

April 9, 2021

चैत्र – कृष्णपक्ष- त्रयोदशी

विक्रम सम्वत् २०७८

National Stock Exchange of India Limited

“Exchange Plaza”
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051

NSE Code: GHCL

BSE Limited

Corporate Relationship Department,
1st Floor, New Trading Ring, Rotunda Building, P.J.
Towers,

Dalal Street, Fort, Mumbai – 400 001

BSE Code: 500171

Dear Sir/Madam,

Sub: Declaration of results and filing of Scrutinizers’ report regarding NCLT convened Meeting of the Equity Shareholders of the Company for approval of Scheme of Arrangement in the nature of Demerger of the Textiles Business of GHCL Limited to GHCL Textiles Limited

In continuation to our earlier communication dated April 8, 2021 and pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time read with applicable circulars issued by Ministry of Corporate Affairs, the Company had availed Video Conference facility as well as Remote e-voting and e-voting facility provided by Central Depository Services (India) Limited (CDSL).

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**.

Based on the Scrutinizers’ report, we would like to inform that Equity Shareholders of the Company approved the resolution with requisite majority (slightly less than 100%); whereas Unsecured Creditors of the Company approved the resolution with 100% majority.

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

Bhwneshwar Mishra
Sr. GM-Sustainability & Company Secretary
Membership No.: FCS 5330

Annexure-1

<u>GHCL LIMITED - Details of voting results under regulation 44 (3) of the SEBI (LODR) regulations, 2015 regarding NCLT convened Meeting of the Equity Shareholders of the Company for approval of Scheme of Arrangement in the nature of Demerger of the Textiles Business of GHCL Limited to GHCL Textiles Limited</u>	
Date of Meeting	April 8, 2021
Record date	April 1, 2021
Total number of shareholders on record date	67540
No. of shareholders present in the meeting either in person or through proxy	
(a) Promoters & Promoters Group	No
(b) Public	No
No. of shareholders attended the meeting through video conferencing	
(a) Promoters & Promoters Group	28
(b) Public	14
No. of resolution passed in the meeting	1

GHCL Limited								
Resolution Required : (Special)			1 - Approval for Scheme of Arrangement regarding Demerger of the Textiles Business of GHCL Limited to GHCL Textiles Limited					
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	18282810	18282810	100.0000	18282810	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
	Total		18282810	100.0000	18282810	0	100.0000	0.0000
Public Institutions	E-Voting	35150983	20786988	59.1363	20786988	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
	Total		20786988	59.1363	20786988	0	100.0000	0.0000
Public Non Institutions	E-Voting	41579493	13157396	31.6440	13157382	14	99.9999	0.0001
	Poll		58400	0.1405	58400	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13215796	31.7845	13215782	14	99.9999	0.0001
Total		95013286	52285594	55.0298	52285580	14	100.0000	0.0000

Report of Scrutinizer

To,
Mr. Jaimin Dave, Chairperson of the NCLT Convened Meeting of Equity shareholders of
M/s GHCL LIMITED
held on 8th April, 2021 at 9.30 a.m.
Through Video Conferencing or Other Audio-Visual Means (VC/OAVM)

Dear Sir,

I, CS Manoj Hurkat of M/s Manoj Hurkat & Associates, Practising Company Secretaries, has been appointed as Scrutinizer by the Hon'ble NCLT-Ahmedabad Bench vide order dated 22nd January, 2021 [in CA (CAA) 1 of 2021] to provide assistance to the Chairperson of NCLT Convened Meeting ("the meeting") of the Members of M/s GHCL Limited ("Company") held on 8th April, 2021 at 9.30 a.m. through Video Conferencing or Other Audio-Visual Means as per the framework issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), for the purpose of scrutinizing the votes on Remote E-voting and E-voting during the Meeting carried out as per Rule 6(3)(xi) read with Rule 13 of the Compromises, Arrangement and Amalgamations Rules, 2016 (CAA Rules), Rule 20 of the Companies (Management and Administration) Rules, 2014 (MGT Rules), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) and the directions of the Hon'ble NCLT, Ahmedabad Bench, on the resolution as placed before the meeting for approval of Scheme of Arrangement in the nature of Demerger of Textiles business of GHCL Limited into GHCL Textiles Limited as proposed under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013.

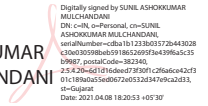

The Company appointed Central Depository Services Limited (CDSL) for providing VC/OAVM facility and E-voting facility both prior to as well as during the Meeting. The Members of the Company as on "cut off" date i.e. 1st April, 2021 were entitled to vote on the resolution stated in the Notice of the NCLT Convened Meeting. We were informed that there were 67540 equity shareholders holding aggregate value of equity shares of Rs. 950132860/- (i.e. 950132860 equity shares of Rs. 10/- each) as on cut-off date.

Further to the above, we submit our report as under:

A. For Remote E-voting:

- I. The remote e-voting period remained open from Saturday, 3rd April, 2021 (9:00 a.m.) to Wednesday, 7th April, 2021 (5.00 p.m.).
- II. The votes casted through Remote E-voting were subsequently unblocked by me on 8th April, 2021 at 11.00 a.m. after the conclusion of meeting, 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.

306, ARTH Complex, B/h. A. K. Patel House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009 (Gujarat) India
Tel. No.: 079-2960 2110, 2640 2117 – Mobile: 98250 15582 - E-mail: manojhurkat@hotmail.com

Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Sunil Mulchandani A-58, Sudama Homes, B/h Nandigram Society, Nana Chiloda, Ahmedabad – 382345	SUNIL ASHOKKUMAR MULCHANDANI 
02.	Rekha Hurkat A/6, Rangbindu Society, B/h Bombay Garage, Shahibaug, Ahmedabad – 380004	Rekha Manoj Hurkat 

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

B. For E-voting during the Meeting:

- I. The E-voting was conducted on the resolution placed before the NCLT Convened Meeting of Equity shareholders of the Company conducted through VC/OAVM.
- II. Equity shareholders were also explained the modalities and other relevant instructions for casting their vote on E-voting during the meeting.
- III. The E-voting during the meeting was conducted to enable the Equity shareholders of the Company who have attended the meeting through VC/OAVM and had not casted their vote through Remote E-voting facility.
- IV. After ensuring that all the Members who desire to cast their vote through e-voting at the meeting have exercised their right to vote and after seeking permission from the Chairman of the Meeting, e-voting during the meeting was closed/blocked.
- IV. The votes casted during the meeting were subsequently unblocked by me immediately after the conclusion of the meeting 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 authorizations received/available with the Company.

Thereafter, based on the scrutiny of the electronic ballots (both for the Remote E-voting and E-voting during the meeting), details of Members, who have voted “For”, “Against” the resolution permitted for e-voting, were prepared based on reports generated from the website of CDSL and scrutiny thereof. As the voting was conducted through E-voting on the e-voting platform of CDSL, the E-ballots were generated and scrutinized Folio Wise/Demat Account wise. There was no material change in the voting result due to this process.

Each Equity Shareholder could opt for only one mode of e-voting i.e. either E-voting during the Meeting or by Remote e-voting. If the equity shareholder opted for Remote e-voting, then he was allowed to attend the Meeting but was not allowed to vote during the Meeting.

Based on such scrutiny of the Remote E-voting & E-voting during the meeting, the details of E-ballots received are tabulated as under:

Particulars	Number of Ballots	Value of Shares (Rs.)
Total E-ballots received (Remote E-voting)	286	52,22,71,940
Total E-Ballots received (E-voting during the Meeting)	2	5,84,000
Total E-Ballots received	288	52,28,55,940
Less: Invalid E-ballots	Nil	Nil
Total Valid E-Ballots	288	52,28,55,940
Less: Unutilised votes	Nil	Nil
Total Valid E-Ballots (Remote E-voting + E-voting during the Meeting)	288	52,28,55,940

Further, the details of voting results are tabulated as under:

Sr. No.	Particulars	Total Number & Percentage (%)	Value of Shares (Rs.)/ & Percentage (%)
1	Equity shareholders who attended the meeting through VC/OAVM in comparison to the total Equity shareholding of the Company	42 (0.06%)	9,24,92,380 (9.73%)
2	Equity shareholders who voted through Remote E-voting without attending the meeting	248 (0.37%)	43,03,65,260 (45.30%)
3	Equity shareholders who attended the meeting and Abstained from voting.	2 (Negligible)	1700 (Negligible)

4	Invalid Votes together with the reasons for the Invalid votes (As per Annexure-C of Letter of even date)	Nil	Nil
5	Valid Votes Cast in comparison to total shareholding of the Company	288 (0.43%)	52,28,55,940 (55.03%)
6	Votes cast in favour of the Resolution in comparison to total valid votes (As per Annexure-A of letter of even date)	286 Equity Shareholders (99.31% approx. of the Equity Shareholders who casted valid vote)	52285580 Equity shares Aggregating to Rs. 52,28,55,800/- (100% approx. of valid votes cast by the Equity Shareholders)
7	Votes cast against the Resolution in comparison to total valid votes (As per Annexure-B of letter of even date)	2 Equity Shareholders (0.69% approx. of the Equity Shareholders who casted valid vote)	14 Equity shares aggregating to Rs. 140/- (Negligible% approx. of valid votes cast by the Equity Shareholders)

Moreover, for better understanding, the break-up of voting results, with respect to remote E-voting and E-voting during meeting, are tabulated as under:

(i) Voted in favour of the resolution:

Type of Voting	Number of Equity shareholders voted	Value of votes (Rs.) cast by them
E-voting (Remote)	284	52,22,71,800
E-voting (During Meeting)	2	5,84,000
Total	286	52,28,55,800

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(ii) Voted against the resolution:

Type of Voting	Number of Equity shareholders voted	Value of votes (Rs.) cast by them
E-voting (Remote)	2	140
E-voting (During meeting)	Nil	Nil
Total	2	140

You may accordingly report the result of voting to the Hon'ble NCLT, Ahmedabad Bench.

The Reports and all other relevant records are being handed over separately by us.

Thanking you,

Place: Ahmedabad
Date: 8th April, 2021

Yours faithfully,

Manoj
Rajaram
Hurkat

Digitally signed by Manoj Rajaram Hurkat
DN: cn=N, o=Personal,
2.5.4.20-d40e133908af352c79fa18ee01
32ec43e460f571eba5876d117d15a1153f5
de, postalCode=380004, st=Gujarat,
serialNumber=0903001354467ae882f8
e695940c2078e9e54399a48ab217f0ccb
75546c3, cn=Manoj Rajaram Hurkat
Date: 2021.04.08 18:22:32 +05'30'

Signature of the Scrutinizer
(CS Manoj R. Hurkat)

Countersigned by:

Digitally signed by
Jaimin
Date: 2021.04.08
18:41:57 +05'30'

(Jaimin Dave)

Chairperson of the NCLT Convened Meeting of
Equity shareholders of M/s GHCL LIMITED