

GHCL Textiles Limited

(CIN: L18101GJ2020PLC114004)

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

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

Website: www.ghcltextiles.co.in

Phone: 079- 26434100

Notice of 4th Annual General Meeting

Dear Member,

NOTICE is hereby given that 4th Annual General Meeting of the members of GHCL Textiles Limited (CIN: L18101G-J2020PLC114004) will be held on Monday, July 08, 2024 (सोमवार, आषाढ - शुक्लपक्ष तृतीया, विक्रम संवत् २०८१) at 12.30 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM),) to transact the following businesses:

ORDINARY BUSINESSES:

Item no. 1: Adoption of audited financial statements of the Company for the financial year ended March 31, 2024, 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 financial statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board and Independent Auditors thereon and other Annexures and attachment therewith, as circulated to the members be and are hereby received, considered, approved and adopted.”

Item no.2: Declaration of dividend for the financial year ended on March 31, 2024

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

“RESOLVED THAT dividend of ₹ 0.50 (Fifty Paise) per equity share of ₹ 2/- each, aggregating to ₹ 4.78 crores./- (i.e. 25% on the paid-up equity share capital of the Company), as recommended by the Board of Directors of the Company, be and is hereby declared for the financial year ended on March 31, 2024.”

Item no. 3: Re-appointment of Mr. Neelabh Dalmia (DIN: 00121760) as a Director of the Company, liable to retire by rotation.

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

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Neelabh Dalmia (DIN: 00121760) 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.”

SPECIAL BUSINESS:

Item No. 4: Approval for conversion of loan into equity shares in case company is in default of terms of loan agreement.

To consider and pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and subject to all such approvals, permissions or sanctions as may be necessary, approval of members be and is hereby

accorded in respect of the financial assistance extended / to be extended by the Financial Institutions/Banks (including working capital, Term Loan Facility etc.), that in the event of default by the Company under the lending arrangements or upon exercise of an option provided under the lending arrangements, Bank / Financial Institution at its option may be able to convert the outstanding facility or part thereof into Equity Shares of the Company upon such terms and conditions of such lending arrangements and / or as deemed appropriate by the Board (including Committee thereof) at a price to be determined in accordance with the applicable SEBI regulations and /or other provisions, at the time of conversion.”

“RESOLVED FURTHER THAT on receipt of the notice of conversion, the Board (including Committee) be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid-up Equity Shares of the Company to such Bank / Financial Institution.”

“RESOLVED FURTHER THAT the Equity Shares to be so allotted and issued to the lenders pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then Equity Shares in the Company and be listed on the Stock Exchanges where the existing shares of the Company are listed.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors (including the committee thereof), be and is hereby authorized and empowered to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to offer / issue, allotment and utilization of the proceeds and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit.”

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

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

Sd/-
Lalit Narayan Dwivedi
Company Secretary
Membership No.: FCS 10487

Dated: May 06, 2024

NOTES:

1. The Board of Directors of the Company is convening this Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue, in terms of the framework prescribed by the Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 (collectively referred to as ‘MCA Circulars’) and SEBI Circulars dated May 12, 2020, January 5, 2023 and October 07, 2023 (collectively referred to as “SEBI Circulars”) and applicable Secretarial Standards (SS-2) and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), and on account of the threat posed by COVID-19 and considering the urgency of the matter, the Board of Directors of the Company is convening this Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in terms of the framework prescribed by the Ministry of Corporate Affairs (MCA) vide its Circulars. The deemed venue for the AGM shall be the Registered Office of the Company. The facility of VC or OVAM and also casting votes by a member using remote e-voting as well as venue voting system on the date of the AGM will be provided by CDSL. The framework prescribed by MCA in said circulars would be available to the members for effective participation in following manner:
 - a. The Company is convening 4th 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.

- 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 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.

In accordance with, the General Circular No. 20/2020 dated May 05, 2020 and 09/2023 dated September 25, 2023 issued by MCA and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI, Notice of 4th AGM and financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) for FY 2023-24, are being sent only through email to all members, who are holding shares of the Company as on May 24, 2024 (i.e. based on Benepose report after the Board Meeting in which notice is approved) on their registered email id with the company and no physical copy of the same would be dispatched. 4th Annual Report containing Notice, financial statements and other documents are also available on the website of BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) where the Company's shares are listed and is also available on the website of the Company (www.ghcltextiles.co.in).

- c. The Company is providing two-way teleconferencing facility or WebEx for the ease of participation of the members.
- d. 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.
- e. 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.

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@ghcltextiles.co.in. Further, queries / questions may also be posted concurrently during the general meeting at given email id.

- f. 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.
- g. 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 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).
- b) 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 Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business in the notice is annexed hereto.

4. The relevant details of the director seeking re-appointment under Items 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 is given herein below.

Profile	
Full Name	Mr. Neelabh Dalmia
DIN	00121760
DoB	August 16,1983
Age	40 years
Original Date of Appointment	17.06.2020
Qualification	Master of Business Administration (MBA) and a Bachelor's of Science in Business Administration majoring in Finance & Entrepreneurship from the Kelley School of Business at Indiana University, USA.
Nature of expertise in specific functional areas/ Experience and Expertise	Mr. Neelabh Dalmia have a vast experience and expertise in the field of CSR, EHS, Sustainability, Governance, industry and general management Corporate governance, Leadership, Strategic thinking, public policy and public advocacy.
Remuneration last drawn (including sitting fees)	As mentioned in the Report on Corporate Governance
Terms and conditions of appointment or re-appointment along with Remuneration to be paid	As mentioned in the Report on Corporate Governance.
Number of board meetings attended during FY 2023-24	4/4
Shareholding (Equity Shares) including shareholding as a beneficial owner]	1,68,150 (0.18%) equity shares
Relationship with other directors, Manager, and KMP	Mr. Anurag Dalmia, Non Executive Chairman of the Company is father of Mr. Neelabh Dalmia.
Membership of committees of the Company	1. Stakeholders Relationship Committee 2. Banking & Operations Committee 3. CSR Committee 4. Risk Management Committee
Chairperson of committees of the Company	None
Directorships held in other companies	GHCL Limited
Membership of committees held in other Indian companies	1. Stakeholders Relationship Committee 2. Banking & Operations Committee 3. CSR Committee 4. Risk & Sustainability Committee
Chairpersonship of committees held in other Indian Companies	None

Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	None
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in the Report on Corporate Governance.

* Above details pertaining to Mr. Neelabh Dalmia is as on date of this notice i.e. May 06, 2024

5. Board composition of GHCL Textiles Limited as on March 31, 2024 and directors' attendance at Board meeting and in previous Annual General Meeting.

S. No.	Name	Date of Board Meeting & Attendance				AGM Attendance (September 09, 2023)
		April 12, 2023	August 07, 2023	November 03, 2023	February 03, 2024	
1	Dr. Manoj Vaish	Yes	Yes	Yes	Yes	Yes
2	Mrs. Vijaylaxmi Joshi	Yes	Yes	Yes	Yes	Yes
3	Mr. Arun Kumar Jain	Yes	Yes	Yes	Yes	Yes
4	Mr. R. S. Jalan	Yes	Yes	Yes	Yes	Yes
5	Mr. Raman Chopra	Yes	Yes	Yes	Yes	Yes
6	Mr. Neelabh Dalmia	Yes	Yes	Yes	Yes	Yes

Note: Subsequent to the financial year 2023-24, Mr. Anurag Dalmia and Justice Ravindra Singh (retd.) were appointed as Non Executive Directors of the Company w.e.f. April 01, 2024

6. Members are requested to notify immediately any change of address to their Depositories Participants (DPs) in respect of their electronic share accounts, if any.
7. 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.
8. Voting through electronic means:
- 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 4th 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).
 - 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.
 - During the remote e-voting period, members of the Company, holding shares as on the cut-off date i.e. **Monday, July 01, 2024** 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 **Wednesday, July 03, 2024** and ends at 5:00 p.m. (IST) on **Sunday, July 07, 2024**. 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 shareholders holding shares in demat mode.

- (i) 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 and joining virtual meetings for Individual Members holding securities in Demat mode (NSDL/CDSL) is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL	<p>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 Myeasi Tab.</p> <p>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.</p>

Type of Members	Login Method
	<p>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 Myeasi Tab and then click on registration option.</p> <p>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.</p>
<p>Individual Members holding securities in demat mode with NSDL</p>	<p>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: https://eservices.nsd.com 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 & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 & voting during the meeting.</p>
<p>Individual Members (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

- (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 non-individual shareholders in demat mode.

- h. 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.

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.

- (ii) 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.

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) 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.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) 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 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: 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.

9. The instructions for Members voting on the day of the AGM on e-voting system are as under: -
- i. The procedure for 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. Shareholders 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. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - v. Further shareholders 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.

Shareholders 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 shareholders 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@ghcltextiles.co.in). These queries will be replied to by the company suitably by email.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- vii. 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.
- viii. 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.
- ix. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

10. Instructions for members for attending the AGM through VC / OAVM are as under:

Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under Members / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

Members are encouraged to join the Meeting through Laptops/Personal Computers for better experience.

Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.

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.

Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request 7 days prior to Meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@ghcltextiles.co.in and register themselves as speaker. Only those who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.

Company is providing two-way teleconferencing facility or WebEx for the ease of participation of the members. 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.

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

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	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 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.
Individual Members holding securities in Demat mode with NSDL	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

12. Members holding shares in electronic form may update such details (bank, address, email etc.) 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 KMP 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 or against, if any 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.

The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.ghcltextiles.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.

15. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested, and all documents referred in the Notice and Explanatory Statement will be available for electronic inspection by the members, without any fee, by the members from the date of circulation of this Notice up to the date of AGM i.e. July 08, 2024. Members seeking to inspect such document(s) can send an email to secretarial@ghcltextiles.co.in

16. TDS on dividend: Pursuant to the Income Tax Act, 1961 /Finance Act, 2020, dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to Income Tax Act, 1961 and the Finance Act, 2020, and /or of the respective year. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and. For further details please refer to website of the Company www.ghcltextiles.co.in.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item no. 4:**

In order to meet working capital and capex requirement of the Company in the ordinary course of its business, management of the company used to approach banks / financial institutions / lending institutions and avail loans (short terms or long term) or corporate purposes loan etc. on mutually agreed terms and conditions.

The terms and conditions of sanction letter stipulated a condition of obtaining shareholders approval by way of passing Special Resoluton which can facilitate to the lending Instituions/Banks / financial Institution and give a right for converions of loan into equity shares of the Company, on the options of the lending institutions/ Banks / Financial Institution, in case of default of covenant of Agreement / terms of borrowing.

The proposed resolution is an enabling resolution under the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013 in view of the fact that under the lending arrangements, the Bank(s) / Financial Institution(s) or lenders (for working capital, Term Loan Facility etc.) insist for inclusion of an option to convert the outstanding facility into Equity in the event of default or upon exercise of an option provided under the lending arrangements / facility agreements, then with the proposed approval of the members by way of Special Resolution, the Company may issue equity shares for conversion of loan as per the terms agreed upon between the Company and the Bank/Lenders.

Registered Office:

GHCL HOUSE
Opp. Punjabi Hall
Navrangpura, Ahmedabad - 380009

Dated: May 06, 2024

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

Lalit Narayan Dwivedi
Company Secretary
Membership No.: FCS 10487