# **GHCL** Limited



July 6, 2020

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 1<sup>st</sup> Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001 **BSE Code: 500171** 

Dear Sir / Madam,

#### Sub: Outcome / Proceedings of 37<sup>th</sup> Annual General Meeting of GHCL Limited held on July 6, 2020 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 and Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and SEBI Circular dated 12<sup>th</sup> May, 2020 ("Circulars"), 37<sup>th</sup> Annual General Meeting (AGM) of the Company has been held on Monday, July 6, 2020 at 9.30 A.M, through video conference and other audio visual means (VC). The meeting commenced at 9:30 A.M. (IST) and concluded at 10.45 A.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 Auditors, Secretarial Auditors and other invitees attended the meeting through VC. After ascertaining quorum, the Chairman Shri Sanjay Dalmia commenced proceedings of the meeting. The Chairman welcomed all the members, auditors, secretarial auditors and other invitees joining over VC. Thereafter, Chairman delivered his speech and authorized company secretary to make statutory announcements and put up agenda items for formal e-voting. The Company Secretary informed that the Company had provided members the facility to cast their vote electronically, on all 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 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 July 1, 2020 to July 5, 2020 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 four 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, Managing Director. 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 four items of the business contained in the Notice of the 37<sup>th</sup> Annual General Meeting as mentioned below were approved by the members with requisite majority.

1. <u>Resolution No. 1</u>: Adoption of audited financial statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2020.

The Chairman Shri Sanjay Dalmia was interested in agenda Item No 2 for which he has appointed Dr. Manoj Vaish, Chairman of Audit Committee and Independent Director to act as Chairman for this agenda item. Thereafter Dr. Manoj Vaish authorized company secretary to proceed with the agenda item No. 2

2. <u>Resolution No. 2:</u> Re-appointment of Mr. Anurag Dalmia (DIN 00120710) as a director retiring by rotation.

Dr. Manoj Vaish vacated the Chair and requested Shri Sanjay Dalmia to take the Chair for the Agenda Item No. 3. Thereafter, Shri Sanjay Dalmia authorized company secretary to proceed with the agenda item No. 3.

**3.** <u>Resolution No. 3:</u> Re-appointment of Mr. Raman Chopra (DIN 00954190) as a director retiring by rotation.

The Chairman Shri Sanjay Dalmia was interested in agenda Item No 4 for which he has appointed Dr. Manoj Vaish, Chairman of Audit Committee and Independent Director to act as Chairman for this agenda item. Thereafter Dr. Manoj Vaish authorized company secretary to proceed with the agenda item No. 4



 <u>Resolution No. 4:</u> Appointment of Mr. Neelabh Dalmia (DIN 00121760) as a Whole Time Director of the Company for a period of five years effective from February 1, 2020 and designated as Executive Director (Textiles)

Brief profile and other necessary details related to appointment of Mr. Neelabh Dalmia are enclosed as **Annexure - 1**.

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 <u>Annexure - 2</u>. Copies of the Scrutinizer's report are also enclosed and referred as <u>Annexure – 3</u>.

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 Limited

#### Bhuwneshwar 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, 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



#### Annexure – 1

|    | Brief profi   | le and other necessary details of Mr. Neelabh Dalmia  |
|----|---|---|
| 1  | Reason for<br>change                                  | Appointment as an Executive Director (Textiles)   |
| 2. | Date of<br>Appointment<br>&                           | Based on the recommendation of Nomination and Remuneration<br>Committee & Audit Committee and subject to approval of the members,<br>the Board of Directors of the Company in their meeting held on January<br>23, 2020 had appointed Mr. Neelabh Dalmia, one of the Promoter Non-<br>Executive Director as an Executive Director (Textiles) for a period of 5<br>years effective from February 1, 2020. Now, shareholders has accorded   |
|    | terms of  | their approval for his appointment and remuneration.  |
|    | appointment   | Total proposed annual CTC of Mr. Neelabh Dalmia shall be approx. Rs. 1.44 Crores in addition to the annual commission as decided by the Board / Nomination & Remuneration Committee from time to time.  |
|    |   | However, annual increments will be effective from 1 <sup>st</sup> April each year, as<br>may be decided by the Board of Directors on the recommendation of<br>Nomination & Remuneration Committee of the Company based on the<br>merit and performance of the Executive Director and also after taking into<br>account the Company's performance. The overall remuneration shall be<br>in accordance with the policy of the Company in line with the overall<br>approval given by members of the Company.   |
| 3. | Brief Profile   | Mr. Neelabh Dalmia (DOB – August 16, 1983) is a Non-executive Director<br>of GHCL Limited since July 20, 2005. He holds a Master of Business<br>Administration (MBA) and a Bachelors of Science in Business<br>Administration majoring in Finance & Entrepreneurship from the Kelley<br>School of Business at Indiana University, USA. He has been leading and<br>strategically guiding the company's overall growth sustainably. His<br>experience includes setting up green-field projects from planning,<br>investment to implementation and in mergers & acquisitions. He is today<br>steering the group towards strategic investments in the Textile business<br>that will align with the company's long-term growth plans and create<br>various opportunities for diversification and expansion. He has been a<br>major contributor to initiate the company's move towards investing in<br>captive green wind power in its portfolio and is looking further to enhance<br>its green energy portfolio. |
| 4. | Disclosure of<br>relationship<br>between<br>directors | Mr. Neelabh Dalmia is son of Mr. Anurag Dalmia and one of the Non-<br>executive promoter director. Hence, except Mr. Sanjay Dalmia, Non-<br>Executive Chairman and Mr. Anurag Dalmia, Non-executive Vice<br>Chairman, Mr. Neelabh Dalmia is not related to any other director or key<br>managerial personal of the Company.   |

For GHCL LIMITED

Bhuwneshwar Mishra Sr. General Manager & Company Secretary Membership No.: FCS 5330

| General information about company   |              |  |  |  |  |
|---|--------------|--|--|--|--|
| Scrip code  | 500171       |  |  |  |  |
| NSE Symbol  | GHCL         |  |  |  |  |
| MSEI Symbol   |              |  |  |  |  |
| ISIN  | INE539A01019 |  |  |  |  |
| Name of the company   | GHCL Limited |  |  |  |  |
| Type of meeting   | AGM          |  |  |  |  |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 06-07-2020   |  |  |  |  |
| Start time of the meeting   | 09:30 AM     |  |  |  |  |
| End time of the meeting   | 10:45 AM     |  |  |  |  |

| Scrutinizer Details                       |                           |  |  |  |  |  |  |
|---|---------------------------|--|--|--|--|--|--|
| Name of the Scrutinizer                   | Manoj R. Hurkat           |  |  |  |  |  |  |
| Firms Name                                | Manoj Hurkat & Associates |  |  |  |  |  |  |
| Qualification                             | CS                        |  |  |  |  |  |  |
| Membership Number                         | F4287                     |  |  |  |  |  |  |
| Date of Board Meeting in which appointed  | 20-05-2020                |  |  |  |  |  |  |
| Date of Issuance of Report to the company | 06-07-2020                |  |  |  |  |  |  |

| Voting results   |                        |  |  |  |  |  |
|--|------------------------|--|--|--|--|--|
| Record date  | 29-06-2020             |  |  |  |  |  |
| Total number of shareholders on record date                                  | 66517                  |  |  |  |  |  |
| No. of shareholders present in the meeting either in person or through proxy |                        |  |  |  |  |  |
| a) Promoters and Promoter group 0  |                        |  |  |  |  |  |
| b) Public  | 0                      |  |  |  |  |  |
| No. of shareholders attended the meeting through video conferencing          |                        |  |  |  |  |  |
| a) Promoters and Promoter group  | 30                     |  |  |  |  |  |
| b) Public  | 51                     |  |  |  |  |  |
| No. of resolution passed in the meeting                                      | 4                      |  |  |  |  |  |
| Disclosure of notes on voting results  | Textual Information(1) |  |  |  |  |  |

|                        | Text Block  |
|------------------------|---|
| Textual Information(1) | The resolutions were put to vote at the 37th AGM through remote e-voting and in view of AGM conducted through VC/OAVM, also by e-voting at AGM through CDSL e-voting platform. Hence, in this voting result, reference to poll should be treated as reference to e-voting conducted at AGM through CDSL E-voting platform |

|                                   |  |                          |                           | Resolution(                                   | 1)                             |                              |  |  |  |
|-----------------------------------|--|--------------------------|---------------------------|---|--------------------------------|------------------------------|--|--|--|
| Resolution requ                   | ired: (Ordinary  | / Special)               |                           | Ordinary                                      |                                |                              |  |  |  |
| Whether promotes the agenda/reso  | oter/promoter ground states of the second states of | oup are inter            | rested in                 | No  | •                              |                              |  |  |  |
| Description of                    | resolution consi   | dered                    |                           | Adoption of Audited statements) of the C      |                                |                              |  |  |  |
| Category                          | Mode of voting   | No. of<br>shares<br>held | No. of<br>votes<br>polled | % of Votes polled<br>on outstanding<br>shares | No. of<br>votes – in<br>favour | No. of<br>votes –<br>against | % of votes in<br>favour on votes<br>polled | % of Votes<br>against on votes<br>polled |  |
|                                   |  | (1)                      | (2)                       | (3)=[(2)/(1)]*100                             | (4)                            | (5)                          | (6)=[(4)/(2)]*100                          | (7)=<br>[(5)/(2)]*100                    |  |
|                                   | E-Voting   |                          | 18302810                  | 100   | 18302810                       | 0                            | 100  | 0  |  |
| D ( 1                             | Poll   |                          | 0                         | 0   | 0                              | 0                            | 0  | 0  |  |
| Promoter and<br>Promoter<br>Group | Postal Ballot<br>(if<br>applicable)  | 18302810                 |                           |   |                                |                              |  |  |  |
|                                   | Total  | 18302810                 | 18302810                  | 100   | 18302810                       | 0                            | 100  | 0  |  |
|                                   | E-Voting   |                          | 26575723                  | 79.43   | 26575723                       | 0                            | 100  | 0  |  |
|                                   | Poll   | 33458054                 | 0                         | 0   | 0                              | 0                            | 0  | 0  |  |
| Public-<br>Institutions           | Postal Ballot<br>(if<br>applicable)  |                          |                           |   |                                |                              |  |  |  |
|                                   | Total  | 33458054                 | 26575723                  | 79.43   | 26575723                       | 0                            | 100  | 0  |  |
|                                   | E-Voting   |                          | 5352969                   | 12.3761                                       | 5351556                        | 1413                         | 99.9736                                    | 0.0264                                   |  |
|                                   | Poll   |                          | 46                        | 0.0001  | 46                             | 0                            | 100  | 0  |  |
| Public- Non<br>Institutions       | Postal Ballot<br>(if<br>applicable)  | 43252422                 |                           |   |                                |                              |  |  |  |
|                                   | Total  | 43252422                 | 5353015                   | 12.3762                                       | 5351602                        | 1413                         | 99.9736                                    | 0.0264                                   |  |
|                                   | Total  | 95013286                 | 50231548                  | 52.8679                                       | 50230135                       | 1413                         | 99.9972                                    | 0.0028                                   |  |
|                                   |  |                          | -                         | Whether                                       | resolution is l                | Pass or Not.                 | Yes  | •  |  |
|                                   |  |                          |                           | Disclosu                                      | are of notes of                | n resolution                 |  |  |  |

| No. of Votes                |  |  |  |  |  |  |
|-----------------------------|--|--|--|--|--|--|
| Promoter and Promoter Group |  |  |  |  |  |  |
|                             |  |  |  |  |  |  |
| Public - Non Insitutions    |  |  |  |  |  |  |
| -                           |  |  |  |  |  |  |

|                                   |  |                          |                           | Resolution(                                   | 2)                             |                              |  |  |
|-----------------------------------|--|--------------------------|---------------------------|---|--------------------------------|------------------------------|--|--|
| Resolution requ                   | ired: (Ordinary  | / Special)               |                           | Ordinary                                      |                                |                              |  |  |
| Whether promothe agenda/reso      | oter/promoter ground states of the second states of | oup are inter            | rested in                 | Yes   |                                |                              |  |  |
| Description of                    | resolution consi   | dered                    |                           | Re-appointment of M<br>Company retiring by    |                                | almia (DIN:                  | 00120710) as a Dir                         | rector of the                            |
| Category                          | Mode of voting   | No. of<br>shares<br>held | No. of<br>votes<br>polled | % of Votes polled<br>on outstanding<br>shares | No. of<br>votes – in<br>favour | No. of<br>votes –<br>against | % of votes in<br>favour on votes<br>polled | % of Votes<br>against on votes<br>polled |
|                                   |  | (1)                      | (2)                       | (3)=[(2)/(1)]*100                             | (4)                            | (5)                          | (6)=[(4)/(2)]*100                          | (7)=<br>[(5)/(2)]*100                    |
|                                   | E-Voting   |                          | 18302810                  | 100   | 18302810                       | 0                            | 100  | 0  |
| D ( 1                             | Poll   |                          | 0                         | 0   | 0                              | 0                            | 0  | 0  |
| Promoter and<br>Promoter<br>Group | Postal Ballot<br>(if<br>applicable)  | 18302810                 |                           |   |                                |                              |  |  |
|                                   | Total  | 18302810                 | 18302810                  | 100   | 18302810                       | 0                            | 100  | 0  |
|                                   | E-Voting   | 33458054                 | 26637364                  | 79.6142                                       | 26628863                       | 8501                         | 99.9681                                    | 0.0319                                   |
|                                   | Poll   |                          | 0                         | 0   | 0                              | 0                            | 0  | 0  |
| Public-<br>Institutions           | Postal Ballot<br>(if<br>applicable)  |                          |                           |   |                                |                              |  |  |
|                                   | Total  | 33458054                 | 26637364                  | 79.6142                                       | 26628863                       | 8501                         | 99.9681                                    | 0.0319                                   |
|                                   | E-Voting   |                          | 5352969                   | 12.3761                                       | 5350805                        | 2164                         | 99.9596                                    | 0.0404                                   |
|                                   | Poll   |                          | 46                        | 0.0001  | 30                             | 16                           | 65.2174                                    | 34.7826                                  |
| Public- Non<br>Institutions       | Postal Ballot<br>(if<br>applicable)  | 43252422                 |                           |   |                                |                              |  |  |
|                                   | Total  | 43252422                 | 5353015                   | 12.3762                                       | 5350835                        | 2180                         | 99.9593                                    | 0.0407                                   |
|                                   | Total  | 95013286                 | 50293189                  | 52.9328                                       | 50282508                       | 10681                        | 99.9788                                    | 0.0212                                   |
|                                   |  | •                        |                           | Whether                                       | resolution is l                | Pass or Not.                 | Yes  | •  |
|                                   |  |                          |                           | Disclosu                                      | are of notes of                | n resolution                 | Textual Information                        | on(1)                                    |

|                        | Text Block   |
|------------------------|--|
| Textual Information(1) | As Mr. Anurag Dalmia, Director belongs to Promoter category, the Promoter/Promoter Group shall be deemed to be interested to that extent in his re-appointment |

| Details of Invalid Votes    |              |  |  |  |  |  |
|-----------------------------|--------------|--|--|--|--|--|
| Category                    | No. of Votes |  |  |  |  |  |
| Promoter and Promoter Group |              |  |  |  |  |  |
| Public Insitutions          |              |  |  |  |  |  |
| Public - Non Insitutions    |              |  |  |  |  |  |

|                                   |  |                          |                           | Resolution(                                   | 3)                             |                              |  |  |
|-----------------------------------|--|--------------------------|---------------------------|---|--------------------------------|------------------------------|--|--|
| Resolution requ                   | ired: (Ordinary  | / Special)               |                           | Ordinary                                      |                                |                              |  |  |
| Whether promotion the agenda/reso | oter/promoter ground of the second seco | oup are inter            | rested in                 | No  |                                |                              |  |  |
| Description of                    | resolution consi   | dered                    |                           | Re-appointment of N<br>Company retiring by    |                                | hopra (DIN:                  | 00954190) as Direc                         | tor of the                               |
| Category                          | Mode of voting   | No. of<br>shares<br>held | No. of<br>votes<br>polled | % of Votes polled<br>on outstanding<br>shares | No. of<br>votes – in<br>favour | No. of<br>votes –<br>against | % of votes in<br>favour on votes<br>polled | % of Votes<br>against on votes<br>polled |
|                                   |  | (1)                      | (2)                       | (3)=[(2)/(1)]*100                             | (4)                            | (5)                          | (6)=[(4)/(2)]*100                          | (7)=<br>[(5)/(2)]*100                    |
|                                   | E-Voting   |                          | 18302810                  | 100   | 18302810                       | 0                            | 100  | 0  |
| D ( 1                             | Poll   |                          | 0                         | 0   | 0                              | 0                            | 0  | 0  |
| Promoter and<br>Promoter<br>Group | Postal Ballot<br>(if<br>applicable)  | 18302810                 |                           |   |                                |                              |  |  |
|                                   | Total  | 18302810                 | 18302810                  | 100   | 18302810                       | 0                            | 100  | 0  |
|                                   | E-Voting   | 33458054                 | 26637364                  | 79.6142                                       | 26628863                       | 8501                         | 99.9681                                    | 0.0319                                   |
|                                   | Poll   |                          | 0                         | 0   | 0                              | 0                            | 0  | 0  |
| Public-<br>Institutions           | Postal Ballot<br>(if<br>applicable)  |                          |                           |   |                                |                              |  |  |
|                                   | Total  | 33458054                 | 26637364                  | 79.6142                                       | 26628863                       | 8501                         | 99.9681                                    | 0.0319                                   |
|                                   | E-Voting   |                          | 5352969                   | 12.3761                                       | 5350805                        | 2164                         | 99.9596                                    | 0.0404                                   |
|                                   | Poll   |                          | 46                        | 0.0001  | 30                             | 16                           | 65.2174                                    | 34.7826                                  |
| Public- Non<br>Institutions       | Postal Ballot<br>(if<br>applicable)  | 43252422                 |                           |   |                                |                              |  |  |
|                                   | Total  | 43252422                 | 5353015                   | 12.3762                                       | 5350835                        | 2180                         | 99.9593                                    | 0.0407                                   |
|                                   | Total 95013286 50293189  |                          | 52.9328                   | 50282508                                      | 10681                          | 99.9788                      | 0.0212                                     |  |
|                                   |  | •                        |                           | Whether                                       | resolution is l                | Pass or Not.                 | Yes  |  |
|                                   |  |                          |                           | Disclosu                                      | are of notes of                | n resolution                 |  |  |

| No. of Votes                |  |  |  |  |  |  |
|-----------------------------|--|--|--|--|--|--|
| Promoter and Promoter Group |  |  |  |  |  |  |
|                             |  |  |  |  |  |  |
| Public - Non Insitutions    |  |  |  |  |  |  |
| -                           |  |  |  |  |  |  |

| Resolution(4)                             |                                     |                          |                           |   |   |                              |                                      |  |
|---|-------------------------------------|--------------------------|---------------------------|---|---|------------------------------|--------------------------------------|--|
| Resolution required: (Ordinary / Special) |                                     |                          | Ordinary                  |   |   |                              |                                      |  |
| Whether prom<br>the agenda/res            |                                     | group are ir             | iterested in              | Yes   |   |                              |                                      |  |
| Description of                            | resolution cor                      | nsidered                 |                           |   | Appointment of Mr. Neelabh Dalmia (DIN: 00121760) as a Whole Time Director of the Company designated as Executive Director (Textiles) for a term of 5 years w.e.f. 1st February, 2020 |                              |                                      |  |
| Category                                  | Mode of voting                      | No. of<br>shares<br>held | No. of<br>votes<br>polled | % of Votes polled<br>on outstanding<br>shares | No. of<br>votes – in<br>favour  | No. of<br>votes –<br>against | % of votes in favour on votes polled | % of Votes<br>against on votes<br>polled |
|   |                                     | (1)                      | (2)                       | (3)=[(2)/(1)]*100                             | (4)   | (5)                          | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                        |
|   | E-Voting                            |                          | 18302810                  | 100   | 18302810  | 0                            | 100                                  | 0  |
| Durantan an I                             | Poll                                |                          | 0                         | 0   | 0   | 0                            | 0                                    | 0  |
| Promoter and<br>Promoter<br>Group         | Postal<br>Ballot (if<br>applicable) | 18302810                 |                           |   |   |                              |                                      |  |
|   | Total                               | 18302810                 | 18302810                  | 100   | 18302810  | 0                            | 100                                  | 0  |
|   | E-Voting                            |                          | 26637364                  | 79.6142                                       | 24602508  | 2034856                      | 92.3609                              | 7.6391                                   |
|   | Poll                                |                          | 0                         | 0   | 0   | 0                            | 0                                    | 0  |
| Public-<br>Institutions                   | Postal<br>Ballot (if<br>applicable) | 33458054                 |                           |   |   |                              |                                      |  |
|   | Total                               | 33458054                 | 26637364                  | 79.6142                                       | 24602508  | 2034856                      | 92.3609                              | 7.6391                                   |
|   | E-Voting                            |                          | 5352969                   | 12.3761                                       | 5289341   | 63628                        | 98.8114                              | 1.1886                                   |
|   | Poll                                |                          | 46                        | 0.0001  | 0   | 46                           | 0                                    | 100                                      |
| Public- Non<br>Institutions               | Postal<br>Ballot (if<br>applicable) | 43252422                 |                           |   |   |                              |                                      |  |
|   | Total                               | 43252422                 | 5353015                   | 12.3762                                       | 5289341   | 63674                        | 98.8105                              | 1.1895                                   |
|   | Total                               | 95013286                 | 50293189                  | 52.9328                                       | 48194659  | 2098530                      | 95.8274                              | 4.1726                                   |
|   |                                     |                          |                           | Whether resolution is Pass or Not.            |   |                              | Yes                                  |  |
|   |                                     |                          |                           | Disclos                                       | sure of notes of  | on resolution                | Textual Informatio                   | n(1)                                     |

|                        | Text Block   |
|------------------------|--|
| Textual Information(1) | As Mr. Neelabh Dalmia (DIN: 00121760) belogs to Promoter Category, the Promoters/Promoter Group shall be deemed to be interested in this resolution to that extent |

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group |              |
| Public Insitutions          |              |
| Public - Non Insitutions    |              |

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

### 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]

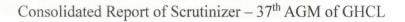
#### To,

The Chairmen

(Dr. Manoj Vaish - for Item No. 2 & 4 and Mr. Sanjay Dalmia for other Items)
Of 37<sup>th</sup> Annual General Meeting (AGM) of the members of
GHCL LIMITED (GHCL)
Held on 6<sup>th</sup> July, 2020 at 9:30 a.m.
Through Video Conference (VC) / Other Audio Visual Means (OAVM)

Dear Sir,

- I, CS Manoj Rajaram Hurkat, Practising Company Secretary, have been appointed by the Board of Directors of GHCL Limited ("Company") as a Scrutinizer for the purpose of scrutinizing the remote e-voting & e-voting at the time of 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 & 21of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered in connection with the 37<sup>th</sup> Annual General Meeting held on 6<sup>th</sup> July, 2020 at 9:30 a.m. through Video Conference (VC) / Other Audio Visual Means (OAVM) as per the framework issued by the Ministry of Corporate Affairs (MCA) vide the General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, and also the General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 (MCA Circulars).
- 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 to the 37<sup>th</sup> Annual General Meeting of the members of the Company.



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

> 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, 1<sup>st</sup> July, 2020 (9:00 a.m.) to Sunday, 5<sup>th</sup> July, 2020 (5.00 p.m.).
- II. The Members of the Company as on "cut off" date i.e. 29<sup>th</sup> June, 2020 were entitled to vote on the resolutions stated in the Notice of the 37<sup>th</sup> Annual General Meeting.
- III. The votes casted were subsequently unblocked by me on 6<sup>th</sup> July, 2020 at 11.00 a.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.     | Prachi Jain<br>95/1642, Krishna Nagar,<br>Saijpur Bogha, Naroda Road,<br>Ahmedabad - 382345                               | P. Jain                |
| 02.     | Hemant Agrawal<br>41/977 Gujarat housing Board,<br>Meghaninagar Last Bus Stop, Near<br>Radha Krishna Temple,<br>Ahmedabad | Hemant Shunkar & Ase   |

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- IV. The electronic ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization/ proxies 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 4 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 Chairperson of the 37<sup>th</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:



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

Ordinary Resolution for adoption of Audited Financial Statements (including consolidated financial statements) for the financial year ended on 31<sup>st</sup> March, 2020:

(i) Voted in favour of the resolution:

| Type of Voting           | Number of     | Number of votes cast | % of total number   |
|--------------------------|---------------|----------------------|---------------------|
|                          | members voted | by them              | of valid votes cast |
| E-voting<br>(Remote)     | 255           | 50230089             | 100.00              |
| E-voting<br>(During AGM) | 2             | 46                   | 100.00              |
| Total                    | 257           | 50230135             | 100.00              |

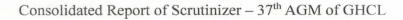
(ii) Voted **against** the resolution:

| Type of Voting | Number of     | Number of votes | % of total number   |
|----------------|---------------|-----------------|---------------------|
|                | members voted | cast by them    | of valid votes cast |
| E-voting       | 3             | 1413            | Negligible          |
| (Remote)       |               |                 |                     |
| E-voting       | Nil           | Nil             | Nil                 |
| (During AGM)   |               |                 |                     |
| Total          | 3             | 1413            | Negligible          |

# (iii) Invalid Votes:

| Type of Voting | Number of            | Number of votes cast | % of total number   |
|----------------|----------------------|----------------------|---------------------|
|                | members voted        | by them              | of valid votes cast |
| E-voting       | 1                    | 61641                | Negligible          |
| (Remote)       |                      |                      |                     |
| E-voting       | Nil                  | Nil                  | Nil                 |
| (During AGM)   | and frankling states |                      |                     |
| Total          | 1                    | 61641                | Negligible          |
|                |                      |                      | HURKAT 8            |

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

# Ordinary Resolution for Re-appointment of Mr. Anurag Dalmia (DIN: 00120710) as Director of the Company:

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

| Type of Voting           | Number of<br>members voted | Number of votes cast by them | % of total number of valid votes cast |
|--------------------------|----------------------------|------------------------------|---------------------------------------|
| E-voting<br>(Remote)     | 251                        | 50282478                     | 99.98                                 |
| E-voting<br>(During AGM) | 1                          | 30                           | 65.00                                 |
| Total                    | 252                        | 50282508                     | 99.98                                 |

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

| Type of Voting | Number of     | Number of votes cast | % of total number   |
|----------------|---------------|----------------------|---------------------|
|                | members voted | by them              | of valid votes cast |
| E-voting       | 8             | 10665                | 0.02                |
| (Remote)       |               |                      |                     |
| E-voting       | 1             | 16                   | 35.00               |
| (During AGM)   |               | 2                    |                     |
| Total          | 9             | 10681                | 0.02                |
|                |               |                      |                     |

(iii) Invalid Votes:

| Type of Voting           | Number of     | Number of votes cast | % of total number   |
|--------------------------|---------------|----------------------|---------------------|
|                          | members voted | by them              | of valid votes cast |
| E-voting<br>(Remote)     | Nil           | Nil                  | Nil                 |
| E-voting<br>(During AGM) | Nil           | Nil                  | Nil                 |
| Total                    | Nil           | Nil                  | Nil<br>HURKAT & ASS |

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### (c) Resolution No. 3:

# Ordinary Resolution for Re-appointment of Mr. Raman Chopra (DIN: 00954190) as Director of the Company:

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

| Type of Voting           | Number of     | Number of votes cast | % of total number   |
|--------------------------|---------------|----------------------|---------------------|
|                          | members voted | by them              | of valid votes cast |
| E-voting<br>(Remote)     | 251           | 50282478             | 99.98               |
| E-voting<br>(During AGM) | 1             | 30                   | 65.00               |
| Total                    | 252           | 50282508             | 99.98               |

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

| Type of Voting           | Number of     | Number of votes cast | % of total number   |
|--------------------------|---------------|----------------------|---------------------|
|                          | members voted | by them              | of valid votes cast |
| E-voting                 | 8             | 10665                | 0.02                |
| (Remote)                 |               |                      |                     |
| E-voting<br>(During AGM) | 1             | 16                   | 35.00               |
| Total                    | 9             | 10681                | 0.02                |

#### (iii) Invalid Votes:

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



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

Ordinary Resolution for Appointment of Mr. Neelabh Dalmia (DIN: 00121760) as Whole Time Director of the Company for a term of 5 years w.e.f 1<sup>st</sup> February, 2020:

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

| Type of Voting           | Number of     | Number of votes cast | % of total number   |
|--------------------------|---------------|----------------------|---------------------|
|                          | members voted | by them              | of valid votes cast |
| E-voting<br>(Remote)     | 228           | 48194659             | 95.83               |
| E-voting<br>(During AGM) | Nil           | Nil                  | Nil                 |
| Total                    | 228           | 48194659             | 95.83               |

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

| Type of Voting | Number of     | Number of votes cast | % of total number   |
|----------------|---------------|----------------------|---------------------|
|                | members voted | by them              | of valid votes cast |
| E-voting       | 31            | 2098484              | 4.17                |
| (Remote)       |               |                      |                     |
| E-voting       | 2             | 46                   | 100.00              |
| (During AGM)   |               |                      |                     |
| Total          | 33            | 2098530              | 4.17                |
|                |               |                      |                     |

(iii) Invalid Votes:

| Type of Voting | Number of     | Number of votes cast | % of total number   |
|----------------|---------------|----------------------|---------------------|
|                | members voted | by them              | of valid votes cast |
| E-voting       | Nil           | Nil                  | Nil                 |
| (Remote)       |               |                      |                     |
| E-voting       | Nil           | Nil                  | Nil                 |
| (During AGM)   |               |                      |                     |
| Total          | Nil           | Nil                  | Nil                 |
|                |               |                      | JURKAT & AS         |
|                | 1             |                      | 13/                 |

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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: 6<sup>th</sup> July, 2020



Signature of the Scrutinizer [CS MANOJ HURKAT]

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**Countersigned by:** 

For, GHCL LIMITED

**Authorised Signatory**