

# Notice of 43<sup>rd</sup> Annual General Meeting

(Pursuant to Section 101 of the Companies Act, 2013)

## GHCL Limited

(CIN: L24100GJ1983PLC006513)

**Registered Office:** GHCL House, Opp. Punjabi Hall,  
Navrangpura, Ahmedabad – 380009 (Gujarat)

**Phone:** 079 - 26427818

**Corporate Office:** GHCL House, B-38, Institutional Area,  
Sector - 1, Noida – 201301 (U.P.)

**Phone:** 0120 – 4939900, 2535335.

**Email:** [secretarial@ghcl.co.in](mailto:secretarial@ghcl.co.in); [ghclinfo@ghcl.co.in](mailto:ghclinfo@ghcl.co.in)

**Website:** [www.ghcl.co.in](http://www.ghcl.co.in)

Dear Member(s),

NOTICE is hereby given that 43<sup>rd</sup> Annual General Meeting of the members of GHCL Limited (CIN: L24100GJ1983PLC006513) will be held on **Thursday, June 25, 2026 (गुरुवार, ज्येष्ठ शुक्ल पक्ष – एकादशी, विक्रम संवत् 2083) at 10.00 a.m.** through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following businesses:

## ORDINARY BUSINESS:

**Item no. 1: Adoption of audited standalone financial statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and auditors thereon.**

To consider and pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2026, along with Board’s Report, Independent Auditors’ Report thereon, Integrated Report, Corporate Governance Report, Secretarial Auditor’s Report and other annexures and attachments therewith, as circulated to the members with the notice of the 43<sup>rd</sup> Annual General Meeting, be and are hereby received, considered, approved and adopted.”

**Item no. 2: Adoption of audited consolidated financial statements of the Company for the financial year ended March 31, 2026, and the report of the Auditor thereon**

To consider and pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, along with Independent Auditors’ Report thereon, and other annexures

and attachments therewith, as circulated to the members with the notice of the 43<sup>rd</sup> Annual General Meeting, be and are hereby received, considered, approved and adopted.”

**Item no. 3: Declaration of Dividend for the financial year ended March 31, 2026, on equity shares of the Company.**

To consider and pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT dividend of ₹ 12.00 (Rupees Twelve) per equity share of ₹ 10/- each i.e. 120% on the paid-up equity share capital, of the Company, as recommended by the Board of Directors for the financial year ended March 31, 2026, be and is hereby declared and that such dividend be paid to those equity shareholders whose names appear in the Register of Members as on record date, i.e. Thursday, June 18, 2026”.

**Item no. 4: Re-appointment of Mr. Raman Chopra as a Director of the Company, liable to retire by rotation**

To consider and pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mr. Raman Chopra (DIN: 00954190), who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

**Item No. 5: Appointment of Deloitte Haskins & Sells Chartered Accountants LLP, as Statutory Auditor of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, and 142 of the Companies Act, 2013 (“Act”) read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other

applicable rules, regulations, and provisions, if any (including any statutory modification, amendment, or re-enactment thereof for the time being in force), including Regulation 33 of the SEBI Listing Regulations, 2015 as amended and based on the recommendation of the Audit & Compliance Committee and the Board of Directors, Deloitte Haskins & Sells Chartered Accountants LLP, (Firm Registration No. 117364W / W100739) ("Deloitte"), be and is hereby appointed as the Statutory Auditor of the Company, to hold office for a term of five consecutive years commencing from the conclusion of this 43<sup>rd</sup> Annual General Meeting until the conclusion of the 48<sup>th</sup> Annual General Meeting of the Company (to be held for the financial year 2030-31), to conduct the statutory audit of the Company for the financial years 2026-27 to 2030-31, on the following remuneration, plus reimbursement of out-of-pocket expenses actually incurred in connection with the audit and applicable taxes:

- (i) **First year remuneration (FY 2026-27): ₹ 1,10,00,000 (Rupees One Crore and Ten Lakhs only)**, inclusive of fees for statutory audit and certifications required under applicable laws and regulations;
- (ii) **Maximum remuneration cap:** the total remuneration payable to the Statutory Auditor in any financial year during the five-year tenure shall not exceed **₹ 2,00,00,000 (Rupees Two Crores only)**, inclusive of all certifications under the audit engagement;

"RESOLVED FURTHER THAT the Board of Directors and / or the Audit & Compliance Committee of the Board be and is hereby severally authorised to do all such acts, deeds, matters, and things as may be necessary, expedient, or desirable to give effect to this Resolution, including negotiating and settling the terms of engagement, issuing the letter of appointment, determining the remuneration for each financial year of the tenure within the parameters set out in the Explanatory Statement to this Notice, and filing the necessary forms and returns with the Registrar of Companies and such other regulatory authorities as may be required under applicable law."

**Registered Office:**  
GHCL HOUSE  
Opp. Punjabi Hall  
Navrangpura, Ahmedabad - 380009

By Order of the Board  
For **GHCL LIMITED**

Place: Noida  
Date: May 05, 2026

Sd/-  
**Bhuwneshwar Prasad Mishra**  
Vice President - Sustainability  
& Company Secretary  
Membership No.: FCS 5330

**NOTES:**

1. The Annual General Meeting (AGM) of the Company is being convened through Video Conferencing (VC) or Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013, read with relevant rules and Secretarial Standard-2 (SS-2), and in accordance with the framework prescribed by the Ministry of Corporate Affairs (MCA) through its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and the most recent Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars") read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations 2015"), SEBI Master Circular no. SEBI/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force). The framework prescribed by MCA / SEBI in said circulars would be available to the members for effective participation in following manner:
  - a. The Company is convening 43<sup>rd</sup> Annual General Meeting (AGM) through VC / OAVM and no physical presence of members, directors, auditors and other eligible persons shall be required for this annual general meeting. The registered office of the Company shall be deemed to be venue for the AGM.
  - b. VC / OAVM facility provided by the Company, is having a capacity to allow at least 1000 members to participate the meeting on a first-come-first-served basis. However, the large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors, directors, KMPs, the Chairperson of the Audit & Compliance Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principle.
  - c. Notice of 43<sup>rd</sup> AGM and financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) for FY 2025-26, are being sent only through email to all members as on May 15, 2026 on their registered email id with the company and no physical copy of the same would be dispatched. However, shareholder can request to the Company for physical copies of the annual report by sending email at [secretarial@ghcl.co.in](mailto:secretarial@ghcl.co.in) and the same shall be provided. A letter providing the web-link for accessing the Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company or depositories. 43<sup>rd</sup> Integrated Annual Report containing Notice, financial statements and other documents are available on the website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) where the Company's shares are listed and is also available on the website of the Company ([www.ghcl.co.in](http://www.ghcl.co.in)).
  - d. Company is providing two way teleconferencing facility or WebEx for the ease of participation of the members.
  - e. Recorded transcript of the meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.
  - f. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
  - g. Participants i.e. members, directors, auditors and other eligible persons to whom this notice is being circulated are allowed to submit their queries / questions etc. before the general meeting in advance on the e-mail address of the company at [secretarial@ghcl.co.in](mailto:secretarial@ghcl.co.in). Further, queries / questions may also be posed concurrently during the general meeting at given email id.
  - h. Members, directors, auditors and other eligible persons to whom this notice is being circulated can attend this annual general meeting through video conferencing at least 15 minutes before the schedule time and shall be closed after expiry of 15 minutes from the scheduled time. The VC/OAVM link will be available at least 15 minutes before the scheduled commencement of the AGM and will remain open for upto 15 minutes after the scheduled time.
  - i. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
2. Process for those Members whose email Ids addresses are not registered with the company / depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
  - a) **For Physical Members** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR

(self-attested scanned copy of Aadhar Card) by email to Company ([secretarial@ghcl.co.in](mailto:secretarial@ghcl.co.in)) / RTA ([rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)).

- b) **For Demat Members** -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company ([secretarial@ghcl.co.in](mailto:secretarial@ghcl.co.in)) / RTA ([rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)).
  - c) **For Individual Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
3. The relevant details pursuant to Section 102 of the Companies Act, 2013 and/or any other applicable provisions in respect of Item No. 5, is separately given in the notice.
  4. The dividend as recommended by the Board of Directors, will be paid to the members on or after the date of Annual General Meeting and before 30<sup>th</sup> day from the date of its declaration at the AGM:
    - **For equity shares held in physical form** - those Members whose names will appear in the Register of Members on the record date i.e. Thursday, June 18, 2026.
    - **For equity shares held in dematerialized form** - those beneficiaries, whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owner on the record date i.e. Thursday, June 18, 2026.
  5. The relevant details of the Director seeking re-appointment under Item No. 4, as required under Regulation 36(3) of the Listing Regulations, read with applicable provisions of the Companies Act, 2013 and Secretarial Standard - 2 (SS-2) are provided as **Annexure 1** to the Notice and also in the Corporate Governance Report.
  6. Members are requested to notify any change of address immediately to their Depositories Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company in respect of their physical share folios, if any.
  7. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for deletion or / change in such bank details. Further instruction, if any, already given by

them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, directly to their Depositories Participants.

8. Members are requested to send their queries, if any, at least seven (7) days in advance of the meeting so that the information can be made available at the meeting.

## 9. Voting through electronic means:

- (a) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations") and any other applicable provisions, the Company is pleased to provide members the facility to exercise their right to vote at the 43<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
- (b) A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulation read with the MCA circulars.
- (c) During the remote e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Thursday, June 18, 2026, may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. As per Explanation (ii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, cut-off date means a date not earlier than 7 days before the date of general meeting.
- (d) The remote e-voting period commences at 9:00 a.m. (IST) on Sunday, June 21, 2026 and ends at 5:00 p.m. (IST) on Wednesday, June 24, 2026. The e-voting module shall be disabled by CDSL for voting thereafter.
- (e) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (f) The facility for voting, through electronic voting system, shall also be made available during the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able

to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

**(g) Instructions for members for remote e-voting are as under:**


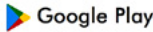


**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual Members holding shares in demat mode.**

- (i) Pursuant to Regulation 44 of the SEBI Listing Regulations, 2015 read with SEBI Master Circular no. SEBI/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 and other applicable provisions, on e-voting facility provided by Listed Companies, Individual Members holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

In order to increase the efficiency of the voting process, all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants, able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Pursuant to above said SEBI Master Circular, login method for e-Voting for Individual Members holding securities in Demat mode with NSDL/CDSL are given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the Evoting is in progress as per the information provided by company. On clicking the Evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of Members	Login Method
<p>Individual Members holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p>For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of Members	Login Method
Individual Members (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- (ii) Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Step 2: : Access through CDSL e-Voting system in case of Members holding shares in physical mode and non-individual Members in demat mode.**

**h) Login method of e-Voting and joining virtual meetings for Physical shareholders and shareholders (including) other than individual holding in Demat form.**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Members" tab.
- (iii) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Physical Members and other than individual Members holding shares in Demat.
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> i.e. GHCL Limited, on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an option to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification

#### Note for Non - Individual Members and Custodians for remote voting only

**Step 1:** Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.

**Step 2:** A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Step 3:** After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

**Step 4:** The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

**Step 5:** A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**Step 6:** Alternatively, Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, at least 48 hours before the meeting to the Company at [secretarial@ghcl.co.in](mailto:secretarial@ghcl.co.in), if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### 10. The instructions for Members attending the AGM through VC / OAVM and (v) voting on the day of the AGM through e-voting system are as under: -

- i. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Members are encouraged to join the Meeting through Laptops / IPads for better experience.

- v. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The Members who do not wish to speak during the AGM but have queries may send their queries in advance **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ([secretarial@ghcl.co.in](mailto:secretarial@ghcl.co.in)). These queries will be replied to by the company suitably by email.
- viii. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- xi. Only those Members/ Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
- x. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.

## 11. For Assistance / Queries for e-voting etc.

Login type	Helpdesk details
(i) Individual Members holding securities in Demat mode with <b>CDSL</b>	<p>If you have any queries or issues regarding attending e-voting from the e-voting system, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at <a href="http://www.evotingindia.com">www.evotingindia.com</a> under help section or write an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.18002109911</p> <p>All grievances connected with the facility for voting by electronic means may be addressed to Mr. Nitin Kunder (022-62343626) or Ms. Asawari Kalokhe (022-62343624) or Mr. Rakesh Dalvi (022-62343611) (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 18002109911.</p>
(ii) Individual Members holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022-48867000 and 022-24997000.

- 12. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., MUFG Intime India Private Limited, Unit: GHCL Limited, Mr. Prashant Kirtikar, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai-400083, changes, if any, in their Bank details, registered address, Email ID, etc. along with their Pin Code. Members holding shares in electronic form may update such details with their respective Depository Participant.
- 13. Mr. Manoj R. Hurkat, Practicing Company Secretary holding Membership No. F4287 and Certificate of Practice No. 2574 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Board has also authorised Chairman to appoint one or more scrutinizers in addition to and/or in place of Mr. Hurkat.
- 14. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than 48 hours from the conclusion of meeting, a consolidated Scrutiniser's Report of the total votes cast in favour and against each resolution and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- 15. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ghcl.co.in](http://www.ghcl.co.in) and on

- the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.
16. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested, Certificate from the Auditors of the Company under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and all documents referred to in the Notice are available at the Registered Office of the Company.

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Agenda Item No. 5:

- A. **Background and Mandatory Rotation:** Members are requested to note that S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E / E300005) were appointed as Statutory Auditor of the Company at the 38<sup>th</sup> Annual General Meeting held on June 19, 2021, for a second term of five consecutive years extending from the 38<sup>th</sup> Annual General Meeting to the 43<sup>rd</sup> Annual General Meeting, to conduct the statutory audit for the financial years 2021-22 to 2025-26.

Upon conclusion of the ensuing 43<sup>rd</sup> Annual General Meeting, S. R. Batliboi & Co. LLP will have completed two consecutive terms of five years each, aggregating to the maximum permissible tenure of ten years under Section 139(2) of the Companies Act, 2013. Accordingly, their term as Statutory Auditor concludes at this Annual General Meeting and the appointment of a new Statutory Auditor is mandatory with effect from the conclusion of this Annual General Meeting. The Board places on record its sincere appreciation for the diligence and professionalism demonstrated by S. R. Batliboi & Co. LLP during their tenure as Statutory Auditor of the Company.

- B. **Recommendation and Selection Process:** Upon review of proposals received from eligible firms, the Audit & Compliance Committee evaluated and recommended the appointment of Deloitte Haskins & Sells Chartered Accountants LLP, as the new Statutory Auditor of the Company, having regard to the firm's professional standing, sector expertise, audit methodology, scale of operations, and fee proposal. The Board of Directors, at its meeting held on May 05, 2026, considered and accepted the recommendation of the Audit & Compliance Committee and resolved to recommend the appointment to the Members for approval at the ensuing Annual General Meeting.
- C. **Eligibility and Consent:** Deloitte Haskins & Sells Chartered Accountants LLP, have provided the Company with:
- a written consent to the proposed appointment under Section 139(1) of the Companies Act, 2013; and

- a certificate confirming that the firm satisfies the eligibility criteria prescribed under Section 141 of the Act, that it is not disqualified from being appointed as auditor under any applicable provision of the Act or the rules framed thereunder, and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and the rules framed thereunder.

- D. **Brief Profile of the Proposed Statutory Auditor:** Deloitte Haskins & Sells Chartered Accountants LLP, (Firm Registration No. 117364W/W100739) is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India, operating as part of the Deloitte Touche Tohmatsu Limited (DTTL) global network, which is among the world's leading professional services organisations in the world. The firm is registered in Ahmedabad and is one of the largest statutory audit firms in India, with a distinguished client base that includes several companies in the BSE 500. The firm has more than 100 Partners and Executive Directors and over 3,500 professionals operating from multiple cities across India. It provides statutory audit, assurance, tax, and advisory services across diverse sectors and brings with it deep sector expertise, a technology-driven audit methodology, and an unwavering commitment to audit quality and independence.

- E. **Remuneration – Structure and Parameters:** The remuneration payable to Deloitte Haskins & Sells Chartered Accountants LLP, as Statutory Auditor of the Company, for the five-year term commencing from the financial year 2026-27, be fixed as under:

- (i) **First Year – Financial Year 2026-27:** The remuneration for the financial year 2026-27 shall be ₹1,10,00,000 (Rupees One Crore and Ten Lakhs only), inclusive of fees for the statutory audit, certification of the Corporate Governance Report, and unhedged foreign currency exposure certification, as required under applicable laws and regulations.
- (ii) **Subsequent Years – Financial Years 2027-28 to 2030-31:** The remuneration for each of the financial years 2027-28 to 2030-31 shall be determined annually by the Board of Directors, on the recommendation of the Audit & Compliance Committee, after taking into account the following parameters:
- scope, complexity, and the applicable regulatory framework for the statutory audit for the relevant financial year;
  - extent of compliance monitoring, certification, and reporting obligations mandated under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Accounting Standards, and other applicable laws; and

- changes in regulatory obligations, governance responsibilities, or audit scope arising from amendments to applicable laws and regulations during the tenure.
- (iii) **Annual Increment:** The remuneration may be enhanced by up to 10% per financial year over the remuneration paid in the immediately preceding financial year, subject to review and approval by the Audit & Compliance Committee and the Board of Directors, having regard to increase in compliance workload, governance obligations, and inflationary adjustments benchmarked against industry standards.
- (iv) **Maximum Cap:** Notwithstanding anything contained above, the total remuneration payable to the Statutory Auditor in any financial year during the tenure of five years shall not exceed ₹2,00,00,000 (Rupees Two Crores only), inclusive of all certifications and other services rendered in that financial year.
- (V) **Other Services:** In addition to the audit engagement, the Company may obtain from the Statutory Auditor such certifications, audit-related services, and other permissible non-audit services as may be required from time to time under applicable statutory regulations, bank requirements, or regulatory mandates. Such additional services shall be remunerated separately on mutually agreed terms, subject to the approval of the Board of Directors in consultation with the Audit & Compliance Committee, provided always that such services are permissible under applicable independence standards and NFRA directions.

(Vi) **Revision and Flexibility:** The Board of Directors, in consultation with the Audit & Compliance Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors, subject to the overall maximum cap stipulated above.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of this Notice. The Board of Directors recommends the **Ordinary Resolution** set out at Item No. 5 of this Notice for approval by the Members.

**Registered Office:**

GHCL HOUSE  
Opp. Punjabi Hall  
Navrangpura, Ahmedabad - 380009

By Order of the Board  
For **GHCL LIMITED**

Place: Noida  
Date: May 05, 2026

Sd/-  
**Bhwneshwar Prasad Mishra**  
Vice President - Sustainability  
& Company Secretary  
Membership No.: FCS 5330

## Annexure – 1

1. The relevant details of directors seeking re-appointment under Item No. 4 as required under Regulation 36(3) of the Listing Regulations read with applicable provisions of the Companies Act, 2013 and relevant Secretarial Standards are given below:

<b>Full Name</b>	<b>Raman Chopra</b>
<b>Director Identification Number (DIN)</b>	00954190
<b>Age</b>	Approx. 60 years (D.O.B.: 25-11-1965)
<b>Original Date of Appointment</b>	01-04-2008*
<b>Qualification</b>	Graduate in Commerce and Fellow member of Institute of Chartered Accountants of India (ICAI)
<b>Experience and Expertise</b>	Mr. Raman Chopra possesses wide experience in corporate finance, project implementation, merger & acquisition, restructuring, strategy and digitization. Presently, Mr. Chopra is in charge of finance, accounts, taxation, legal, IT, commercial, green field project, sustainability, corporate governance, and risk management.
<b>Remuneration last drawn (including sitting fees)</b>	As mentioned in the Report on Corporate Governance
<b>Remuneration to be paid</b>	Mr. Raman Chopra, CFO & Executive Director (Finance), is retiring by rotation and has offered himself for re-appointment. Hence, there is no specific approval for remuneration is required. Further, details of remuneration is given under Corporate Governance Report.
<b>Number of board meetings attended during FY 2025-26</b>	4 (All board meeting attended)
<b>Shareholding (Equity Shares)</b>	2,06,000 Equity Shares
<b>Relationship with other directors and KMP</b>	None
<b>Member/Chairperson of committees of the Company</b>	<ol style="list-style-type: none"> <li>1. Stakeholders Relationship Committee - Member</li> <li>2. Banking &amp; Operation Committee - Member</li> <li>3. CSR Committee- Member</li> <li>4. Risk &amp; Sustainability Committee - Member</li> </ol>
<b>Directorships held in other companies</b>	<ol style="list-style-type: none"> <li>1. GHCL Textiles Limited;</li> <li>2. Rosebys Interiors India Limited (under liquidation);</li> </ol>
<b>Membership of committees held in other Indian companies</b>	GHCL Textiles Limited: Member of Audit Committee, Stakeholders Relationship Committee, Banking & Operations Committee, CSR Committee, and Risk Management Committee.
<b>Chairpersonship of committees held in other Indian companies</b>	None
<b>Name of the listed entities from which the person has resigned as Director in past three years</b>	None

\*Mr. Raman Chopra was initially appointed by the Board as an Additional Director w.e.f. April 1, 2008 and thereafter shareholders had approved his appointment w.e.f. September 12, 2008.