

March 14, 2019

फाल्गुन – शुक्ल पक्ष – अष्टमी
विक्रम सम्बत २०७५

To
National Stock Exchange of India Limited
"Exchange Plaza"
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051
NSE Code: GHCL

To
BSE Ltd.
DCS - CRD
1st Floor, New Trading Ring, Rotunda Building,
P.J. Towers, Dalal Street, Fort, Mumbai – 400 001
BSE Code: 500171

Dear Sir / Madam,

Sub: Intimation as per Regulation 30 for Declaration of Results of Postal Ballot (including e-voting) of GHCL Limited and details of the voting as per Regulation 44 (3) of the Listing Regulations, 2015

In continuation to our earlier letter dated February 5, 2019 regarding "submission of Postal Ballot Notice and Form" and 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 based on the Postal Ballot Forms received / Remote e-voting from the members of the Company and as per the Scrutinizer's report dated March 13, 2019, all the five items of the business contained in the Postal Ballot Notice dated January 21, 2019 have been approved by the members with requisite majority.

We would like to inform you that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company had availed Remote E-voting facility provided by Central Depository Services (India) Limited (CDSL), to exercise voting right by members of the Company. We would further like to inform you that remote e-voting period commenced at 9:00 a.m. on Monday, February 11, 2019 and ended at 5:00 p.m. on Tuesday, March 12, 2019 (inclusive of both days).

We would also like to inform that the Board of Directors had appointed Dr. S Chandrasekaran (Membership No. F1644), Senior Partner and failing him, Mr. Rupesh Agarwal (Membership No. A16302), Managing Partner of M/s Chandrasekaran Associates, Company Secretaries as the Scrutinizer for conducting the Postal Ballot and Remote e-voting process thereto in accordance with the provisions of the Act and the Rules in a fair and transparent manner.

Based on the Scrutinizer's report, all the five items of the business contained in the Postal Ballot Notice dated January 21, 2019 as mentioned below were approved by the shareholders with requisite majority.

Special Resolutions:

1. Approval for continuation of Directorship of Mr. Sanjay Dalmia (DIN: 00206992), Non-Executive Director and Chairman of the Company
Approval for re-appointment of Mr. Lavanya Rastogi (DIN: 01744049), as an Independent Director of the Company for second term of five years w.e.f April 1, 2019.



GHCL House, B-38, Institutional Area, Sector-1, Noida-201301 (U.P.) India. Ph. : 91-120-2535335, 3358000, Fax : 91-120-2535209, 3358102
CIN : L24100GJ1983PLC006513, E-mail : ghclinfo@ghcl.co.in, Website : www.ghcl.co.in

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



Ordinary Resolution:

3. Approval for appointment of Mr. Arun Kumar Jain, Ex-IRS (DIN: 07563704), as an Independent Director of the Company for a period of five years w.e.f. April 1, 2019.
4. Approval for appointment of Dr. Manoj Vaish (DIN: 00157082), as an Independent Director of the Company for a period of five years, w.e.f. April 1, 2019.
5. Approval for appointment of Justice (Retd.) Ravindra Singh (DIN: 08344852), as an Independent Director of the Company for a period of five years w.e.f. April 1, 2019.

We would like to further inform you that for all the above resolutions "deemed date of passing of the resolutions" shall be March 12, 2019, which was the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

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 are also enclosed and referred as Annexure - 2.

We would like to further inform that details of directors appointed / re-appointed (including profile of directors) were mentioned in the Postal Ballot Notice. However, brief details of the same are enclosed as Annexure - 3.

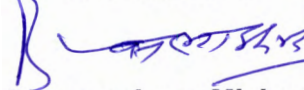
The above information be treated as disclosure of the outcome / proceedings of the Company in compliance with the requirement of Regulation 30 of the Listing Regulations.

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

Thanking you

Yours faithfully

For GHCL Limited



Bhuwleshwar Mishra
Sr. General Manager & Company Secretary

Membership No.: FCS 5330



cc: To

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

Marathon Futurex Unit No. 2501, 25th Floor, A-Wing,

Mafatlal Mills Compound, N M Joshi Marg,

Lower Parel, Mumbai - 400 013

Tel: 022-2305364/5/8674

Fax: 022 - 23002035/2036

Email Id: helpdesk@cdslindia.com

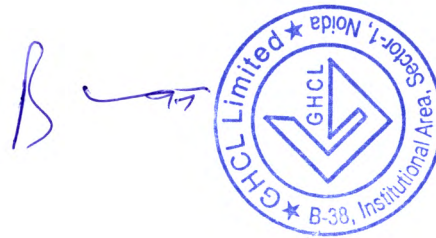
Encl.: as above

GHCL LIMITED - DETAILS OF VOTING RESULTS UNDER REGULATION 44 (3) OF THE SEBI (LODR) REGULATIONS FOR POSTAL BALLOT NOTICE DATED JANUARY 21, 2019

Date of the AGM / EGM:	Not Applicable*
Total number of shareholders on record date (on February 1, 2019):	60949
No. of shareholders present in the meeting either in person or through proxy:	N/A
Promoters and Promoter Group:	N/A
Public:	N/A
No. of shareholders attended the meeting through Video Conferencing:	N/A
Promoters and Promoter Group:	N/A
Public:	N/A

*Please note that Results were declared on March 14, 2019. However, "deemed date of passing of the resolutions" shall be March 12, 2019, which was the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

Note: Item No. 1 & 2 of the Postal Ballot Notice were Special Resolutions and Item No. 3 to 5 were Ordinary Resolutions. All the items were approved by the members of the Company with requisite majority.



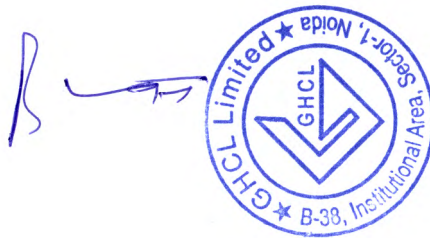
GHCL Limited

Resolution Required : (Special)			1 - Approval for continuation of Directorship of Mr. Sanjay Dalmia (DIN: 00206992), Non-Executive Director and Chairman 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	No. of votes Invalid
		[1]	[2]	[3]={{[2]/[1]}*100}	[4]	[5]	[6]={{[4]/[2]}*100}	[7]={{[5]/[2]}*100}	[8]
Promoter and Promoter Group	E-Voting	18493388	18493388	100.0000	18493388	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		18493388	100.0000	18493388	0	100.0000	0.0000	0
Public Institutions	E-Voting	31241074	27809315	89.0152	23488465	4320850	84.4626	15.5374	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		27809315	89.0152	23488465	4320850	84.4626	15.5374	0
Public Non Institutions	E-Voting	48293824	8283299	17.1519	8268284	15015	99.8187	0.1813	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		2226029	4.6093	2226029	0	100.0000	0.0000	0
	Total		10509328	21.7612	10494313	15015	99.8571	0.1429	0
Total		98028286	56812031	57.9547	52476166	4335865	92.3681	7.6319	0



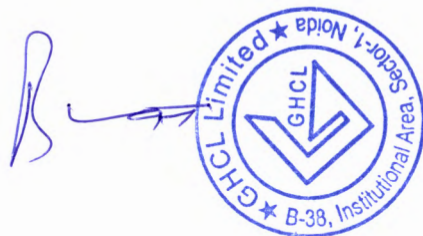
GHCL Limited

Resolution Required : (Special)			2 - Approval for re-appointment of Mr. Lavanya Rastogi (DIN: 01744049), as an Independent Director of the Company for second term of five years w.e.f. April 1, 2019.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	18493388	18493388	100.0000	18493388	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		18493388	100.0000	18493388	0	100.0000	0.0000	0
Public Institutions	E-Voting	31241074	27809315	89.0152	27809315	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		27809315	89.0152	27809315	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	48293824	8283304	17.1519	8270899	12405	99.8502	0.1498	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		2226029	4.6093	2226029	0	100.0000	0.0000	0
	Total		10509333	21.7612	10496928	12405	99.8820	0.1180	0
Total		98028286	56812036	57.9547	56799631	12405	99.9782	0.0218	0



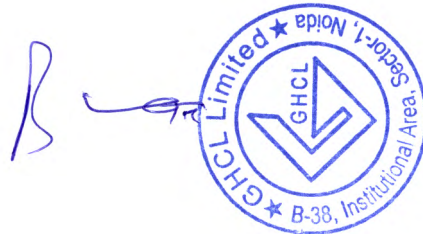
GHCL Limited

Resolution Required : (Ordinary)			3 - Approval for appointment of Mr. Arun Kumar Jain, Ex-IRS (DIN: 07563704), as an Independent Director of the Company for a period of five years w.e.f. April 1, 2019						
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	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18493388	18493388	100.0000	18493388	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		18493388	100.0000	18493388	0	100.0000	0.0000	0
Public Institutions	E-Voting	31241074	27809315	89.0152	27809315	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		27809315	89.0152	27809315	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	48293824	8283299	17.1519	8270894	12405	99.8502	0.1498	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		2226029	4.6093	2226029	0	100.0000	0.0000	0
	Total		10509328	21.7612	10496923	12405	99.8820	0.1180	0
Total		98028286	56812031	57.9547	56799626	12405	99.9782	0.0218	0



GHCL Limited

Resolution Required : (Ordinary)			4 - Approval for appointment of Dr. Manoj Vaish (DIN: 00157082), as an Independent Director of the Company for a period of five years w.e.f. April 1, 2019						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	18493388	18493388	100.0000	18493388	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		18493388	100.0000	18493388	0	100.0000	0.0000	0
Public Institutions	E-Voting	31241074	27809315	89.0152	27809315	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		27809315	89.0152	27809315	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	48293824	8283299	17.1519	8270889	12410	99.8502	0.1498	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		2226029	4.6093	2226029	0	100.0000	0.0000	0
	Total		10509328	21.7612	10496918	12410	99.8819	0.1181	0
Total		98028286	56812031	57.9547	56799621	12410	99.9782	0.0218	0



GHCL Limited

Resolution Required : (Ordinary)			5 - Approval for appointment of Justice (Retd.) Ravindra Singh (DIN: 08344852), as an Independent Director of the Company for a period of five years w.e.f. April 1, 2019						
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	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18493388	18493388	100.0000	18493388	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		18493388	100.0000	18493388	0	100.0000	0.0000	0
Public Institutions	E-Voting	31241074	27809315	89.0152	27809315	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		27809315	89.0152	27809315	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	48293824	8283299	17.1519	8271089	12210	99.8526	0.1474	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		2226029	4.6093	2226029	0	100.0000	0.0000	0
	Total		10509328	21.7612	10497118	12210	99.8838	0.1162	0
Total		98028286	56812031	57.9547	56799821	12210	99.9785	0.0215	0



Scrutinizer's Report

To,

The Chairman
GHCL Limited
GHCL House,
Opp. Punjabi Hall, Navrangpura,
Ahmedabad, Gujarat – 380009.

Scrutinizer's Report on Postal Ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated January 21st, 2019 through Postal Ballot Process.

Dear Sir,

I, Dr. S Chandrasekaran, Senior Partner of M/s Chandrasekaran Associates, have been appointed as a Scrutinizer by the Board of Directors of GHCL Limited for scrutinizing Postal Ballot voting including remote e-voting in respect of the passing of the resolution contained in the Notice dated January 21st, 2019 ("Notice") through Postal Ballot Process.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, relating to postal ballot voting including remote e-voting. My responsibility as a scrutinizer is restricted to make a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency engaged by the Company to provide remote e-voting facilities and scrutiny of the physical postal ballots received till the time fixed for closing of the voting process i.e. on or before 5:00 P.M. on Tuesday, March 12, 2019.

I submit my report as under:

1. The voting period remained open from Monday, February 11, 2019 at 09.00 a.m. (IST) and ended on Tuesday, March 12, 2019 at 05.00 p.m. (IST) (inclusive of both days).
2. The Members of the Company as on "cut-off" date i.e. Friday, February 1, 2019 were entitled to vote either through Postal Ballot or e-voting on the resolutions stated in Postal Ballot notice dated January 21, 2019. The paid up capital as on cut-off date was Rs. 98,02,82,860 divided into 9,80,28,286 Equity share of Rs. 10/- each.



3. After the time fixed for closing of the remote e-voting, i.e. 5:00 P.M. on March 12, 2019, a final electronic report was generated by me by accessing the data available to me from the website (www.evotingindia.com) of CDSL. The data regarding the remote e-voting was diligently scrutinized.
4. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. on or before 5:00 P.M. on March 12, 2019 through self-addressed business reply envelopes, were diligently scrutinized and reconciled with the records maintained by the Company through Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
5. The votes were unblocked on Tuesday, March 12, 2019 around 05:15 P.M in the presence of two witnesses, Mr. Honey Gupta R/o R-535, 1st Floor, New Rajendra Nagar, New Delhi-110060 and Mr. Arjun Rawat R/o 5, Gandhi Smriti, Tees January Lane, New Delhi-110011 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

1. 
 (Honey Gupta)

2. 
 (Arjun Rawat)

The result of the scrutiny of the above postal ballot voting including remote e-voting in respect of passing of the resolution contained in the Notice is as under:

1. Approval for continuation of Directorship of Mr. Sanjay Dalmia (DIN: 00206992), Non-Executive Director and Chairman of the Company.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Article 155 of the Articles of Association of the Company and Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members of the company be and is hereby accorded for continuation of directorship of Mr. Sanjay Dalmia (DIN: 00206992), as Non-Executive Director and Chairman of the Company liable to retire by rotation with effect from April 1, 2019 notwithstanding that Mr. Sanjay Dalmia attains the age of 75 years on March 17, 2019."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary, expedient or desirable to give effect to this resolution."



	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	308	54586007	27	2226029	335	56812036
Less:	Total No. of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised*	1	5	0	0	1	5
	No of Valid Votes Cast	307	54586002	27	2226029	334	56812031

(*01 shareholder holding 05 Equity Shares has not exercised its vote for Resolution no. 1)

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them	
Favour	263	50250137	27	2226029	290	52476166	92.37
Against	44	4335865	0	0	44	4335865	7.63
Total	307	54586002	27	2226029	334	56812031	100.00

2. Approval for re-appointment of Mr. Lavanya Rastogi (DIN: 01744049), as an Independent Director of the Company for a second term of five years w.e.f. April 1, 2019

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013, Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, Mr. Lavanya Rastogi (DIN: 01744049), whose term of office expires on March 31, 2019, and being eligible, offers himself for re-appointment and in respect of whom the Company has received a notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his candidature for the office of Director, be and is hereby re-appointed as an



Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from April 1, 2019 and for a term up to March 31, 2024."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary, expedient or desirable to give effect to this resolution."

	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	308	54586007	27	2226029	335	56812036
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	0	0	0	0
	No of Valid Votes Cast	308	54586007	27	2226029	335	56812036

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them	
Favour	300	54573602	27	2226029	327	56799631	99.98
Against	8	12405	0	0	8	12405	0.02
Total	308	54586007	27	2226029	335	56812036	100.00



3. Approval for appointment of Mr. Arun Kumar Jain, Ex-IRS (DIN: 07563704), as an Independent Director of the Company for a period of five years w.e.f. April 1, 2019

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013, Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, Mr. Arun Kumar Jain (DIN: 07563704), and in respect of whom the Company has received a notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his candidature, for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from April 1, 2019 and for a term up to March 31, 2024."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary, expedient or desirable to give effect to this resolution."

	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	308	54586007	27	2226029	335	56812036
Less:	Total No. of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised*	1	5	0	0	1	5
	No of Valid Votes Cast	307	54586002	27	2226029	334	56812031

(*01 shareholder holding 05 Equity Shares has not exercised its vote for Resolution no. 3)

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them	
Favour	299	54573597	27	2226029	326	56799626	99.98
Against	8	12405	0	0	8	12405	0.02
Total	307	54586002	27	2226029	334	56812031	100.00



4. Approval for appointment of Dr. Manoj Vaish (DIN: 00157082), as an Independent Director of the Company for a period of five years w.e.f. April 1, 2019

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149 and 152, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013, Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, Dr. Manoj Vaish (DIN: 00157082), and in respect of whom the Company has received a notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his candidature, for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from April 1, 2019 and for a term up to March 31, 2024."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary, expedient or desirable to give effect to this resolution."

	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	308	54586007	27	2226029	335	56812036
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	1	5	0	0	1	5
	No of Valid Votes Cast	307	54586002	27	2226029	334	56812031

(*01 shareholder holding 05 Equity Shares has not exercised its vote for Resolution no. 4)

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them	
Favour	298	54573592	27	2226029	325	56799621	99.98
Against	9	12410	0	0	9	12410	0.02
Total	307	54586002	27	2226029	334	56812031	100.00



5. Approval for appointment of Justice (Retd.) Ravindra Singh (DIN: 08344852), as an Independent Director of the Company for a period of five years w.e.f. April 1, 2019

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013, Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, Justice (Retd.) Ravindra Singh (DIN: 08344852), and in respect of whom the Company has received a notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his candidature, for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from April 1, 2019 and for a term up to March 31, 2024."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary, expedient or desirable to give effect to this resolution."

	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	308	54586007	27	2226029	335	56812036
Less:	Total No of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised*	1	5	0	0	1	5
	No of Valid Votes Cast	307	54586002	27	2226029	334	56812031

(*01 shareholder holding 05 Equity Shares has not exercised its vote for Resolution no. 5)

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them	
Favour	299	54573792	27	2226029	326	56799821	99.98
Against	8	12210	0	0	8	12210	0.02
Total	307	54586002	27	2226029	334	56812031	100.00



- 6. This report is based on register of voting, i.e vote cast through remote e-voting and voting through postal ballot.
- 7. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signed the Minutes.

**Thanking You,
Yours faithfully,**



Dr. S Chandrasekaran
Senior Partner
M/s Chandrasekaran Associates
Membership No.: F1644
CP No.: 794

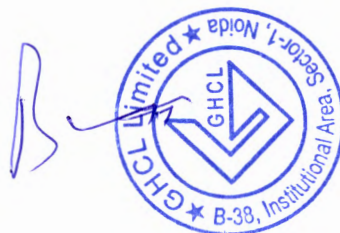
Place: Delhi
Date: 13/03/2019



Countersigned by:
For GHCL Limited

Chairman or any other Director authorized

Annexure: 3		
Name of Directors	Details / reasons of appointment / re-appointment (including date of appointment and other terms & conditions etc.)	Brief Profile of Directors
1. Mr. Sanjay Dalmia	<p>Mr. Sanjay Dalmia (DOB: March 17, 1944), will attain the age of 75 years on March 17, 2019. Hence, as per Regulation 17(1A) of the Listing Regulations, approval from the Members by way of a Special Resolution was required to enable him to continue to remain in the office as a Director of the Company.</p> <p>In view of the above, the Board of Directors on recommendation of the Nomination and Remuneration Committee, recommended proposal for continuation of Directorship of Mr. Sanjay Dalmia, Non-Executive Director and Chairman of the Company, for the approval of Members by way of Special resolution. Members have approved the Special Resolution, which is effective from April 1, 2019.</p>	<p>Mr. Sanjay Dalmia is a Non-executive Director of the Company since inception of the Company and he was first appointed as Director of the Company on October 20, 1983. Mr. Dalmia is also the Non-executive Chairman. Mr. Sanjay Dalmia is an eminent Industrialist and Ex-member of Rajya Sabha (Upper house of Parliament). He is graduate and have a vast knowledge and experience in field of entrepreneurship, leadership and business. He is Promoter of the Company and under his guidance, the Company has achieved a new heights in terms of excellent growth in business and profitability, return on the equity shares and serving the interests of all the stakeholders.</p>
2. Mr. Lavanya Rastogi	<p>Mr. Lavanya Rastogi (DOB –March 8, 1981) is a Non-Executive Independent Director of the Company and his current tenure will expire on March 31, 2019.</p> <p>In view of the above, the Board of Directors on recommendation of the Nomination and Remuneration Committee, recommended proposal for re-appointment of Mr. Lavanya Rastogi as an Independent Director for second term of five years w.e.f. April 1, 2019 and for a term up to March 31, 2024.</p> <p>Members have approved the Special Resolution, which is effective from April 1, 2019.</p>	<p>Mr. Lavanya Rastogi is an alumnus of Harvard Business School and a thought leader in the field of entrepreneurship, leadership and global economy. His age is around 38 years.</p>
3. Mr. Arun Kumar Jain (Retd. IRS)	<p>The Board of Directors on recommendation of the Nomination and Remuneration Committee, recommended proposal for appointment of Mr. Arun Kumar Jain as an Independent Director for first term of five years w.e.f. April 1, 2019 and for a term up to March 31, 2024.</p> <p>Members have approved the Ordinary Resolution, which is effective from April 1, 2019.</p>	<p>Mr. Arun Kumar Jain is from Indian Revenue Services and retired as a Chairman of CBDT. His age is around 63 years and educational qualification is MSc. In Mathematics and LL.B.</p>



<p>4. Dr. Manoj Vaish</p>	<p>The Board of Directors on recommendation of the Nomination and Remuneration Committee, recommended proposal for appointment of Dr. Manoj Vaish as an Independent Director for first term of five years w.e.f. April 1, 2019 and for a term up to March 31, 2024.</p> <p>Members have approved the Ordinary Resolution, which is effective from April 1, 2019.</p>	<p>Dr. Manoj Vaish had served various organisations including BSE, Dun & Bradstreet, Deutsche Bank, NSDL Database Management Ltd. etc. His age is around 57 years and educational qualification is B.Com. (Hon.) from S.R.C.C. and M.B.A. (Major-Finance) from F.M.S., Delhi University and Ph.D.</p>
<p>5. Justice (Retd.) Ravindra Singh</p>	<p>The Board of Directors on recommendation of the Nomination and Remuneration Committee, recommended proposal for appointment of Justice (Retd.) Ravindra Singh as an Independent Director for first term of five years w.e.f. April 1, 2019 and for a term up to March 31, 2024.</p> <p>Members have approved the Ordinary Resolution, which is effective from April 1, 2019.</p>	<p>Justice (Retd.) Ravindra Singh was an Advocate in Allahabad and elevated as judge of Allahabad High Court in 2004 and retired on 01.07.2015. He was designated as Senior Advocate by Supreme Court of India on 31.08.2016. His age is around 66 years and educational qualification is B. Sc. and LL.B.</p>
<p>Note:</p> <ol style="list-style-type: none"> 1. Except, Mr. Sanjay Dalmia, above directors are not related to any other director or key managerial personal of the Company. Mr. Sanjay Dalmia is relative of Mr. Anurag Dalmia and Mr. Neelabh Dalmia. 2. Being Non-Executive Directors of the Company, all the above directors, may be 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. 		

B. *[Signature]*
14.3.2019

