

**June 30, 2022**

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 39<sup>th</sup> Annual General Meeting of GHCL Limited held on June 30, 2022 as per Regulation 30 and details of the voting as per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to requirement of Regulation 30 & Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") read with other applicable provisions, if any, we are pleased to inform that in line with the framework prescribed by Ministry of Corporate Affairs vide its Circulars No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, Circular no. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and SEBI Circulars dated 12<sup>th</sup> May, 2020, SEBI Circular dated January 15, 2021 and SEBI Circular dated May 13, 2022 (collectively referred to as "Circulars"), 39<sup>th</sup> Annual General Meeting (AGM) of the Company has been held on **Thursday, June 30, 2022 at 10.00 A.M.**, through video conference and other audio visual means (VC). The meeting commenced at 10:00 A.M. (IST) and concluded at 11.00 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 Auditor, Secretarial Auditor 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, auditor, secretarial auditor 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 the resolutions set forth in the Notice. It was further informed that there would be no voting by show of hands.

  
The seal of GHCL Limited, a circular stamp with 'GHCL LIMITED' around the perimeter and the company logo in the center.

B- 38, GHCL House, Institutional Area, Sector- 1, Noida, (U.P.) - 201301, India. Ph. : +91-120-2535335, 4939900, Fax : +91-120-2535209  
CIN : L24100GJ1983PLC006513, E-mail : [ghclinfo@ghcl.co.in](mailto:ghclinfo@ghcl.co.in), Website : [www.ghcl.co.in](http://www.ghcl.co.in)

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

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 June 25, 2022 (Saturday) to June 29, 2022 (Wednesday) [both days inclusive] and e-voting facilities through CDSL platform given to the members present at the AGM for those members who had not availed the Remote e-voting. All the eight 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 eight items of the business contained in the Notice of the 39<sup>th</sup> Annual General Meeting as mentioned below were approved by the members with requisite majority.

1. **Resolution No. 1 (Ordinary Resolution)**: Adoption of audited financial statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2022.
2. **Resolution No. 2 (Ordinary Resolution)**: Declaration of dividend for the financial year ended on March 31, 2022.

The Chairman Shri Sanjay Dalmia was interested in agenda Item No. 3 for which he has appointed Dr. Manoj Vaish, Chairman of Audit & Compliance Committee and Lead Independent Director to act as Chairman for this agenda item. Thereafter Dr. Manoj Vaish advised Company Secretary to proceed with the agenda item No. 3.

3. **Resolution No. 3 (Ordinary Resolution)**: Re-appointment of Mr. Anurag Dalmia as a Director of the Company, liable to retire by rotation.

Dr. Manoj Vaish vacated the Chair and requested Shri Sanjay Dalmia to take the Chair for the remaining Agenda (i.e. Item No. 4 to 8). Thereafter, Shri Sanjay Dalmia advised company secretary to proceed with the agenda item No. 4.

4. **Resolution No. 4 (Ordinary Resolution)**: Re-appointment of Mr. Raman Chopra as a Director of the Company, liable to retire by rotation.



5. **Resolution No. 5 (Ordinary Resolution):** Re - Appointment of Mr. Ravi Shanker Jalan as Managing Director of the Company.
6. **Resolution No. 6 (Special Resolution):** Re - Appointment of Mrs. Vijaylaxmi Joshi (Retd. IAS) as an Independent Director of the Company.
7. **Resolution No. 7 (Special Resolution):** Approval for Private placement of Redeemable Non-Convertible Debenture.
8. **Resolution No. 8 (Special Resolution):** Alteration of Articles of Association of the Company for adoption of new set of Articles of Association in alignment with the Companies Act, 2013.

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

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

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



**Bhuneshwar Mishra**  
**Sr. GM – Sustainability & 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](mailto:helpdesk@cdslindia.com)

**Annexure-1**

<b><u>GHCL LIMITED - Details of voting results under regulation 44 (3) of the SEBI (LODR) regulations, 2015 for 39<sup>th</sup> AGM</u></b>	
<b>Date of Meeting</b>	June 30, 2022
<b>Cut-off date</b>	June 23, 2022
<b>Total number of shareholders on cut-off date</b>	105946
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
<b>(a) Promoters &amp; Promoters Group</b>	No
<b>(b) Public</b>	No
<b>No. of shareholders attended the meeting through video conferencing</b>	
<b>(a) Promoters &amp; Promoters Group</b>	31
<b>(b) Public</b>	65
<b>No. of resolution passed in the meeting</b>	8



## GHCL Limited

Resolution Required : (Ordinary)		1 - Adoption of audited financial statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2022						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18187810	18171232	99.9089	18171232	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18171232</b>	<b>99.9089</b>	<b>18171232</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	32584524	27169013	83.3801	27169013	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27169013</b>	<b>83.3801</b>	<b>27169013</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	44813452	14465552	32.2795	14465472	80	99.9994	0.0006
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14465552</b>	<b>32.2795</b>	<b>14465472</b>	<b>80</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Total</b>		<b>95585786</b>	<b>59805797</b>	<b>62.5677</b>	<b>59805717</b>	<b>80</b>	<b>99.9999</b>	<b>0.0001</b>



## GHCL Limited

Resolution Required : (Ordinary)		2 - Declaration of dividend for the financial year ended on March 31, 2022						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18187810	18171232	99.9089	18171232	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18171232</b>	<b>99.9089</b>	<b>18171232</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	32584524	27456620	84.2628	27456620	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27456620</b>	<b>84.2628</b>	<b>27456620</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	44813452	14465552	32.2795	14465472	80	99.9994	0.0006
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14465552</b>	<b>32.2795</b>	<b>14465472</b>	<b>80</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Total</b>		<b>95585786</b>	<b>60093404</b>	<b>62.8686</b>	<b>60093324</b>	<b>80</b>	<b>99.9999</b>	<b>0.0001</b>



## GHCL Limited

Resolution Required : (Ordinary)			3 - Re-appointment of Mr. Anurag Dalmia as a Director of the Company, liable to retire by rotation					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18187810	18171232	99.9089	18171232	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18171232</b>	<b>99.9089</b>	<b>18171232</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	32584524	27456620	84.2628	27357537	99083	99.6391	0.3609
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27456620</b>	<b>84.2628</b>	<b>27357537</b>	<b>99083</b>	<b>99.6391</b>	<b>0.3609</b>
Public Non Institutions	E-Voting	44813452	14465552	32.2795	14465342	210	99.9985	0.0015
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14465552</b>	<b>32.2795</b>	<b>14465342</b>	<b>210</b>	<b>99.9985</b>	<b>0.0015</b>
<b>Total</b>		<b>95585786</b>	<b>60093404</b>	<b>62.8686</b>	<b>59994111</b>	<b>99293</b>	<b>99.8348</b>	<b>0.1652</b>

**Note:** Since Mr. Anurag Dalmia is promoter Director, the Promoter/Promoter Group shall be considered as interested to that extent.



## GHCL Limited

Resolution Required : (Ordinary)			4 - Re-appointment of Mr. Raman Chopra as a Director of the Company, liable to retire by rotation					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18187810	18171232	99.9089	18171232	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18171232</b>	<b>99.9089</b>	<b>18171232</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	32584524	27456620	84.2628	27323123	133497	99.5138	0.4862
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27456620</b>	<b>84.2628</b>	<b>27323123</b>	<b>133497</b>	<b>99.5138</b>	<b>0.4862</b>
Public Non Institutions	E-Voting	44813452	14465552	32.2795	14465321	231	99.9984	0.0016
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14465552</b>	<b>32.2795</b>	<b>14465321</b>	<b>231</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>95585786</b>	<b>60093404</b>	<b>62.8686</b>	<b>59959676</b>	<b>133728</b>	<b>99.7775</b>	<b>0.2225</b>





## GHCL Limited

Resolution Required : (Ordinary)		5 - Re - Appointment of Mr. Ravi Shanker Jalan as Managing Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={([2]/[1])*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100
Promoter and Promoter Group	E-Voting	18187810	18171232	99.9089	18171232	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18171232</b>	<b>99.9089</b>	<b>18171232</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	32584524	27456620	84.2628	21070622	6385998	76.7415	23.2585
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27456620</b>	<b>84.2628</b>	<b>21070622</b>	<b>6385998</b>	<b>76.7415</b>	<b>23.2585</b>
Public Non Institutions	E-Voting	44813452	14465552	32.2795	14465317	235	99.9984	0.0016
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14465552</b>	<b>32.2795</b>	<b>14465317</b>	<b>235</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>95585786</b>	<b>60093404</b>	<b>62.8686</b>	<b>53707171</b>	<b>6386233</b>	<b>89.3728</b>	<b>10.6272</b>



## GHCL Limited

Resolution Required : (Special)			6 - Re - Appointment of Mrs. Vijaylaxmi Joshi (Retd. IAS) as an Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18187810	18171232	99.9089	18171232	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18171232</b>	<b>99.9089</b>	<b>18171232</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	32584524	27429005	84.1780	27036435	392570	98.5688	1.4312
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27429005</b>	<b>84.1780</b>	<b>27036435</b>	<b>392570</b>	<b>98.5688</b>	<b>1.4312</b>
Public Non Institutions	E-Voting	44813452	14465552	32.2795	14465381	171	99.9988	0.0012
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14465552</b>	<b>32.2795</b>	<b>14465381</b>	<b>171</b>	<b>99.9988</b>	<b>0.0012</b>
<b>Total</b>		<b>95585786</b>	<b>60065789</b>	<b>62.8397</b>	<b>59673048</b>	<b>392741</b>	<b>99.3461</b>	<b>0.6539</b>



## GHCL Limited

Resolution Required : (Special)		7 - Approval for Private placement of Redeemable Non-Convertible Debenture						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18187810	18171232	99.9089	18171232	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18171232</b>	<b>99.9089</b>	<b>18171232</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	32584524	27456620	84.2628	27456620	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27456620</b>	<b>84.2628</b>	<b>27456620</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	44813452	14465552	32.2795	14465251	301	99.9979	0.0021
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14465552</b>	<b>32.2795</b>	<b>14465251</b>	<b>301</b>	<b>99.9979</b>	<b>0.0021</b>
<b>Total</b>		<b>95585786</b>	<b>60093404</b>	<b>62.8686</b>	<b>60093103</b>	<b>301</b>	<b>99.9995</b>	<b>0.0005</b>



## GHCL Limited

Resolution Required : (Special)		8 - Alteration of Articles of Association of the Company for adoption of new set of Articles of Association in alignment with the Companies Act, 2013						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	18187810	18171232	99.9089	18171232	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18171232</b>	<b>99.9089</b>	<b>18171232</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	32584524	27456620	84.2628	26293200	1163420	95.7627	4.2373
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27456620</b>	<b>84.2628</b>	<b>26293200</b>	<b>1163420</b>	<b>95.7627</b>	<b>4.2373</b>
Public Non Institutions	E-Voting	44813452	14465552	32.2795	14465342	210	99.9985	0.0015
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14465552</b>	<b>32.2795</b>	<b>14465342</b>	<b>210</b>	<b>99.9985</b>	<b>0.0015</b>
<b>Total</b>		<b>95585786</b>	<b>60093404</b>	<b>62.8686</b>	<b>58929774</b>	<b>1163630</b>	<b>98.0636</b>	<b>1.9364</b>


**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

(Mr. Sanjay Dalmia for all Items except Item No. 3 chaired by Dr. Manoj Vaish)

Of 39<sup>th</sup> Annual General Meeting (AGM) of the members of

GHCL LIMITED (GHCL)

Held on 30<sup>th</sup> June, 2022 at 10:00 a.m.

Through Video Conference (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

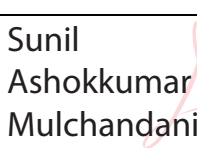
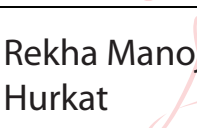
1. I, CS Manoj Rajaram Hurkat, Practising Company Secretary, have been appointed by the Board of Directors of GHCL Limited (“Company”) as a Scrutinizer for the purpose of scrutinizing the Remote E-voting & E-voting at the time of Annual General Meeting and for ascertaining the majority on voting carried out as per the provisions of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, considered in connection with the 39<sup>th</sup> AGM held on 30<sup>th</sup> June, 2022 at 10:00 a.m. through Video Conference (VC) / Other Audio Visual Means (OAVM) as per the framework issued by the Ministry of Corporate Affairs (MCA) vide 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, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Circular no. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 (MCA Circulars) and also SEBI Circular dated 12<sup>th</sup> May, 2020, SEBI Circular dated January 15, 2021 and SEBI Circular dated 13<sup>th</sup> May, 2022 (SEBI Circulars).
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013, MCA Circulars and Rules relating to voting on the resolutions contained in the Notice to 39<sup>th</sup> Annual General Meeting of the members of the Company.

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

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

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

- I. The Remote E-voting period remained open from Saturday, 25<sup>th</sup> June, 2022 (9:00 a.m.) to Wednesday, 29<sup>th</sup> June, 2022 (5.00 p.m.).
- II. The Members of the Company as on "cut off" date i.e. 23<sup>rd</sup> June, 2022 were entitled to vote on the resolutions stated in the Notice of 39<sup>th</sup> Annual General Meeting.
- III. The votes casted were subsequently unblocked by me on 30<sup>th</sup> June, 2022 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.	Sunil A. Mulchandani 58, Sudama Homes, B/h Nandigram, Nana Chiloda, Ahmedabad	 Sunil Ashokkumar Mulchandani <small>Digitally signed by Sunil Ashokkumar Mulchandani DN: cn=IN, o=Personal, 2.5.4.20=6d1d16deed73f30f1c2f6a6ce42cf3 01c189a0a55ed0672e0532d347e9ca2d33, postalCode=382340, st=Gujarat, serialNumber=cdba1b1233b03572b443028 c30e030598b0b5591865269593e4939fa5c35b 9987, cn=Sunil Ashokkumar Mulchandani Date: 2022.06.30 15:23:45 +05'30'</small>
02.	Rekha Hurkat A/6, Rangbindu Society, B/h Bombay Garage, Shahibaug, Ahmedabad – 380004	 Rekha Manoj Hurkat <small>Digitally signed by Rekha Manoj Hurkat DN: cn=IN, o=Personal, 2.5.4.20=36bc42f5fb7c8b7d25beb4d88e5 1862811e36ced6a113d0c5db450c1fa48715 5c, postalCode=380004, st=Gujarat, serialNumber=79bb3fab741297d3554d41 10317610186d94fdbe7eefa29bc56a0707f 588afa8, cn=Rekha Manoj Hurkat Date: 2022.06.30 15:24:34 +05'30'</small>

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

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

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

- I. The E-voting was conducted together on all the item nos. 1 to 8 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 39<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:

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

**Ordinary Resolution for adoption of Audited Financial Statements (including consolidated financial statements) etc. for the financial year ended on 31<sup>st</sup> March, 2022:**

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	386	59805617	100%
E-voting (During AGM)	1	100	100%
Total	387	59805717	100%

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	1	80	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	1	80	Negligible

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

Type of Voting	Number of members Abstaining	Number of unutilized votes	% of total number of valid votes cast
E-voting (Remote)	2*	361907	0.61%
E-voting (During AGM)	Nil	Nil	Nil
Total	2*	361907	0.61%

\* including one member who partially exercised the voting rights



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

**Ordinary Resolution for declaration of Dividend for the financial year ended on 31<sup>st</sup> March, 2022:**

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	387	60093224	100%
E-voting (During AGM)	1	100	100%
Total	388	60093324	100%

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	1	80	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	1	80	Negligible

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

Type of Voting	Number of members Abstaining	Number of unutilized votes	% of total number of valid votes cast
E-voting (Remote)	1*	74300	0.12%
E-voting (During AGM)	Nil	Nil	Nil
Total	1*	74300	0.12%

\* The member partially exercised the voting rights

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

**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 members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	375	59994011	99.83%
E-voting (During AGM)	1	100	100%
Total	376	59994111	99.83%

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	13	99293	0.17%
E-voting (During AGM)	Nil	Nil	Nil
Total	13	99293	0.17%

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

Type of Voting	Number of members Abstaining	Number of unutilized votes	% of total number of valid votes cast
E-voting (Remote)	1*	74300	0.12%
E-voting (During AGM)	Nil	Nil	Nil
Total	1*	74300	0.12%

\* The member partially exercised the voting rights

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

**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 members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	375	59959576	99.78%
E-voting (During AGM)	1	100	100%
Total	376	59959676	99.78%

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	13	133728	0.22%
E-voting (During AGM)	Nil	Nil	Nil
Total	13	133728	0.22%

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

Type of Voting	Number of members Abstaining	Number of unutilized votes	% of total number of valid votes cast
E-voting (Remote)	1*	74300	0.12%
E-voting (During AGM)	Nil	Nil	Nil
Total	1*	74300	0.12%

\* The member partially exercised the voting rights

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

**Ordinary Resolution for reappointment of Mr. Ravi Shanker Jalan (DIN: 00121260) as Managing Director of the Company for a term of five years w.e.f. 7<sup>th</sup> June, 2022:**

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	295	53707071	89.37%
E-voting (During AGM)	1	100	100%
Total	296	53707171	89.37%

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	93	6386233	10.63%
E-voting (During AGM)	Nil	Nil	Nil
Total	93	6386233	10.63%

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

Type of Voting	Number of members Abstaining	Number of unutilized votes	% of total number of valid votes cast
E-voting (Remote)	1*	74300	0.12%
E-voting (During AGM)	Nil	Nil	Nil
Total	1*	74300	0.12%

\* The member partially exercised the voting rights

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

**Special Resolution for re-appointment of Mrs. Vijalaxmi Joshi (Retd. IAS) (DIN: 00032055) as an Independent Director of the Company for second term of 5 consecutive years w.e.f. 20<sup>th</sup> April, 2022:**

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	373	59672948	99.35%
E-voting (During AGM)	1	100	100%
Total	374	59673048	99.35%

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	14	392741	0.65%
E-voting (During AGM)	Nil	Nil	Nil
Total	14	392741	0.65%

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

Type of Voting	Number of members Abstaining	Number of unutilized votes	% of total number of valid votes cast
E-voting (Remote)	2*	101915	0.16%
E-voting (During AGM)	Nil	Nil	Nil
Total	2*	101915	0.16%

\* including one member who partially exercised the vote

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

**Special Resolution for approval for Private placement of Redeemable Non-Convertible Debenture:**

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	382	60093003	100%
E-voting (During AGM)	1	100	100%
Total	383	60093103	100%

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	6	301	Negligible
E-voting (During AGM)	Nil	Nil	Nil
Total	6	301	Negligible

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

Type of Voting	Number of members Abstaining	Number of unutilized votes	% of total number of valid votes cast
E-voting (Remote)	1*	74300	0.12%
E-voting (During AGM)	Nil	Nil	Nil
Total	1*	74300	0.12%

\*The member partially exercised the voting rights

**(h) Resolution No. 8:**

**Special resolution for alteration of Articles of Association of the Company by adoption of new set of Articles of Association:**

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	368	58929674	98.06%
E-voting (During AGM)	1	100	100%
Total	369	58929774	98.06%

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting (Remote)	20	1163630	1.94%
E-voting (During AGM)	Nil	Nil	Nil
Total	20	1163630	1.94%

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

Type of Voting	Number of members Abstaining	Number of unutilized votes	% of total number of valid votes cast
E-voting (Remote)	1*	74300	0.12%
E-voting (During AGM)	Nil	Nil	Nil
Total	1*	74300	0.12%

\*The member partially exercised the voting rights

