 17:46:58 +05'30'

Signature of the Scrutinizer  
[CS MANOJ HURKAT]  
UDIN: F004287E000980317

**Countersigned by:**

**For, GHCL TEXTILES LIMITED**

LALIT NARAYAN  
DWIVEDI

Digitally signed by LALIT  
NARAYAN DWIVEDI  
Date: 2023.09.09 18:48:36  
+05'30'

**Authorised Signatory**

**DISCLOSURE UNDER REGULATION 30 OF THE LISTING REGULATIONS**

<b><u>Brief profile and other necessary details of Dr. Manoj Vaish, Independent Director</u></b>		
1	<b>Reason for change</b>	Dr. Manoj Vaish was appointed by the Board of Directors as an Additional Director in the category of Independent Director of the Company for a period of two years w.e.f. March 6, 2023. Now, members of the Company has approved said appointment.
2.	<b>Date of Appointment &amp; terms of appointment</b>	<p>Dr. Manoj Vaish was appointed, as an Additional Director in the category of Independent Director of the Company for a period of two consecutive years effective from March 6, 2023 and holds office upto this ensuing Annual General Meeting. Now, members in their meeting held on September 9, 2023, has approved said appointment and his appointment is valid upto March 5, 2025.</p> <p>Dr. Manoj Vaish being a non- executive Independent Director of the Company entitled to receive sitting fee, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be determined by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, within the overall approval given by the shareholders. As an Independent Director of the Company, Dr. Vaish shall not be entitled to any stock option.</p>
3.	<b>Brief Profile</b>	<p>Dr. Manoj Vaish (DOB – May 24, 1961) is a Non-Executive Independent Director of the Company. Dr. Vaish is B.Com. (Hon.) from S.R.C.C. and M.B.A. (Major-Finance) from F.M.S., Delhi University and also Ph.D. He was awarded Dr. J. C. Ghosh Gold Medal for his MBA Examination. Dr. Vaish is having very rich experience of finance, forex and securities market and had served various organisations including BSE, Dun &amp; Bradstreet, Deutsche Bank, NSDL Database Management Ltd. etc. He is also having good exposure of Financial Educations &amp; Training, Sales &amp; Marketing, Risk Management, Credit Ratings and e-governance etc.</p> <p>At present Dr. Manoj Vaish serves as a Director on the Board of Mirae Asset Trustee Company Private Limited and GHCL Limited. He is chairman of the Audit Committee and member of the Nomination &amp; Remuneration Committee of the Company.</p>
4.	<b>Disclosure of relationship between directors</b>	<p>Dr. Manoj Vaish is not related to any other director or key managerial personnel of the Company.</p> <p style="text-align: right;">LALIT NARAYAN DWIVEDI</p>

Digitally signed by LALIT  
NARAYAN DWIVEDI  
Date: 2023.09.09  
18:54:59 +05'30'

GHCL Textiles Limited (Formerly Sree Meenakshi Mills)

GHCL House, B- 38, Institutional Area, Sector- 1, Noida- 201301 (U.P), India. Ph. : +91 - 120 - 2535335, 4939900, Fax : 91- 120- 2535209  
 CIN : U18101GJ2020PLC114004, E-mail : ghcltextilesinfo@ghcl.co.in, Website : www.ghcltextiles.co.in

Regd. Office : GHCL House, Opp. Punjabi Hall, Near Navrangpura Bus Stand, Navrangpura, Ahmedabad - 380009, India

<b><u>Brief profile and other necessary details of Mrs. Vijaylaxmi Joshi (Ex-IAS), Independent Director</u></b>		
1	<b>Reason for change</b>	Mrs. Vijaylaxmi Joshi was appointed by the Board of Directors as an Additional Director in the category of Independent Director of the Company for a period of two years w.e.f. March 6, 2023. Now, members of the Company has approved said appointment.
2.	<b>Date of Appointment &amp; terms of appointment</b>	<p>Mrs. Vijaylaxmi Joshi was appointed, as an Additional Director in the category of Independent Director of the Company for a period of two consecutive years effective from March 06, 2023 and holds office upto this ensuing Annual General Meeting. Now, members in their meeting held on September 9, 2023, has approved said appointment and her appointment is valid upto March 5, 2025.</p> <p>Mrs. Vijaylaxmi Joshi being a non- executive Independent Director of the Company entitled to receive sitting fee, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be determined by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, within the overall approval given by the shareholders. As an Independent Director of the Company, Mrs. Joshi shall not be entitled to any stock option.</p>
3.	<b>Brief Profile</b>	<p>Mrs. Vijaylaxmi Joshi (DOB – August 1, 1958) is a Non-Executive Independent Director of the Company. The Board of Directors in their meeting held on March 6, 2023 had appointed her as an additional director in the category of Independent Director. Mrs. Vijaylaxmi Joshi is a 1980 batch IAS officer of the Gujarat cadre and she had served in various posts in the State and in the Centre including Joint and Additional Secretary in the Commerce Ministry; Secretary in the Ministry of Panchayati Raj. She had also been appointed as Officer on Special Duty in the Ministry of Drinking Water and Sanitation. Lastly, she was head of the Swachh Bharat Abhiyan, the Clean India programme. Under State level, she had also been deputed as Managing Director of Government Company such as Gujarat Mineral Development Corporation Ltd.</p> <p>At present Mrs. Joshi is Director on the Board of Adani Enterprises Limited and GHCL Limited. Mrs. Joshi is Chairperson of the Nomination &amp; Remuneration Committee and CSR Committee of the Company and member of the Audit Committee of the Company.</p>
4.	<b>Disclosure of relationship between directors</b>	<p>Mrs. Vijaylaxmi Joshi is not related to any other director or key managerial personnel of the Company.</p> <p style="text-align: right;">LALIT NARAYAN DWIVEDI</p> <p style="text-align: right; font-size: small;">Digitally signed by LALIT NARAYAN DWIVEDI Date: 2023.09.09 18:55:11 +05'30'</p>

GHCL Textiles Limited (Formerly Sree Meenakshi Mills)

GHCL House, B- 38, Institutional Area, Sector- 1, Noida- 201301 (U.P), India. Ph. : +91 - 120 - 2535335, 4939900, Fax : 91- 120- 2535209  
 CIN : U18101GJ2020PLC114004, E-mail : ghcltextilesinfo@ghcl.co.in, Website : www.ghcltextiles.co.in

Regd. Office : GHCL House, Opp. Punjabi Hall, Near Navrangpura Bus Stand, Navrangpura, Ahmedabad - 380009, India



<b><u>Brief profile and other necessary details of Mr. Arun Kumar Jain (Ex-IRS), Independent Director</u></b>		
1	<b>Reason for change</b>	Mr. Arun Kumar Jain was appointed by the Board of Directors as an Additional Director in the category of Independent Director of the Company for a period of two years w.e.f. March 6, 2023. Now, members of the Company has approved said appointment.
2.	<b>Date of Appointment &amp; terms of appointment</b>	<p>Mr. Arun Kumar Jain was appointed, as an Additional Director in the category of Independent Director of the Company for a period of two consecutive years effective from March 06, 2023 and holds office upto this ensuing Annual General Meeting. Now, members in their meeting held on September 9, 2023, has approved said appointment and his appointment is valid upto March 5, 2025.</p> <p>Mr. Arun Kumar Jain being a non- executive Independent Director of the Company entitled to receive sitting fee, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be determined by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, within the overall approval given by the shareholders. As an Independent Director of the Company, Mr. Arun Kumar Jain shall not be entitled to any stock option.</p>
3.	<b>Brief Profile</b>	<p>Mr Arun Kumar Jain, Ex-IRS (DOB – January 4, 1956) and M. Sc., LL.B is a Non-Executive Independent Director of the Company. Mr. Jain is a retired Indian Revenue Service (IRS) officer and served in various posts under Department of Revenue including Chairman of Central Board of Direct Taxes. He is having a vast knowledge and experience in the field of taxation.</p> <p>At present Mr. Jain is Director on the Board of GHCL Limited, M R Technofin Consultant Pvt. Ltd and Sahara India Life Insurance Limited. Mr. Jain is Chairman of the Stakeholders' Relationship Committee, and Risk Management Committee of the Company and member of Audit Committee of the Company.</p>
4.	<b>Disclosure of relationship between directors</b>	Mr. Arun Kumar Jain is not related to any other director or key managerial personnel of the Company.

LALIT NARAYAN  
 DWIVEDI

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 NARAYAN DWIVEDI  
 Date: 2023.09.09 18:55:22  
 +05'30'

GHCL Textiles Limited (Formerly Sree Meenakshi Mills)

GHCL House, B- 38, Institutional Area, Sector- 1, Noida- 201301 (U.P), India. Ph. : +91 - 120 - 2535335, 4939900, Fax : 91- 120- 2535209  
 CIN : U18101GJ2020PLC114004, E-mail : ghcltextilesinfo@ghcl.co.in, Website : www.ghcltextiles.co.in

Regd. Office : GHCL House, Opp. Punjabi Hall, Near Navrangpura Bus Stand, Navrangpura, Ahmedabad - 380009, India