



GHCL TEXTILES LIMITED

(CIN: L18101GJ2020PLC114004)

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

Phone: 079 - 26434100, Fax: 079-26423623

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

Phone: 0120 – 4939900, 2535335.

Email: secretarial@ghcltextiles.co.in ; info@ghcltextiles.co.in

Website: www.ghcltextiles.co.in

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 read with Section 108 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (MCA) inter-alia for conducting Postal Ballot through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 (collectively referred to as “**Circulars**”), read with Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“Listing Regulations”) and applicable Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and notified by MCA and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), that the Company proposes to seek approval of the members by passing of the proposed resolutions appended below through postal ballot by remote e-voting process (E-voting).

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent (“RTA”) or Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, February 09, 2024**. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice.

Members may note that this Notice will be also available on Company’s website www.ghcltextiles.co.in and on the Stock Exchanges’ website (www.bseindia.com and www.nseindia.com) and Central Depository Services (India) Limited (‘CDSL’)’s website (www.evotingindia.com). Any member seeking e-copy of this notice may write to us at secretarial@ghcltextiles.co.in.

Special Businesses:

Item No. 1 - Approval for appointment of Mr. Anurag Dalmia (DIN: 00120710), as a Non-Executive Director 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 Section 149, and 152, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), and as recommended by Nomination and Remuneration Committee

and the Board of Directors, Mr. Anurag Dalmia (DIN: 00120710) be and is hereby appointed as a Non-Executive Director of the Company, liable to be retire by rotation with effect from April 1, 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary, expedient or desirable to give effect to this resolution.”

Item No. 2 - Approval for appointment of Justice (Retd.) Ravindra Singh (DIN: 08344852), as an Independent Director of the Company.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013, and Regulation 16, 17 and 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), and as recommended by Nomination and Remuneration Committee and the Board of Directors, Justice (Retd.) Ravindra Singh (DIN: 08344852) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of two consecutive years with effect from April 1, 2024 and for a term up to March 31, 2026.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary, expedient or desirable to give effect to this resolution.”

By Order of the Board
For **GHCL Textiles Limited**

Sd/-

Lalit Narayan Dwivedi
Company Secretary
Membership No.: FCS 10487

Dated: February 03, 2024

Registered Office:

GHCL HOUSE
Opp. Punjabi Hall
Navrangpura, Ahmedabad - 380009

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts and reasons for the proposed resolutions are annexed hereto.
2. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 09, 2024 (**cut-off date**) will be considered for the purpose of reckoning the voting rights and sending the notice. A person who is not a Member of the Company as on the cut-off date, should treat this Notice for information purpose only. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date shall follow the same procedure for e-Voting as provided for below.
3. MCA vide its relevant circulars, have permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members shall take place through the process of remote e-voting only.
4. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing Remote e-voting facility to the Members of the Company. The Remote e-voting facility is available at the link www.evotingindia.com. Members are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

5. The voting period will commence on **Friday, February 16, 2024 at 09.00 a.m. (IST)** and ends on **Saturday, March 16, 2024 at 05.00 p.m. (IST)** (inclusive of both days). The Remote e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
6. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the **Cut-off date i.e. Friday, February 09, 2024.**
7. The Board has, pursuant to Rule 22(5) of the Companies (Management and Administration) Rules 2014, appointed Mr. Manoj R. Hurkat, Practicing Company Secretary holding Membership No. F4287 and Certificate of Practice No. 2574 as the Scrutinizer for conducting the voting process through Postal Ballot E-Voting in accordance with the law and in a fair and transparent manner. The Board has also authorised KMP(s) of the Company to appoint one or more scrutinizers in addition to and/or in place of Mr. Hurkat.
8. The Scrutinizer, after scrutinizing the remote e-voting, shall make a report of the votes cast in favour or against, if any, shall submit the same to the Director, KMP(s) or any other person authorised by the Board after the completion of scrutiny of e-voting. The result of e-voting will be announced forthwith by the aforesaid authorised person on or before March 18, 2024.
9. The Results declared along with the Scrutinizer's Report shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website www.ghcltextiles.co.in and on the website of CDSL immediately after the result is declared by the Director or KMPs ; and the results shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
10. The resolutions, if passed by the requisite majority through postal ballot, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot through remote e-voting, shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. **Saturday, March 16, 2024** ("deemed date of passing of the resolutions").
11. All documents referred to in the Notice and Explanatory Statement including disclosure of directors are available for inspection by the members at the Registered office / Corporate Office of the Company on all working days between 11.00 A.M. (IST) and 01.00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. **Saturday, March 16, 2024**. All the documents referred to in the accompanying Notice and Explanatory Statements, shall also be available for inspection through electronic mode, basis the request being sent by the members on secretarial@ghcltextiles.co.in stating their name and Folio no./ DP ID-Client ID/ Beneficiary ID.
12. **Instructions for remote e-voting are as below:**
 - (i) The voting period begins on **Friday, February 16, 2024 at 09.00 a.m. (IST)** and ends on **Saturday, March 16, 2024 at 05.00 p.m. (IST)** (both days inclusive). During this period shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date Friday, February 09, 2024 may cast their vote electronically.
 - (ii) Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 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 said SEBI Circular, login method for e-Voting for Individual Members holding securities in Demat mode with NSDL/CDSL are given below.

(A) Access through Depositories (CDSL/NSDL) e-Voting system in case of individual shareholders holding shares in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System My Easi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My Easi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Members holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you are already registered for NSDL IDeAS facility,</p> <ol style="list-style-type: none"> 1. please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. 3. 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. 4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 5. 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.

Type of Members	Login Method
	<p>6. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>B. E-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. 2. 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. 3. 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.
<p>Individual Members (holding securities in demat mode) login through their Depository Participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. 3. 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

(B) Access through CDSL e-Voting system for shareholders other than individual shareholders holding shares in demat mode.

(1) Login method of e-Voting for Members (including HUF) other than individual Members.

Log on to the e-voting website www.evotingindia.com

Click on “Members” tab.

Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (i) Next enter the Image Verification as displayed and Click on Login.
 - (ii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(iii) If you are a first-time user follow the steps given below:

	For other than individual shareholders holding shares in Demat.
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department. 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 OR 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.

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) 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.
- (vi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xii) 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.
- (xiii) There is also an option to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification

(2) Additional instruction 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 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.

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: It is mandatory that 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@ghcltextiles.co.in, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

13. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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@ghcltextiles.co.in) / RTA (rnt.helpdesk@linkintime.co.in).

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.

14. For Assistance / Queries for e-voting etc.

Login type	Helpdesk details
(i) Individual Members holding securities in Demat mode with CDSL	<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 www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no.1800225533</p> <p>All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no.1800225533.</p>
(ii) Individual Members holding securities in Demat mode with NSDL	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 THE COMPANIES ACT, 2013**Item no. 1: Approval for appointment of Mr. Anurag Dalmia (DIN: 00120710)), as a Non-Executive Director of the Company w.e.f. April 1, 2024****1. Board of Directors' Recommendation:**

In accordance with the provisions of Section 102 of the Companies Act, 2013, and the Listing Regulations, the Board of Directors presents this Explanatory Statement for the appointment of Mr. Anurag Dalmia (DIN: 00120710) as a Non-Executive Director of the Company.

The Nomination & Remuneration Committee, in its meeting held on January 23, 2024, recommended the appointment of Mr. Anurag Dalmia as a Non-Executive Director after considering the core competencies and skills identified by the Board that are required for the Non-Executive Director in the context of the business of the Company. Subsequently, the Board of Directors, in its meeting held on February 03, 2024, recommended to the members, the appointment of Mr. Anurag Dalmia as a Non-Executive Director with effect from April 1, 2024.

The Board acknowledges Mr. Anurag Dalmia as a person of integrity, possessing relevant expertise and experience.

In accordance with Section 149 and Section 152 of the Companies Act, 2013, and other applicable provisions, Mr. Anurag Dalmia, being eligible for appointment, is proposed to be appointed as a Non-Executive Director of the Company, effective from April 1, 2024.

2. Statutory Requirement:

Pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of a Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, this proposal is being brought before the members for their consideration approval effective from the date of appointment of Mr. Anurag Dalmia as Non-Executive Director through postal ballot keeping in mind the above statutory requirement.

3. Brief Profile of Mr. Anurag Dalmia:

Mr. Anurag Dalmia (DOB - May 11, 1956) is an eminent Industrialist and promoter of the Company. Mr. Dalmia is actively involved in various industry associations and has represented organizations such as PHD Chambers of Commerce and Industry, as well as Confederation of Indian Textile Industry. Mr. Anurag Dalmia possesses a sound understanding of the capital market, finance & accounts, strong leadership and strategic thinking abilities, general management skills, coupled with his deep understanding of the industry, which will be beneficial for the Company's business.

With his strong leadership qualities and strategic thinking abilities, Mr. Anurag Dalmia will contribute significantly to the Board's decision-making processes and sustainable growth of the Company.

4. Current Directorship and Committee positions:

Mr. Anurag Dalmia is Non-Executive Chairman of the Board of Directors of GHCL Limited and Director in PHD chambers of Commerce and Industry. He is Chairman of the CSR Committee of GHCL Limited. Mr. Dalmia is also a member of the Risk & Sustainability Committee of GHCL Limited.

Mr. Anurag Dalmia is neither a member of more than 10 Committees nor a Chairman of more than 5 Committees. Mr. Anurag Dalmia fulfills the eligibility criteria set out under the Companies Act, 2013 and Listing Regulations read with other applicable provisions.

5. Statutory Declaration:

Mr. Anurag Dalmia has notified to the Company in the prescribed Form DIR - 8 dated January 20, 2024, that he is interested in GHCL Limited and PHD Chambers of Commerce and Industry by virtue of his directorship in these companies, in Anurag Trading Leasing & Investment Company Pvt. Ltd, Archana

Trading & Investment Company Pvt. Ltd and Sanjay Trading & Investment Company Pvt. Ltd by virtue of shareholding and in Altacura Ai Absolute Return Fund LLP as a partner. He further, confirmed that he has not incurred any disqualification under Section 164(1) & 164(2) of the Companies Act, 2013 in any of the above referred companies, in the previous financial year, and that he at present, stand free from any disqualification from being a director.

Mr. Anurag Dalmia has submitted his consent to act as a director in the prescribed for DIR – 2 dated January 20, 2024 and confirmed that he is not disqualified to become a director under the Companies Act, 2013 and also confirmed that he has not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and has not been found guilty of any fraud or misfeasance or of any breach of duty to any company under the Companies Act, 2013 or any previous company law in the last five years. He further declared that if he gets appointed, his total directorship in all the companies shall not exceed the prescribed number of companies in which he can be appointed as a director. Mr. Anurag Dalmia further declared that he is not required to obtain the security clearance from the Ministry of Home Affairs, Government of India before seeking appointment as Director.

Mr. Anurag Dalmia further declared that he holds 1,35,225 equity shares of the Company in individual capacity and 600,625 equity shares of the Company in M/s. Anurag Dalmia HUF and also confirmed that he is relative (father) of Mr. Neelabh Dalmia, Non-Executive Director of the Company.

We would like to place on record before the shareholders that on the basis of declaration received from Mr. Anurag Dalmia dated January 20, 2024, Company has obtained a certificate from a company secretary in practice pursuant to requirement of Regulation 34(3) read with Para C (10) (i) under Schedule V of the SEBI Listing Regulations, 2015 read with SEBI Circular dated June 20, 2018, which confirm that Mr. Anurag Dalmia has not been debarred or disqualified from being appointed as a director of the Company by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the appointment of Mr. Anurag Dalmia as a Non-Executive Director of the Company as per the applicable provisions of the Act.

6. Entitlement of sitting fee and profit based annual commission:

Being Non-Executive Director of the Company, Mr. Anurag Dalmia shall be entitled to receive sitting fee, reimbursement of expenses for participation in the Board and other meetings and profit based commission as may be determined by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, within the overall approval given by the shareholders.

At present, sitting fee for attending the Board meeting is Rs. 15,000/- per meeting and Committee meeting is Rs. 5,000 / per meeting for non-executive directors including the independent directors.

The Board of Directors have approved the policy for payment of profit-based commission to non-executive directors including the independent directors. The policy outline following points.

The quantum of commission shall be determined on the basis of

- (a) Outcome of the evaluation process which is driven by various factors including attendance and time spent in the board and committee meetings;
- (b) Role and responsibility as a Chairman / member of the Board and various Committee
- (c) Individual contributions at the meetings and contribution made by the directors other than the meetings.

7. Feedback Mechanism: As we propose the appointment of Mr. Anurag Dalmia as a Non-Executive Director, we understand the significance of open communication and value your feedback. Your insights and opinions are crucial in shaping the governance and direction of GHCL Textiles Limited.

To facilitate this, we have established a feedback mechanism to ensure your voices are heard. We encourage

you to share your thoughts, concerns, and suggestions regarding Mr. Anurag Dalmia's appointment. Your feedback will be instrumental in enhancing transparency, accountability, and the overall effectiveness of our governance structure.

You can provide your feedback by sending an email to secretarial@ghcltextiles.co.in and also in writing to the company secretary at the Corporate Office Noida.

8. Availability of relevant document for inspection:

All the relevant documents including disclosures of Mr. Anurag Dalmia as Director would be available for inspection without any fee by the members at the Registered Office and /or Corporate Office of the Company between 11.00 AM and 01.00 PM on all working days of the Company up to March 16, 2024.

Given the comprehensive disclosures outlined above, the Board of Directors affirms that Mr. Anurag Dalmia brings unparalleled knowledge and diverse industry experience, significantly contributing to the Company's success. His consistent and active participation in various board and committee meetings underscores his commitment to governance and strategic decision-making.

The Board, recognizing the immense value Mr. Dalmia will add to the Company, strongly recommends the Ordinary Resolution for his appointment as Non-Executive Director of the Company.

These disclosures are in line with Regulation 36(3) of the Listing Regulations and Secretarial Standard -2, which provide transparency and insights into Mr. Anurag Dalmia's pivotal role, performance, and also ensuring stakeholders are well informed about his contributions and compensation structure. Disclosures in line with Regulation 36(3) of the Listing Regulations and Secretarial Standard -2 are given as an **Annexure - 1** (refer page 11).

Except Mr. Anurag Dalmia, being an appointee, and Mr. Neelabh Dalmia (son of Mr. Anurag Dalmia), to the extent of their shareholding, if any, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

Annexure - 1
Disclosures under Regulation 36(3) of the Listing Regulations read with SS - 2 for appointment of Mr. Anurag Dalmia, Non-Executive Director

The relevant details of Mr. Anurag Dalmia, seeking appointment as Non-Executive Director under Item No. 1, 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 herein below:

Full Name	Mr. Anurag Dalmia
Director Identification Number (DIN)	00120710
Age	67 years
Date of Birth	11-05-1956
Original Date of Appointment	Not applicable as Mr. Anurag Dalmia is being appointed first time as a Non-Executive Director of the Company.
Qualification	B.Com.
Nature of expertise in specific functional areas/ Experience and Expertise	Mr. Dalmia as an industrialist and Chairman of GHCL Limited have a vast experience and expertise of capital market, finance & accounts, strong leadership and strategic thinking abilities, general management skills etc.
Remuneration last drawn (including sitting fees)	Not Applicable.
Remuneration to be paid	<ul style="list-style-type: none"> • Sitting fees for attending Board Meetings and Committee meetings, if any, where he is a member. • Reimbursement of expenses for participation in the Board and other meetings, if any. • Commission, as determined by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, within the overall approval given by the shareholders.
Term and conditions of appointment or re-appointment.	Appointment as a Non-Executive Director, retire by rotation.
Number of board meetings attended during FY 2023-24 (till the date of Notice)	Not Applicable
Shareholding in the Company including shareholding as a beneficial owner	1,35,225 equity shares in individual capacity and 6,00,625 equity shares in M/s. Anurag Dalmia (HUF).
Relationship with other Directors and KMP	Mr. Neelabh Dalmia (son)
Member/Chairperson of committees of the Company	NIL
Directorships held in other companies	1. GHCL Limited 2. PHD Chambers of Commerce and Industry.
Membership of committees held in other Indian companies	GHCL Limited- Risk & Sustainability Committee
Chairpersonship of committees held in other Indian companies	GHCL Limited- CSR Committee
Listed entities in India from which the person has resigned as Director in past three years	Not Applicable
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As stated above.

Item no. 2: Approval for appointment of Justice (Retd.) Ravindra Singh (DIN: 08344852), as an Independent Director of the Company**1. Board of Directors' Recommendation:**

In accordance with the provisions of Section 102 of the Companies Act, 2013, and the SEBI Listing Regulations, 2015, the Board of Directors presents this Explanatory Statement for the appointment of Justice (Retd.) Ravindra Singh (DIN: 08344852) as an Independent Director of the Company.

The Nomination & Remuneration Committee, in its meeting held on January 23, 2024, recommended the appointment of Justice (Retd.) Ravindra Singh as an Independent Director after considering the core competencies and skills identified by the Board that are required for the Independent Director in the context of the Company's business. Subsequently, the Board of Directors, in its meeting held on February 03, 2024, has recommended to the Members, the appointment of Justice (Retd.) Ravindra Singh for a term of 2 consecutive years with effect from April 1, 2024, and up to March 31, 2026.

The Board acknowledges Justice (Retd.) Ravindra Singh as a person of integrity, possessing relevant expertise and experience. The appointment is in line with the criteria of an independent director as prescribed in Section 149(6) read with Regulation 16(1)(b) of SEBI Listing Regulations, 2015. The Board affirms that his appointment is independent of the management.

In accordance with Section 149 and Section 152 of the Companies Act, 2013, and other applicable provisions, Justice (Retd.) Ravindra Singh, being eligible for appointment, is proposed to be appointed as an Independent Director for a term of two consecutive years, commencing from April 1, 2024, and concluding on March 31, 2026.

2. Statutory Requirement:

Pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of a Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, this proposal is being brought before the members for consideration approval effective from the date of appointment of Justice (Retd.) Ravindra Singh as an Independent Director through postal ballot keeping in mind the above statutory requirement.

3. Brief Profile of Justice (Retd.) Ravindra Singh:

Justice (Retd.) Ravindra Singh (DOB – July 2, 1953) is having a distinguished academic background, and holds degree in science and Law. He embarked on an illustrious legal career as an Advocate in Allahabad before being elevated as a judge of the Allahabad High Court in 2004. After a remarkable tenure, he retired on July 1, 2015. Recognizing his exceptional contributions to the legal profession, he was designated as a Senior Advocate by the Supreme Court of India on August 31, 2016.

Justice (Retd.) Ravindra Singh brings a wealth of legal experience to the Company, that makes him an icon in the legal arena. His deep understanding of the law, coupled with his astute financial acumen, empowers him to contribute effectively to the Board's deliberations on governance matters.

Beyond his legal prowess, Justice (Retd.) Ravindra Singh possesses strong leadership and strategic thinking abilities. His general management skills enable him to provide valuable insights and guidance in shaping the Company's strategic direction. Moreover, his commitment to public advocacy and public policy positions him as a trusted advocate for stakeholders' interests.

With his extensive legal expertise, financial understanding, and multifaceted leadership skills, Justice (Retd.) Ravindra Singh enhances the Company's ability to navigate complex legal and governance landscapes. His presence on the Board not only strengthens the Company's commitment to excellence but also ensures that it upholds the highest standards of ethics and integrity.

4. Current Directorship and Committee positions:

Justice (Retd.) Ravindra Singh hold directorship in GHCL Limited. He is a Chairman of Stakeholders' Relationship Committee of GHCL Limited and member of Corporate Social Responsibility (CSR) Committee and Nomination and Remuneration (NRC) Committee of GHCL Limited.

Justice (Retd.) Ravindra Singh is neither a member of more than 10 Committees nor a Chairman of more than 5 Committees. He does not hold any shares in the Company individually or as Beneficial Owner.

Justice (Retd.) Ravindra Singh fulfills the eligibility criteria set out under the Companies Act, 2013 and Listing Regulations read with other applicable provisions. Justice (Retd.) Ravindra Singh has not resigned as Independent Director from any listed Company in past three years.

5. Statutory Declaration:

Justice (Retd.) Ravindra Singh has notified to the Company in the prescribed Form DIR – 8 dated January 20, 2024, that he is not interested in any other company except GHCL Limited by virtue of his directorship.

Justice (Retd.) Ravindra Singh confirmed that he has not incurred disqualification under Section 164(1) and 164(2) of the Companies Act, 2013, in the previous financial year, and that he at present, stand free from any disqualification from being a director.

Justice (Retd.) Ravindra Singh has submitted his consent to act as a director in the prescribed for DIR – 2 dated January 20, 2024 and confirm that he is not disqualified to become a director under the Companies Act, 2013 and also confirm that he has not been convicted of any offence in connection with the promotion, formation or management of any Company or LLP and has not been found guilty of any fraud or misfeasance or of any breach of duty to any company under the Companies Act, 2013 or any previous company law in the last five years. He further declared that if he gets appointed, his total directorship in all the companies shall not exceed the prescribed number of companies in which he can be appointed as a director. He further declared that he is not required to obtain the security clearance from the Ministry of Home Affairs, Government of India before seeking appointment as Director.

We would like to place on record before the shareholders that on the basis of declaration received from Justice (Retd.) Ravindra Singh dated January 20, 2024, Company has obtained a certificate from a company secretary in practice pursuant to requirement of Regulation 34(3) read with Para C (10) (i) under Schedule V of the SEBI Listing Regulations, 2015 read with SEBI Circular dated June 20, 2018, which confirm that Justice (Retd.) Ravindra Singh has not been debarred or disqualified from being appointed as a director of the Company by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

Justice (Retd.) Ravindra Singh has submitted his declaration of independence pursuant to Section 149 of the Companies Act, 2013 read with Regulation 16(1)(b) and Regulation 25(8) of the SEBI Listing Regulations 2015 and confirms that he satisfies the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and regulation 16(1)(b) of the SEBI Listing Regulations, 2015. In line with the requirement of Regulation 25(8) of the SEBI Listing Regulations, 2015, Justice (Retd.) Ravindra Singh further confirms that he is not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

Justice (Retd.) Ravindra Singh is registered with the database of independent directors maintained by Indian Institute of Corporate Affairs (IICA). He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has also received a notice under Section 160 of the Act from a member proposing the appointment of Justice (Retd.) Ravindra Singh as an Independent Director of the Company as per the applicable provisions of the Act.

6. Entitlement of sitting fee and profit based annual commission:

Being Non-Executive Director of the Company, Justice (Retd.) Ravindra Singh shall be entitled to receive sitting fee, reimbursement of expenses for participation in the Board and other meetings and profit based commission as may be determined by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, within the overall approval given by the shareholders. As per the provisions of Section 197 read with Section 149 of the Companies Act, 2013 and being Independent Director of the Company, Justice (Retd.) Ravindra Singh shall not be entitled to any stock option.

At present, sitting fee for attending the Board meeting is Rs. 15,000/- per meeting and Committee meeting is Rs. 5,000 / per meeting for non-executive directors including the independent directors.

The Board of Directors have approved the policy for payment of profit based commission to non-executive directors including the independent directors. The policy outline following points.

The quantum of commission shall be determined on the basis of

- a. Outcome of the evaluation process which is driven by various factors including attendance and time spent in the board and committee meetings;
- b. Role and responsibility as a Chairman / member of the Board and various Committee
- c. Individual contributions at the meetings and contribution made by the directors other than the meetings.

7. Feedback Mechanism: As we propose the appointment of Justice (Retd) Ravindra Singh as an Independent Director, we understand the significance of open communication and value your feedback. Your insights and opinions are crucial in shaping the governance and direction of GHCL Textiles Limited.

To facilitate this, we have established a feedback mechanism to ensure your voices are heard. We encourage you to share your thoughts, concerns, and suggestions regarding Justice (Retd) Ravindra Singh appointment. Your feedback will be instrumental in enhancing transparency, accountability, and the overall effectiveness of our governance structure.

You can provide your feedback by sending an email to secretarial@ghcltextiles.co.in and also in writing to the company secretary at the Corporate Office Noida.

8. Availability of relevant document for inspection:

All the relevant documents including disclosures of Justice (Retd) Ravindra Singh as an Independent Director would be available for inspection without any fee by the members at the Registered Office and / or Corporate Office of the Company between 11.00 AM and 01.00 PM on all working days of the Company up to March 16, 2024.

Given the comprehensive disclosures outlined above, the Board of Directors affirms that Justice (Retd) Ravindra Singh brings unparalleled knowledge and legal experience, significantly contributing to the Company's success. His consistent and active participation in various board and committee meetings underscores his commitment to governance and strategic decision-making.

The Board, recognizing the immense value Justice (Retd) Ravindra Singh adds to the Company, strongly recommends the Special Resolution for his appointment.

These disclosures are in line with Regulation 36(3) of the Listing Regulations and Secretarial Standard -2, which provide transparency and insights into Justice (Retd) Ravindra Singh's pivotal role, performance, and also ensuring stakeholders are well informed about his contributions and compensation structure. Disclosures in line with Regulation 36(3) of the Listing Regulations and Secretarial Standard -2 are given as an **Annexure – 2** (refer page 15).

Except Justice (Retd) Ravindra Singh, being an appointee, to the extent of their shareholding, if any, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

Disclosures under Regulation 36(3) of the Listing Regulations read with SS -2 for appointment of Justice (Retd.) Ravindra Singh, Independent Director

The relevant details of Justice (Retd.) Ravindra Singh, seeking appointment as Independent Director under Item No. 2, 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 herein below:

Full Name	Justice (Retd.) Ravindra Singh
Director Identification Number (DIN)	08344852
Age	71 years
Date of Birth	02-07-1953
Original Date of Appointment	Not applicable as Justice (Retd.) Ravindra Singh is being appointed for first time.
Qualification	B.Sc. and LL. B Allahabad University
Experience and Expertise	Law, Governance, CSR, Public advocacy & public policy, financial understanding, leadership and strategic thinking, and general management.
Remuneration last drawn (including sitting fees)	Not Applicable
Remuneration to be paid	<ul style="list-style-type: none"> Sitting fees for attending Board Meetings and Committee meetings, if any, where he is a member. reimbursement of expenses for participation in the Board and other meetings, if any. Commission, as determined by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, within the overall approval given by the shareholders.
Term and conditions of appointment or re-appointment.	Appointment as an Independent Director w.e.f. April 01, 2024 for a term of 2 consecutive years.
Number of board meetings attended during FY 2023-24 (till the date of this Notice)	Not Applicable
Shareholding in the Company including shareholding as a beneficial owner	NIL
Relationship with other directors and KMP	None
Member/Chairperson of committees of the Company	None
Directorships held in other companies	GHCL Limited
Membership of committees held in other Indian companies	<ol style="list-style-type: none"> NRC Committee of GHCL Limited – Member CSR Committee of GHCL Limited - Member
Chairpersonship of committees held in other Indian companies	<ol style="list-style-type: none"> Stakeholder Relationship Committee of GHCL Limited – Chairman
Listed entities in India from which the person has resigned as Director in past three years	Not Applicable
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As stated above.

