

November 24, 2014

Mr. Hari K
Vice President
National Stock Exchange of India Limited
"Exchange Plaza"
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051
Fax # 022 26598237/38

Mr. S Subramanian
DCS - CRD
BSE Limited
1st Floor, New Trading Ring, Rotunda Building,
P.J. Towers,
Dalal Street, Fort, Mumbai – 400 001
(Fax: 022 22723121/2037/2041/3714/2039/2061)

Dear Sirs,

Subject: Post Board Meeting Intimation – Appointment of Mr. Lavanya Rastogi as an Independent Director

Pursuant to the requirement of Listing Agreement with the Stock Exchanges read with other applicable provisions, if any, intimation be and is hereby given that Board of Directors in their just concluded meeting held on November 24, 2014 has appointed Mr. Lavanya Rastogi as an Independent Director of the Company to fill casual vacancy caused due to resignation of Mr. Surendra Singh besides the performance evaluation of Independent directors.

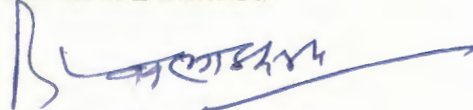
We would like to inform that his appointment is effective from November 24, 2014 till March 31, 2019. Copy of appointment letter along with brief profile of Mr. Lavanya Rastogi is enclosed herewith.

We would also like to inform that Independent Directors in their separate meeting held on November 24, 2014, has done performance evaluation of Non-Independent directors and others in line with the requirement of Clause 49 of the Listing Agreement read with applicable provisions of Schedule IV of the Companies Act, 2013.

Thanking you

Yours faithfully

For GHCL Limited

A handwritten signature in blue ink, appearing to read 'Bhuwleshwar Mishra'.

Bhuwleshwar Mishra
General Manager & Company Secretary
(Membership No.: FCS 5330)

Encl.: as above

November 24, 2014

Mr. Lavanya Rastogi
33300 Egypt Lane Suite L 100
Magnolia, Texas, 77354
+1 919 523 9767
Email: Lavanya.rastogi@gmail.com

Subject: Your appointment as an Independent Director

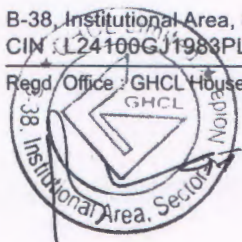
Dear Sir,

I am pleased to confirm that upon the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company has approved your appointment as an independent director of the Company in their meeting held on November 24, 2014. This appointment is in place of casual vacancy caused due to resignation of Mr. Surendra Singh who was appointed by the shareholders in their 31st Annual General Meeting held on August 21, 2014. This letter sets out the main terms of your appointment.

1. **Appointment:** Your appointment is effective from November 24, 2014 till March 31, 2019. You may be appointed by the Board in the committee of the Board, depending upon the requirement of the company.
2. **Time commitment:** You will be expected to devote sufficient time as is necessary for the proper performance of your duties.
3. **Duties:** You will be expected to perform your duties in accordance with the provisions of Clause 49 of listing agreement and schedule IV of the Companies Act 2013. You will immediately report to the Chairman of the Board of your own wrongdoing or the wrongdoing of any employee or director of which you become aware.
4. **Remuneration and expenses:** The remuneration and expenses shall be determined by the Board of Directors / shareholders in accordance with applicable provisions of the Companies Act and rules made thereunder. You

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.ghclindia.com

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



shall be entitled for the sitting fee for attending the Board meeting and committee meeting and reimbursement of out of pocket expenses. All fees will be paid but subject to income tax and other statutory deductions. Fees will be subject to an annual/periodic review by the Board.

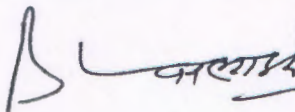
5. **Independence and outside interests:** The Board of the Company has determined you to be independent, taking account of the conditions of Corporate Governance (i.e. Clause 49 of Listing Agreement) read with Section 149(6) of the Companies Act, 2013.
6. **Confidentiality:** You acknowledge that all information acquired during your appointment is confidential to the Company and should not be released, communicated, nor disclosed either during your appointment or following termination (by whatever means), to third parties without the prior clearance of the Chairman of the Board.
7. **Price sensitive information and dealing in the Company's shares:** You are required to adhere to the code of conduct of the company and SEBI insider trading regulations and such other restriction as may be imposed on independent directors.
8. **Review process:** In line with the requirement of conditions of Corporate Governance and applicable provisions of the Companies Act, 2013 the performance of individual directors and the whole Board and its committees is evaluated annually.
9. **Training:** You shall be provided adequate training to develop and refresh your skills and knowledge in the areas relevant to the business of the company.
10. **Insurance and indemnity:** The Company has directors' and officers' liability insurance in place and it is intended to maintain such cover for the full term of your appointment.



11. **Independent professional advice:** You may seek independent expert opinion on any subject/ transaction in which you find that expert advice will help you in taking the decision as a member of the board, on the expense of the Company.
12. **Changes to personal details:** You shall advise the Company Secretary promptly of any change in address or other personal contact details.
13. **Non-compete clause:** You shall not accept any position or assignment within six months of termination of your appointment in any company / organisation which is similar to or competes with any business being carried on by the Company.
14. **Law:** Your engagement with the Company is governed by the laws of India and your engagement shall be subject to the jurisdiction of the courts of Delhi. This letter constitutes the broad terms and conditions of your appointment and no waiver or modification thereof shall be valid unless in writing and signed by the parties hereto.

Thanking you,
Yours sincerely

For GHCL Limited



Bhuwleshwar Mishra

General Manager & Company Secretary

Membership No.: FCS 5330



Lavanya "Leo" Rastogi

Global Serial Entrepreneur, Technology Evangelist & Leadership thought leader

Lavanya is a blended mix of global serial entrepreneur, business strategist, researcher, management thought leader and leadership mentor. He is currently the CEO and Chief Mentor of OSSCube – A global Leader in Technology Solutions, headquartered in USA. Lavanya started his entrepreneurial journey at the age of 20 by Founding his first IT company, which as CEO he grew to a market footprint of 22+ countries servicing leading fortune 500 organizations and won **Presidential recognition for outstanding quality of Research and commercialization of innovative technology**. After his successful exit from his first venture, Lavanya went on to co-create a series of successful global businesses in the field of Management Consulting, Investment Banking, Telecom and Leadership Training, spread across North America, Europe and Asia. As a recognition of this enviable achievement in his young years –in 2009 AGBA (Academy for Global Business Advancement) - awarded him the **"Distinguished Young Entrepreneur Award"**. Lavanya still continues to retain investment interest and serve on the boards of some of these ventures. He has also been an active face in many trade association and industry chambers including NASSCOM, North Carolina Technology Association (NCTA), FICCI, Austin Technology Council (ATC), Entrepreneurs' Organization (EO), Indo American Chamber of Commerce (IACCGH), World Affairs Council of Houston, etc. He has also served on the executive board of Advance Computing Society (ACS), participated in trade delegations and served as Industry Chair for ADCOM. Under his leadership companies founded by Lavanya have also won prestigious global accolades including being listed in **100 Great Places to Works, INC 5000 Fastest Growing Private Companies in America, SHRM Award on Talent Management Excellence and Company of the Year by CIO**.

Lavanya is an alumnus of Harvard Business School, and as a thought leader in the field of entrepreneurship, leadership and global economy, Lavanya has published over a dozen research papers in international journals and been a highly sought after speaker globally. He has delivered several keynotes in field of Business Transformation, Technology Leadership, Corporate Social Responsibility, Transformational Leadership and Global economic issues and also advised global corporations on

technology enabled emerging business models. He has also been an active contributor to financial press on entrepreneurship and new face of world economic affairs.

Throughout his career he has received several prestigious award including *Gold Medal for his research on Human Capital Valuation (ICIB 2001)*, *Distinguished Leadership in Technology Award (TIC, 2003)*, *Young Entrepreneur Award (AGBA, 2009)*. Recently he was featured on the cover of *CIO Magazine* and credited with the recognition of making his clients Super Heroes!

Since his early years Lavanya has been a keen student of world cultures, philosophy and world religions and received his inspiration to embark on his spiritual path from Master Del Pe while studying with him in India. He then traveled extensively with Master Del Pe through Asia, Africa, Latin America, USA and has been personally trained by him in spiritual science and energy medicine.

Lavanya is very passionate about giving back and serves on the boards of Non Profits in USA & India working in the field of medically non responding diseases around the world.

Lavanya's current interest and focus is mentoring Organizations in the areas of leadership development, business intuitive consulting and corporate social responsibility. He also mentors high potential leaders one-on-one in the areas of global entrepreneurship and balancing life

In his personal life, Lavanya is married and lives with his wife in Houston, Texas and in their spare time they enjoy reading, watching movies and traveling.

Contact Info: **Lavanya Rastogi**

33300 Egypt Lane Suite L 100

Magnolia, Texas, 77354

+1 919 523 9767

Lavanya.rastogi@gmail.com

SENDING REPORT

24 Nov. 2014 3:35PM

YOUR LOGO : GHCL
YOUR FAX NO. : 01202535209

NO.	OTHER FACSIMILE	START TIME	USAGE TIME	MODE	PAGES	RESULT
01	Fax Server 022-26598238	24 Nov. 3:29PM	05'27	SND	06	OK

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THEN SELECT OFF BY USING '+' OR '-'.

SENDING REPORT

24 Nov. 2014 3:43PM

YOUR LOGO : GHCL
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