

## GHCL Textiles Limited

(CIN: L18101GJ2020PLC114004)

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

Email: [info@ghcltextiles.co.in](mailto:info@ghcltextiles.co.in), [secretarial@ghcltextiles.co.in](mailto:secretarial@ghcltextiles.co.in)

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

Phone: 079- 26427818, 26427519

## Notice of the 6th Annual General Meeting

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

Dear Member,

NOTICE is hereby given that the 6<sup>th</sup> Annual General Meeting of the members of GHCL Textiles Limited (CIN: L18101GJ2020PLC114004) will be held on Saturday, June 27, 2026 (शनिवार, ज्येष्ठ- शुक्लपक्ष, त्रयोदशी, विक्रम संवत् २०८३) at 10:00 A.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, 2026, and the reports of the Board of Directors and Auditors thereon.**

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

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2026 along with Board’s Report, Independent Auditors’ Report thereon, Corporate Governance Report, Secretarial Auditor’s Report and other annexure and attachment therewith, as circulated to the members with the notice of the 6<sup>th</sup> Annual General Meeting, be and are hereby received, considered, approved and adopted.”

**Item no.2: Declaration of dividend for the financial year ended on March 31, 2026.**

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

“RESOLVED THAT dividend of ₹ 0.60( Sixty Paise) per equity share of ₹ 2/- each (i.e. 30% of 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, 2026 and that such dividend be paid to those equity shareholders whose names appear in the Register of Members as on record date i.e. Saturday, June 20, 2026.”

**Item no. 3: Re-appointment of Mr. Raman Chopra (DIN: 00954190) as a Director of the Company, liable to retire by rotation.**

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

**Item No. 4: Appointment of Deloitte Haskins & Sells Chartered Accountants LLP as Statutory Auditor of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, and 142 of the Companies Act, 2013 (“Act”) read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, regulations, and provisions, if any (including any statutory modification, amendment, or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, Deloitte Haskins & Sells Chartered Accountants LLP, (Firm Registration No. 117364W/W100739) (“Deloitte”), be and is hereby appointed as the Statutory Auditor of the Company, to hold office for a term of five consecutive years commencing from the conclusion of this 6<sup>th</sup> Annual General Meeting until the conclusion of the 11<sup>th</sup> Annual General Meeting of the Company (to be held for the financial year 2030-31), to conduct the statutory audit of the Company for the financial years 2026-27 to 2030-31, on the following remuneration, plus applicable taxes and reimbursement of out-of-pocket expenses actually incurred in connection with the audit:

- (i) **First year remuneration (FY 2026-27): ₹40,00,000 (Rupees Forty Lakhs only)**, inclusive of fees for statutory audit and certifications required under applicable laws and regulations;
- (ii) **Maximum remuneration cap:** the total remuneration payable to the Statutory Auditor in any financial year during the five-year tenure shall not exceed **₹ 75,00,000 (Rupees Seventy Five Lakhs only)**, inclusive of all certifications under the audit engagement;

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

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

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

Dated: April 30, 2026  
Place: Noida

Lalit Narayan Dwivedi  
Company Secretary  
Membership No.: FCS 10487

**NOTES:**

1. The Annual General Meeting (AGM) of the Company is being convened through Video Conferencing (VC) or Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013, read with relevant rules and Secretarial Standard-2 (SS-2), and in accordance with the framework prescribed by the Ministry of Corporate Affairs (MCA) through its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and the most recent Circular No. 03/2025 dated September 22, 2025 (collectively referred to as “MCA Circulars”) read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“Listing Regulations 2015”), SEBI Master Circular no. SEBI/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force):

- a. The Company is convening 6th Annual General Meeting (AGM) through VC / OAVM and no physical presence of members, Directors, Auditors and other eligible persons shall be required for this annual general meeting. The 6<sup>th</sup> Annual General Meeting shall be deemed to be held at Registered office address of the Company. Since the AGM will be held through VC / OAVM, the Route Map is not required to be annexed in this Notice.
- b. The Company has made arrangements for the Annual General Meeting (AGM) to be conducted through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), with the facility capable of accommodating at least 1,000 members on a first-come-first-served basis. However, the large members(holding 2% or more of the shareholding), promoters, institutional investors, Directors, key managerial personnel (KMPs), Chairman of the Audit Committee, Chairperson of the Nomination & Remuneration Committee, and Chairman of the Stakeholders Relationship Committee, as well as the Statutory Auditor, may be allowed to attend the meeting without restriction on account of first-come-first-served principle.
- c. In compliance with the above circulars, the Notice of the 6th AGM, along with the financial statements for the financial year 2025–26 (including the Board’s Report, Auditor’s Report, and other mandatory annexures), is being sent electronically only to those members whose email addresses are registered with the Company or with the Depository Participants (NSDL/CDSL), as per the Beneficial Position (Benepos) as on **May 15, 2026** (i.e., the cut-off date post Board approval of the AGM notice). No physical copies of the AGM notice or Annual Report shall be dispatched. However, shareholders can request to the Company for physical copies of the annual report by sending email at [secretarial@ghcltextiles.co.in](mailto:secretarial@ghcltextiles.co.in) and the same shall be provided. A letter providing the web-link for accessing the Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company or depositories.

The 6<sup>th</sup> Annual Report, comprising the Notice, financial statements, and other related documents, is also available on the websites of BSE Limited ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), where the Company’s shares are listed, and on the Company’s website at [www.ghcltextiles.co.in](http://www.ghcltextiles.co.in).

- d. The Company is providing two-way teleconferencing facility or WebEx for the ease of participation of the members.
- e. Recorded transcript of the meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.
- f. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- g. Participants i.e. members, Directors, Auditors and other eligible persons to whom this notice is being circulated are allowed to submit their queries / questions etc. before the general meeting in advance on the e-mail address of the company at [secretarial@ghcltextiles.co.in](mailto:secretarial@ghcltextiles.co.in). Further, queries / questions may also be posted concurrently during the general meeting at given email id /chatbox.
- h. Members, Directors, Auditors and other eligible persons to whom this notice is being circulated can attend this annual general meeting through video conferencing at least 15 minutes before the schedule time and shall be closed after expiry of 15 minutes from the scheduled time.
- i. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

2. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their electronic share accounts, if any.
3. Members holding shares in electronic form may update their details (bank, address, email etc.) with their respective Depository Participant.
4. The dividend as recommended by the Board of Directors will be paid to the members on or before 30<sup>th</sup> day from the date of declaration:
  - **For equity shares held in physical form** - those Members whose names will appear in the Register of Members on the record date i.e. Saturday, June 20, 2026.
  - **For equity shares held in dematerialized form** - those beneficiaries, whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owner on the record date i.e. Saturday, June 20, 2026.
5. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for deletion or / change in such bank details. Further instruction, if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, directly to their Depositories Participants.
6. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of appointment of Statutory Auditor given in the notice is annexed hereto.
7. The relevant details of Director seeking re-appointment under Item No. 3, 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.

<b>Profile</b>	
Full Name	<b>Mr. Raman Chopra</b>
DIN	00954190
DoB	November 25, 1965
Age	60 years
Original Date of Appointment	June 20, 2020
Qualification	Chartered Accountant.
Nature of expertise in specific functional areas/ Experience and Expertise	Mr. Chopra possesses a profound understanding of corporate finance, governance, and sustainability, enabling him to navigate complex financial landscapes with ease. He also has a very vast experience and expertise in the field of Administration, CSR, EHS, industry and general management Leadership, Strategic thinking, public policy and public advocacy.
Remuneration last drawn (including sitting fees)	As mentioned in the Corporate Governance Report.

Terms and conditions of appointment or re-appointment along with Remuneration to be paid	Mr. Raman Chopra, Non-Executive Director is retiring by rotation and has offered himself for re-appointment. Hence, there is no specific approval for remuneration is required. Further, details of remuneration is given under Corporate Governance Report.
Number of Board meetings attended during FY 2025-26	4/4
Shareholding (Equity Shares) including shareholding as a beneficial owner]	1,75,000(0.18%) equity shares
Relationship with other Directors, Manager, and KMP	None.
Membership of the Committees of the Company	<ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. Stakeholders Relationship Committee</li> <li>3. Risk Management Committee</li> <li>4. Banking &amp; Operations Committee</li> </ol>
Chairperson of Committees of the Company	None
Directorship held in other Companies	<ol style="list-style-type: none"> <li>1. GHCL Limited</li> <li>2. Rosebys Interiors India Limited (under liquidation)</li> </ol>
Membership of Committees held in other Indian public Companies	<p>Mr. Chopra is member of the following Committees in GHCL Limited</p> <ol style="list-style-type: none"> <li>1. Stakeholders Relationship Committee</li> <li>2. Banking &amp; Operations Committee</li> <li>3. Corporate Social Responsibility Committee</li> <li>4. Risk &amp; Sustainability Committee</li> </ol>
Chairpersonship of committees held in other Indian Companies	None
Listed entities in India from which the person has resigned as Director in 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 Corporate Governance Report .

**Note:** above details pertaining to Mr. Raman Chopra is as on date of the AGM Notice i.e. April 30, 2026. None of the Directors or KMPs, except Mr. Raman Chopra are interested in the Resolution at Item No. 3.

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

**9. Voting through electronic means:**

(a) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure

Requirements), 2015 (“Listing Regulations 2015”) read with SEBI Master Circular no. SEBI/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 and other applicable provisions, if any, the Company is pleased to provide members the facility to exercise their right to vote at the 6<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

- (b) A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and read with the MCA circulars and Regulation 44 of the Listing Regulation, 2015.
- (c) During the remote e-voting period, members of the Company, holding shares as on the cut-off date i.e. **Saturday, June 20, 2026** may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. As per Explanation (ii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, cut-off date means a date not earlier than 7 days before the date of general meeting.
- (d) The remote e-voting period commences at 9:00 a.m. (IST) on **Tuesday, June 23, 2026** and ends at 5:00 p.m. (IST) on **Friday, June 26, 2026**. The e-voting module shall be disabled by CDSL for voting thereafter.
- (e) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (f) The facility for voting, through electronic voting system, shall also be made available during the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

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




Pursuant to Regulation 44 of the SEBI Listing Regulations, 2015 read with other applicable provisions, on e-voting facility provided by Listed Companies, Individual Members holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

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

Pursuant to said SEBI Master 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:**

Type of Members	Login Method
Individual Members holding securities in Demat mode with <b>CDSL</b>	<p><b>A. Existing users who have opted for Easi/Easiest</b></p> <p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. An option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My Easi Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p><b>B. User not opted for Easi/Easiest:</b></p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System My Easi Tab and then click on registration option.</p> <p><b>C. By visiting the e-voting website of CDSL:</b></p> <p>The user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Members holding securities in demat mode with <b>NSDL</b>	<p><b>A. User already registered for NSDL IDeAS facility</b></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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile.</p> <p>Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</p> <p>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.</p> <p>Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</p> <p>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.</p>

Type of Members	Login Method
	<p><b>B. User not registered for IDeAS e-Services:</b></p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>After successful registration, please follow the steps given above to cast your vote</p> <p><b>C. by visiting E-Voting website of NSDL</b></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile.</p> <p>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 held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <ol style="list-style-type: none"> <li>1. 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.</li> </ol> <p><b>D. NSDL Speede</b></p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Members (holding securities in Demat mode) login through their <b>Depository Participants</b></p>	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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.</li> </ol>

**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.**

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

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

	<b>For other than individual Members holding shares in Demat.</b>
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 <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) Click on the EVSN for <GHCL Textiles Limited> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an option to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification

**(C) Additional facility for Non – Individual Members and Custodians for remote voting only**

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

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

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

**Step 4:** The list of accounts linked in the login will be mapped automatically & can be delinked 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](mailto: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.

**10. Process for those members 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](mailto:secretarial@ghcltextiles.co.in)) / RTA ([rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)).

**For Individual Demat Members** – Please update your email id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

12. **For Assistance / Queries for e-voting etc.**

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

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 the Chairman of the Board to appoint one or more scrutinizers, who shall be practicing Company Secretary, in the event of absence or inability of Mr. Hurkat to discharge his duties.
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 alongwith the Scrutinizer's Report shall be placed on the Company's website [www.ghcltextiles.co.in](http://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. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., MUFG Intime India Private Limited, Unit: GHCL Textiles Limited, Mr. Prashant Kirtikar, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai-400083, changes, if any, in their Bank details, registered address, Email ID, etc. along with their Pin Code. Members holding shares in electronic form may update such details with their respective Depository Participant.
16. 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. June 27, 2026. Members seeking to inspect such document(s) can send an email to [secretarial@ghcltextiles.co.in](mailto:secretarial@ghcltextiles.co.in)
17. **TDS on dividend:** Pursuant to the Income Tax Act, 2025, dividend income is taxable in the hands of Members and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, please refer to the Income Tax Act, 2025. The Members are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form). For further details please refer to website of the Company <https://ghcltextiles.co.in/investors/annual-general-meeting>.

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item no. 4:

- A. Background:** Members are requested to note that S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005) were appointed as First Auditor of the Company by the Board of Directors and was further appointed as the Statutory Auditor of the Company for a period of five consecutive years i.e. from the conclusion of 1<sup>st</sup> AGM till the conclusion of 6<sup>th</sup> AGM to conduct the statutory audit of the Company for the Financial Years 2021-22 to 2025-26, which is going to be completed on the conclusion of the ensuing 6<sup>th</sup> Annual General Meeting.
- B. Recommendation and Selection Process:** Upon review of proposals received from eligible firms, the Audit Committee evaluated and recommended the appointment of Deloitte Haskins & Sells Chartered Accountants LLP as the new Statutory Auditor of the Company, having regard to the firm's professional standing, sector

expertise, audit methodology, scale of operations, and fee proposal. The Board of Directors, at its meeting held on April 30, 2026, considered and accepted the recommendation of the Audit Committee and resolved to recommend the appointment to the Members for approval at the ensuing 6<sup>th</sup> Annual General Meeting.

- C. Eligibility and Consent:** Deloitte Haskins & Sells Chartered Accountants LLP, have provided the Company with:
- a written consent to the proposed appointment under Section 139(1) of the Companies Act, 2013; and
  - a certificate confirming that the firm satisfies the eligibility criteria prescribed under Section 141 of the Act, that it is not disqualified from being appointed as auditor under any applicable provision of the Act or the rules framed thereunder, and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and the rules framed thereunder.
- D. Brief Profile of the Proposed Statutory Auditor:** Deloitte Haskins & Sells Chartered Accountants LLP, (Firm Registration No. 117364W / W100739) is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India, operating as part of the Deloitte Touche Tohmatsu Limited (DTTL) network — one of the largest professional services organisations in the world. The firm is registered in Ahmedabad and is one of the largest statutory audit firms in India, with a distinguished client base that includes several companies in the BSE 500. The firm has more than 100 Partners and Executive Directors and over 3,500 professionals operating from multiple cities across India. It provides statutory audit, assurance, tax, and advisory services across diverse sectors and brings with it deep sector expertise, a technology-driven audit methodology, and an unwavering commitment to audit quality and independence.
- E. Remuneration — Structure and Parameters:** The remuneration payable to Deloitte Haskins & Sells Chartered Accountants LLP, as Statutory Auditor of the Company, for a term of five-years commencing from the financial year 2026-27, be fixed as under:
- (i) First Year — Financial Year 2026-27:** The remuneration for the financial year 2026-27 shall be ₹ 40,00,000 (Rupees Forty Lakhs only), inclusive of fees for the statutory audit, certification of the Corporate Governance Report, and unhedged foreign currency exposure certification, as required under applicable laws and regulations.
- (ii) Subsequent Years — Financial Years 2027-28 to 2030-31:** The remuneration for each of the financial years 2027-28 to 2030-31 shall be determined annually by the Board of Directors, on the recommendation of the Audit Committee, after taking into account the following parameters:
- scope, complexity, and the applicable regulatory framework for the statutory audit for the relevant financial year;
  - extent of compliance monitoring, certification, and reporting obligations mandated under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Accounting Standards, and other applicable laws; and
  - changes in regulatory obligations, governance responsibilities, or audit scope arising from amendments to applicable laws and regulations during the tenure.
- (iii) Annual Increment:** The remuneration may be enhanced by up to 10% per financial year over the remuneration paid in the immediately preceding financial year, subject to review and approval by the Audit Committee and the Board of Directors, having regard to increase in compliance workload, governance obligations, and inflationary adjustments benchmarked against industry standards.

- (iv) **Maximum Cap:** Notwithstanding anything contained above, the total remuneration payable to the Statutory Auditor in any financial year during the tenure of five years shall not exceed ₹ 75,00,000 (Rupees Seventy Five Lakhs only), inclusive of all certifications under the audit engagement in that financial year.
- (v) **Other Services:** In addition to the audit engagement, the Company may obtain from the Statutory Auditor such certifications, audit-related services, and other permissible non-audit services as may be required from time to time under applicable statutory regulations, bank requirements, or regulatory mandates. Such additional services shall be remunerated separately on mutually agreed terms, subject to the approval of the Board of Directors in consultation with the Audit Committee, provided always that such services are permissible under applicable independence standards and NFRA directions.
- (vi) **Revision and Flexibility:** The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditor, subject to the overall maximum cap stipulated above.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of this Notice. The Board of Directors recommends the **Ordinary Resolution** set out at Item No. 4 of this Notice for approval by the Members.

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

Dated: April 30, 2026  
Place: Noida

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

Lalit Narayan Dwivedi  
Company Secretary  
Membership No.: FCS 10487