

| <b>(I)(a) Statement showing Shareholding Pattern (under Clause 35)</b> |                                                                             |                                  |                               |                                                     |                                                                     |                                   |
|------------------------------------------------------------------------|-----------------------------------------------------------------------------|----------------------------------|-------------------------------|-----------------------------------------------------|---------------------------------------------------------------------|-----------------------------------|
| <b>Name of the Company:</b>                                            |                                                                             |                                  |                               | <b>GHCL LTD</b>                                     |                                                                     |                                   |
| <b>Scrip Code:</b>                                                     | <b>500171</b>                                                               | <b>Quarter ended: 31.12.2008</b> |                               |                                                     |                                                                     |                                   |
| <b>Category Code:</b>                                                  | <b>Category of shareholder</b>                                              | <b>Number of shareholders</b>    | <b>Total number of shares</b> | <b>Number of shares held in dematerialized form</b> | <b>Total shareholding as a percentage of total number of shares</b> |                                   |
|                                                                        |                                                                             |                                  |                               |                                                     | <b>As a percentage of (A+B)(1)</b>                                  | <b>As a percentage of (A+B+C)</b> |
| <b>(A)</b>                                                             | <b>Shareholding of Promoter and Promoter Group(2)</b>                       |                                  |                               |                                                     |                                                                     |                                   |
| <b>1</b>                                                               | <b>Indian</b>                                                               |                                  |                               |                                                     |                                                                     |                                   |
| (a)                                                                    | Individuals/ Hindu Undivided Family                                         | 0                                | 0                             | 0                                                   | 0.00%                                                               | 0.00%                             |
| (b)                                                                    | Central Government/ State Government(s)                                     | 0                                | 0                             | 0                                                   | 0.00%                                                               | 0.00%                             |
| (c)                                                                    | Bodies Corporate                                                            | 53                               | 13052985                      | 12602653                                            | 13.05%                                                              | 13.05%                            |
| (d)                                                                    | Financial Institutions/ Banks                                               | 0                                | 0                             | 0                                                   |                                                                     |                                   |
| (e)                                                                    | Any Other (specify)                                                         |                                  |                               |                                                     |                                                                     |                                   |
|                                                                        | Directors & relatives                                                       | 2                                | 30050                         | 30050                                               | 0.03%                                                               | 0.03%                             |
|                                                                        | Trust                                                                       | 1                                | 152000                        | 152000                                              | 0.15%                                                               | 0.15%                             |
|                                                                        | <b>Sub-Total (A)(1)</b>                                                     | <b>56</b>                        | <b>13235035</b>               | <b>12784703</b>                                     | <b>13.23%</b>                                                       | <b>13.23%</b>                     |
| <b>2</b>                                                               | <b>Foreign</b>                                                              |                                  |                               |                                                     |                                                                     |                                   |
| (a)                                                                    | Individuals (Non-Resident Individuals/ Foreign Individuals)                 | 0                                | 0                             | 0                                                   |                                                                     |                                   |
| (b)                                                                    | Bodies Corporate                                                            | 3                                | 5507900                       | 3507900                                             | 5.51%                                                               | 5.51%                             |
| (c)                                                                    | Institutions                                                                | 0                                | 0                             | 0                                                   |                                                                     |                                   |
| (d)                                                                    | Any Other (specify)                                                         | 0                                | 0                             | 0                                                   |                                                                     |                                   |
|                                                                        | <b>Sub-Total (A)(2)</b>                                                     | <b>3</b>                         | <b>5507900</b>                | <b>3507900</b>                                      | <b>5.51%</b>                                                        | <b>5.51%</b>                      |
|                                                                        | <b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b> | <b>59</b>                        | <b>18742935</b>               | <b>16292603</b>                                     | <b>18.74%</b>                                                       | <b>18.74%</b>                     |
| <b>(B)</b>                                                             | <b>Public shareholding (3)</b>                                              |                                  |                               |                                                     |                                                                     |                                   |
| <b>1</b>                                                               | <b>Institutions</b>                                                         |                                  |                               |                                                     |                                                                     |                                   |
| (a)                                                                    | Mutual Funds/ UTI                                                           | 11                               | 171913                        | 152613                                              | 0.17%                                                               | 0.17%                             |
| (b)                                                                    | Financial Institutions/ Banks                                               | 24                               | 627987                        | 583403                                              | 0.63%                                                               | 0.63%                             |
| (c)                                                                    | Central Government/ State Government(s)                                     | 0                                | 0                             | 0                                                   | 0.00%                                                               | 0.00%                             |
| (d)                                                                    | Venture Capital Funds                                                       | 0                                | 0                             | 0                                                   | 0.00%                                                               | 0.00%                             |
| (e)                                                                    | Insurance Companies                                                         | 4                                | 6208120                       | 6208120                                             | 6.21%                                                               | 6.21%                             |
| (f)                                                                    | Foreign Institutional Investors                                             | 3                                | 1381484                       | 1380984                                             | 1.38%                                                               | 1.38%                             |
| (g)                                                                    | Foreign Venture Capital Investors                                           | 0                                | 0                             | 0                                                   | 0.00%                                                               | 0.00%                             |
| (h)                                                                    | Any Other (specify)                                                         |                                  |                               |                                                     |                                                                     |                                   |
|                                                                        | Foreign Mutual Fund                                                         | 4                                | 260240                        | 260240                                              | 0.26%                                                               | 0.26%                             |
|                                                                        | <b>Sub-Total (B)(1)</b>                                                     | <b>46</b>                        | <b>8649744</b>                | <b>8585360</b>                                      | <b>8.65%</b>                                                        | <b>8.65%</b>                      |

|          |                                                                                    |              |                  |                 |                |                |
|----------|------------------------------------------------------------------------------------|--------------|------------------|-----------------|----------------|----------------|
| <b>2</b> | <b>Non-institutions</b>                                                            |              |                  |                 |                |                |
| (a)      | Bodies Corporate                                                                   | 1425         | 40702131         | 40607665        | 40.69%         | 40.69%         |
| (b)      | Individuals                                                                        |              |                  |                 |                |                |
|          | i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.         | 65643        | 18100603         | 14512007        | 18.10%         | 18.10%         |
|          | ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh. | 139          | 7680808          | 7571908         | 7.68%          | 7.68%          |
| (c)      | Any Other (specify)                                                                |              |                  |                 |                |                |
|          | Clearing Member                                                                    | 164          | 251635           | 251635          | 0.25%          | 0.25%          |
|          | Foreing Company                                                                    | 2            | 3900             | 0               | 0.00%          | 0.00%          |
|          | Market Maker                                                                       | 95           | 216133           | 216133          | 0.22%          | 0.22%          |
|          | Foregin National                                                                   | 0            | 0                | 0               | 0.00%          | 0.00%          |
|          | NRI (Repatriate)                                                                   | 1982         | 1835973          | 796910          | 1.84%          | 1.84%          |
|          | NRI (Non -Repatriate)                                                              | 129          | 100767           | 97567           | 0.10%          | 0.10%          |
|          | OCBs                                                                               | 0            | 0                | 0               | 0.00%          | 0.00%          |
|          | HUF                                                                                | 650          | 816058           | 816058          | 0.82%          | 0.82%          |
|          | Trust                                                                              | 5            | 2918599          | 2918599         | 2.92%          | 2.92%          |
|          | <b>Sub-Total (B)(2)</b>                                                            | <b>70234</b> | <b>72626607</b>  | <b>67788482</b> | <b>72.61%</b>  | <b>72.61%</b>  |
|          | <b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>                                | <b>70280</b> | <b>81276351</b>  | <b>76373842</b> | <b>81.26%</b>  | <b>81.26%</b>  |
|          | <b>TOTAL (A)+(B)</b>                                                               | <b>70339</b> | <b>100019286</b> | <b>92666445</b> | <b>100.00%</b> | <b>100.00%</b> |
| (C)      | Shares held by Custodians and against which Depository Receipts have been issued   | 0            | 0                | 0               |                |                |
|          | <b>GRAND TOTAL (A)+(B)+(C)</b>                                                     | <b>70339</b> | <b>100019286</b> | <b>92666445</b> | <b>100.00%</b> | <b>100.00%</b> |

| <b>(l)(b) Statement showing Shareholding of persons belonging to the category</b> |                                          |                         |                                                                                                                                     |
|-----------------------------------------------------------------------------------|------------------------------------------|-------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| <b>“Promoter and Promoter Group”</b>                                              |                                          |                         |                                                                                                                                     |
| <b>Sr. No.</b>                                                                    | <b>Name of the shareholder</b>           | <b>Number of shares</b> | <b>Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (l)(a) above}</b> |
| 1                                                                                 | CARISSA INVESTMENT PVT LTD               | 1550000                 | 1.55%                                                                                                                               |
| 2                                                                                 | DEAR INVESTMENT PRIVATE LTD              | 55                      | 0.00%                                                                                                                               |
| 3                                                                                 | BANJAX LTD                               | 2789700                 | 2.79%                                                                                                                               |
| 4                                                                                 | ILAC INVESTMENT PRIVATE LTD              | 217                     | 0.00%                                                                                                                               |
| 5                                                                                 | GEMS COMMERCIAL CO. LTD                  | 2500000                 | 2.50%                                                                                                                               |
| 6                                                                                 | OVAL INVESTMENT PRIVATE LTD              | 2500000                 | 2.50%                                                                                                                               |
| 7                                                                                 | HEXABOND LTD                             | 2000000                 | 2.00%                                                                                                                               |
| 8                                                                                 | ANTARCTICA INVESTMENT P LTD              | 37                      | 0.00%                                                                                                                               |
| 9                                                                                 | ALTAR INVESTMENT P LTD                   | 318                     | 0.00%                                                                                                                               |
| 10                                                                                | COMOSUM INVESTMENT PVT LTD               | 701                     | 0.00%                                                                                                                               |
| 11                                                                                | LOVELY INVESTMENT PVT LTD                | 645                     | 0.00%                                                                                                                               |
| 12                                                                                | LHONAK INTERNATIONAL PRIVATE LTD         | 1200000                 | 1.20%                                                                                                                               |
| 13                                                                                | DALMIA HOUSING FINANCE LTD               | 5707                    | 0.01%                                                                                                                               |
| 14                                                                                | HEXABOND LTD                             | 718200                  | 0.72%                                                                                                                               |
| 15                                                                                | DALMIA FINANCE LTD                       | 681901                  | 0.68%                                                                                                                               |
| 16                                                                                | HINDUSTAN COMMERCIAL CO LTD              | 525000                  | 0.52%                                                                                                                               |
| 17                                                                                | MODERATE INVESTMENT AND COMMERCIAL LTD   | 520000                  | 0.52%                                                                                                                               |
| 18                                                                                | INTERNATIONAL RESOURCES LTD              | 500000                  | 0.50%                                                                                                                               |
| 19                                                                                | GTC INDUSTRIES LTD                       | 416578                  | 0.42%                                                                                                                               |
| 20                                                                                | EXCELLENT COMMERCIAL ENTER LTD           | 345800                  | 0.35%                                                                                                                               |
| 21                                                                                | HARVATEX ENGINEERING & PROCESSING CO LTD | 300000                  | 0.30%                                                                                                                               |
| 22                                                                                | ANURAG TRADING LEASING & INVT.           | 284700                  | 0.28%                                                                                                                               |
| 23                                                                                | CAREFREE INVESTMENT CO LTD               | 280000                  | 0.28%                                                                                                                               |
| 24                                                                                | WGF FINANCIAL SERVICES LTD               | 257800                  | 0.26%                                                                                                                               |
| 25                                                                                | DIVINE LEASING AND FINANCE LTD           | 206704                  | 0.21%                                                                                                                               |
| 26                                                                                | GENERAL EXPORTS AND CREDITS LTD          | 167000                  | 0.17%                                                                                                                               |
| 27                                                                                | RAM KRISHNA DALMIA FOUNDATION            | 152000                  | 0.15%                                                                                                                               |
| 28                                                                                | ARCHANA TRADING AND INVESTMENT CO. LTD   | 3948                    | 0.00%                                                                                                                               |
| 29                                                                                | HARVATEX ENGINEERING & PROCESSING CO LTD | 67723                   | 0.07%                                                                                                                               |
| 30                                                                                | SANJAY TRADING INVT CO PVT. LTD.         | 29100                   | 0.03%                                                                                                                               |
| 31                                                                                | INTERNATIONAL RESOURCES LTD              | 27671                   | 0.03%                                                                                                                               |
| 32                                                                                | SUMAN JAIN                               | 25000                   | 0.02%                                                                                                                               |
| 33                                                                                | HINDUSTAN COMMERCIAL CO LTD              | 93150                   | 0.09%                                                                                                                               |
| 34                                                                                | PASHUPATINATH COMMERCIAL PVT LTD         | 15000                   | 0.01%                                                                                                                               |
| 35                                                                                | LHONAK INTERNATIONAL PRIVATE LTD         | 99599                   | 0.10%                                                                                                                               |
| 36                                                                                | MODERATE INVESTMENT AND COMMERCIAL LTD   | 10050                   | 0.01%                                                                                                                               |
| 37                                                                                | CARISSA INVESTMENT PRIVATE LTD           | 10000                   | 0.01%                                                                                                                               |
| 38                                                                                | GEMS COMMERCIAL CO. LTD                  | 208207                  | 0.21%                                                                                                                               |

|              |                                        |                 |               |
|--------------|----------------------------------------|-----------------|---------------|
| 39           | SOVEREIGN COMMERCIAL PVT LTD           | 6000            | 0.01%         |
| 40           | TRISHUL COMMERCIAL PVT LTD             | 5100            | 0.01%         |
| 41           | NARESHCHANDRA JAIN                     | 5050            | 0.01%         |
| 42           | ARCHANA TRADING AND INVESTMENT CO. LTD | 128900          | 0.13%         |
| 43           | OVAL INVESTMENT PRIVATE LTD            | 3848            | 0.00%         |
| 44           | SWASTIK COMMERCIAL PVT LTD             | 3700            | 0.00%         |
| 45           | DIVINE LEASING AND FINANCE LTD         | 2700            | 0.00%         |
| 46           | ALANKAR COMMERCIAL PVT LTD             | 2600            | 0.00%         |
| 47           | CARISSA INVESTMENT PRIVATE LTD         | 45687           | 0.05%         |
| 48           | RICKLUNSFORD TRADE AND INDUSTRIAL      | 1960            | 0.00%         |
| 49           | CHIRAWA INVESTMENT P LTD               | 1860            | 0.00%         |
| 50           | LAKSHMI VISHNU INVT LTD                | 1860            | 0.00%         |
| 51           | MOURYA FINANCE LTD                     | 1860            | 0.00%         |
| 52           | BHARATPUR INVESTMENT P LTD             | 31842           | 0.03%         |
| 53           | SIKAR INVESTMENT P LTD                 | 1800            | 0.00%         |
| 54           | CAREFREE INVESTMENT CO LTD             | 1450            | 0.00%         |
| 55           | WORLD GROWTH FUND LTD                  | 1332            | 0.00%         |
| 56           | HARVATAX ENGINEERING & PROCESING CO    | 1000            | 0.00%         |
| 57           | ANTARCTICA INVESTMENT P LTD            | 732             | 0.00%         |
| 58           | CARISSA INVESTMENT PRIVATE LTD         | 1065            | 0.00%         |
| 59           | HOTEX COMPANY LTD                      | 78              | 0.00%         |
| <b>TOTAL</b> |                                        | <b>18742935</b> | <b>18.74%</b> |

| <b>(l)(c) Statement showing Shareholding of persons belonging to the category</b> |                                         |                                                      |                                                                                                                                       |                                                                                                                                                 |
|-----------------------------------------------------------------------------------|-----------------------------------------|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>“Public” and holding more than 1% of the total number of shares</b>            |                                         |                                                      |                                                                                                                                       |                                                                                                                                                 |
| <b>Sr. No.</b>                                                                    | <b>Name of the shareholder</b>          | <b>Number of shares</b>                              | <b>Shares as a percentage of total number of shares {i.e., Grand Total (A) +(B)+(C) indicated in Statement at para (l) (a) above}</b> |                                                                                                                                                 |
| 1                                                                                 | BAJAJ HOLDINGS AND INVESTMENT LIMITED   | 1099160                                              | 1.10%                                                                                                                                 |                                                                                                                                                 |
| 2                                                                                 | GHCL EMPLOYEES STOCK OPTION TRUST       | 2915464                                              | 2.91%                                                                                                                                 |                                                                                                                                                 |
| 3                                                                                 | JALCO FINANCIAL SERVICES PVT. LTD.      | 2885507                                              | 2.88%                                                                                                                                 |                                                                                                                                                 |
| 4                                                                                 | LIFE INSURANCE CORPORATION OF INDIA     | 3138105                                              | 3.14%                                                                                                                                 |                                                                                                                                                 |
| 5                                                                                 | UNITED INDIA INSURANCE COMPANY LTD      | 2174280                                              | 2.17%                                                                                                                                 |                                                                                                                                                 |
| 6                                                                                 | L.D. LEASING AND CREDIT PVT. LTD.       | 1284333                                              | 1.28%                                                                                                                                 |                                                                                                                                                 |
| 7                                                                                 | T M COMMERCIALS PVT. LTD.               | 4803574                                              | 4.80%                                                                                                                                 |                                                                                                                                                 |
| 8                                                                                 | WILFUL FINANCE AND INVESTMENT CO. P LTD | 2258000                                              | 2.26%                                                                                                                                 |                                                                                                                                                 |
| 9                                                                                 | J. P. FINANCIAL SERVICES PVT LTD        | 3149010                                              | 3.15%                                                                                                                                 |                                                                                                                                                 |
| 10                                                                                | EAST INDIA SECURITIES LTD               | 1888700                                              | 1.89%                                                                                                                                 |                                                                                                                                                 |
| 11                                                                                | GLOBE CAPITAL MARKET LTD.               | 1017894                                              | 1.02%                                                                                                                                 |                                                                                                                                                 |
| <b>TOTAL</b>                                                                      |                                         | <b>26614027</b>                                      | <b>26.61%</b>                                                                                                                         |                                                                                                                                                 |
| <b>(l)(d) Statement showing details of locked-in shares</b>                       |                                         |                                                      |                                                                                                                                       |                                                                                                                                                 |
| <b>Sr. No.</b>                                                                    | <b>Name of the shareholder</b>          | <b>Category of Shareholders (Promoters / Public)</b> | <b>Number of locked-in shares</b>                                                                                                     | <b>Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A) +(B)+(C) indicated in Statement at para (l) (a) above}</b> |
| 1                                                                                 | <b>NOT APPLICABLE</b>                   |                                                      |                                                                                                                                       |                                                                                                                                                 |
| 2                                                                                 |                                         |                                                      |                                                                                                                                       |                                                                                                                                                 |
| <b>TOTAL</b>                                                                      |                                         |                                                      |                                                                                                                                       |                                                                                                                                                 |

| <b>(II)(a) Statement showing details of Depositories Receipts (DRs)</b> |                                                        |                                  |                                                                                                                                                                  |
|-------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Sr. No.</b>                                                          | <b>Type of outstanding DR (ADRs, GDRs, SDRs, etc.)</b> | <b>Number of outstanding DRs</b> | <b>Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A) +(B)+(C) indicated in Statement at para (I) (a) above}</b> |
| 1                                                                       | NOT APPLICABLE                                         |                                  |                                                                                                                                                                  |
| 2                                                                       |                                                        |                                  |                                                                                                                                                                  |
| <b>TOTAL</b>                                                            |                                                        |                                  |                                                                                                                                                                  |

| <b>(II)(b) Statement showing Holding of Depositories Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares</b> |                                                        |                                                    |                                                                                                                                                                  |
|----------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Sr. No.</b>                                                                                                                                     | <b>Type of outstanding DR (ADRs, GDRs, SDRs, etc.)</b> | <b>Number of shares underlying outstanding DRs</b> | <b>Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A) +(B)+(C) indicated in Statement at para (I) (a) above}</b> |
| 1                                                                                                                                                  | NOT APPLICABLE                                         |                                                    |                                                                                                                                                                  |
| 2                                                                                                                                                  |                                                        |                                                    |                                                                                                                                                                  |
| <b>TOTAL</b>                                                                                                                                       |                                                        |                                                    |                                                                                                                                                                  |

for GHCL LIMITED

**Bhuwleshwar Mishra**  
**General Manager & Company Secretary**