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ET-English dated June 30, 2015



GHCL Limited

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Notice of 32nd Annual General Meeting, Remote E- Voting information and Book Closure

NOTICE is hereby given that 32nd Annual General Meeting (AGM) of the Company will be held on Thursday, July 23, 2015 at 9.30 a.m. at The Institution of Engineers (India), Gujarat State Centre, Bhalkaka Bhavan, Law College Road, Ahmedabad - 380 006 (Opp. Gajjar Hall). The notice convening AGM including Annual Report and other documents for the financial year 2014-15 have been sent on June 22, 2015 through Company's Registrar & Transfer Agent (RTA) Link Intime India Pvt. Ltd. in electronic mode to all the members whose e-mail IDs are registered with the Company / Depository Participant(s) and physical copies of the same to all other members in the prescribed mode (i.e. Courier and/or Registered post) at their registered address by June 26, 2015. Members desiring to receive the said documents in physical form will continue to get the same in physical form free of cost, upon request.

The members are hereby informed that pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is providing its members facilities for Remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL) in respect of the following businesses

ORDINARY BUSINESS:

1. Adoption of the Financial Statements of the Company for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. Declaration of Dividend for the financial year 2014-15.
3. Re-appointment of Mr. Neelabh Dalmia
4. Re-appointment of Mr. Raman Chopra
5. Re-Appointment of Statutory Auditors

SPECIAL BUSINESS:

6. Appointment of Mr. K. C. Jani as Independent Director of the Company
7. Appointment of Mr. Neelabh Dalmia as Director (Strategy) in an overseas subsidiary of the Company
i.e. Grace Home Fashion LLC, USA
8. Approval of Employees Stock Option Scheme 2015 & Issue of Securities
9. Approval of extending benefits of Employees Stock Option Scheme 2015 to the employees of subsidiary / associate company(ies)

Note : Item No. 8 & 9 are proposed as a Special Resolution and all other items are proposed as an Ordinary Resolution.

Remote E-voting is optional and voting rights of the members shall be reckoned on the equity shares held by them as on cut-off date i.e. July 16, 2015. The Remote e-voting period commences on Saturday, July 18, 2015 (9.00 a.m.) and ends on Wednesday, July 22, 2015 (5.00 p.m.). During the period, the members may cast their vote electronically. The e-voting module shall be disabled by the CDSL for voting thereafter. Once a vote on resolution is cast, the member shall not be allowed to change it subsequently. The facility for voting (e-voting / polling paper) shall also be made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting shall be able to cast their vote 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. Mr. Manoj Hurkat, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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 three days 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.ghcl.co.in and on the website of CDSL immediately after the result is declared by the Chairman / Authorised person; and results shall also be communicated to the Stock Exchanges.

All documents referred to in the Notice and Explanatory Statement is available for inspection at the Registered Office of the Company during the business hours between 2.00 PM and 4.00 PM on all working days of the Company up to the date of the Annual General Meeting.

This notice and other documents have been sent to all members whose names appeared in the Register of Members / Record of Depositories as on May 29, 2015. Any person, who becomes member of the Company after said date but before the AGM, can attend the AGM in person or appoint a proxy and send a requisition for a copy of Annual Report and Notice convening the AGM. A Member can download the Notice of the AGM from Company's website www.ghcl.co.in and the website CDSL www.evotingindia.com or can obtain by writing to the Company's Registrar & Transfer Agent (RTA), Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West) Mumbai - 400078. Tel: 25946970, e-mail: rnt.helpdesk@linkintime.co.in

In case members have any queries or issues or grievances regarding e-voting, they may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or alternatively may write to Mr. Vishal Panjabi, e-mail: rnt.helpdesk@linkintime.co.in, Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West) Mumbai - 400078, Tel: 25946970, who shall be responsible to address the grievances connected with the electronic voting.

NOTICE is hereby further given that pursuant to section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Clause 16 of the Listing Agreement, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 17, 2015 to Thursday, July 23, 2015 (both days inclusive), for the purpose of 32nd Annual General Meeting and for payment of dividend on the equity shares for the financial year ended March 31, 2015.

The Board of Directors at its meeting held on May 22, 2015 has recommended the payment of dividend @ Rs. 2.20 per share (i.e. 22%), if declared by members of the Company at the AGM and the dividend will be paid on or after Monday, July 27, 2015.

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

Place : Noida

Date : June 29, 2015

For GHCL Limited
Sd/- Bhuvneshwar Mishra
General Manager & Company Secretary