

**Compliance Report to be submitted along with draft Scheme**


It is hereby certified that the draft Scheme of Arrangement involving GHCL Limited ('**Demerged Company**') and GHCL Textiles Limited ('**Resulting Company**') does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sr. No.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, Complied. Corporate Governance Report attached for the quarter 30 <sup>th</sup> September 2021
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, Complied.
<b>Requirements of this circular</b>			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, Submitted.
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Yes, Complied.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, Submitted. Refer Annexure 2-A
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, Submitted. Refer Annexure 9-A & 9-B
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting - <i>(Not Applicable in the present case on account of exemption available. Board Undertaking (duly certified by statutory auditor) approved by the Board of Directors of GHCL Limited attached with the application).</i>	Yes, Submitted. Refer Annexure 10-B

**For GHCL LIMITED**



**R S Jalan**  
Managing Director



**Raman Chopra**  
CFO & ED (Finance)




**Bhwneshwar Mishra**  
Sr. GM-Sustainability & C S

Certified that the transactions / accounting treatment provided in the draft Scheme of Arrangement involving GHCL Limited and GHCL Textiles Limited are in compliance with all the Accounting Standards applicable to a listed entity.


**For GHCL LIMITED**



**R S Jalan**  
Managing Director



**Raman Chopra**  
CFO & ED (Finance)



**Bhwneshwar Mishra**  
Sr. GM-Sustainability & C S

**Date:23.12.2021**

October 14, 2021

आश्विन - शुक्लपक्ष - नवमी  
विक्रम सम्वत् २०७८

**National Stock Exchange of India Limited**  
"Exchange Plaza"  
Bandra - Kurla Complex,  
Bandra (E), Mumbai - 400 051  
NSE Code: GHCL

**BSE Limited**  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring, Rotunda Building,  
P.J. Towers,  
Dalal Street, Fort, Mumbai - 400 001  
BSE Code: 500171

Dear Sir / Madam,

**Sub: Compliance Report on Corporate Governance for the quarter/ half year ended September 30, 2021**

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with SEBI Circular (CIR/CFD/CMD/ 5/ 2015 dated September 24, 2015, SEBI/HO/CFD/CMD1/CIR/P/2019/78 dated July 16, 2019 and SEBI/HO/CFD/CMD-2/CIR/P/2021/567 dated May 31, 2021 and other applicable provisions, if any, please find enclosed herewith compliance report on Corporate Governance for the quarter ended September 30, 2021 as per Annexure I of the circular.

In addition to the above, please also find enclosed herewith compliance report on Corporate Governance for the half year ended September 30, 2021 as per Annexure III & IV of the above circular.

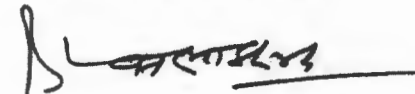
You are requested to kindly take note of the same.

In case you require any further information/ clarification, please do let us know.

Thanking you

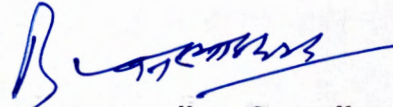
Yours faithfully

**For GHCL LIMITED**

A handwritten signature in blue ink, appearing to read 'Bhuneshwar Mishra', written over a horizontal line.

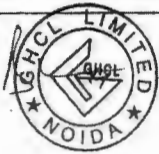
**Bhuneshwar Mishra**

**Sr. GM-Sustainability & Company Secretary as well as Compliance Officer**

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**Compliance Report on Corporate Governance as per Reg. 17(2) of the Listing Regulations, 2015 by GHCL Limited for the quarter ended September 30, 2021**

1	Name of Listed Entity	GHCL Limited													
2	Quarter ending	September 30, 2021													
<b>I. Composition of Board of Directors</b>															
Title (Mr. / Ms)	Name of the Director	PAN <sup>§</sup>	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>¶</sup>	Initial Date of Appointment	Date of Re-appointment in the current term / cessation	Date of Cessation	Tenure*	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directors in listed entities including this listed entity [in reference to provision to Regulation 17A(1)]	Number of membership in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee(s) held in listed entities including this listed entity (Refer Regulation 26(1) of the Listing Regulations)
Mr.	Sanjay Dalmia	AADPD9438N	00206992	Non Executive Chairperson - Promoter	20-10-1983	19-06-2021		N/A	17-03-1944	Yes	19-06-2021	1	0	0	0
Mr.	Anurag Dalmia	AADPD9439P	00120710	Non Executive - Vice Chairman - Promoter	19-04-1986	06-07-2020		N/A	11-05-1956	N/A	N/A	1	0	0	0
Mr.	Dr. Manoj Vaish	AAAPV5957F	00157082	Non Executive - Independent	01-04-2019	01-04-2019		30 months	24-05-1961	N/A	N/A	1	1	0	1
Mr.	Justice Ravindra Singh	ATZPS1677H	08344852	Non Executive - Independent	01-04-2019	01-04-2019		30 months	02-07-1953	N/A	N/A	1	1	2	0
Mr.	Arun Kumar Jain	ABZPJ6664P	07563704	Non Executive - Independent	01-04-2019	01-04-2019		30 months	04-01-1956	N/A	N/A	1	1	1	1
Mrs.	Vijaylaxmi Joshi	ADAPJ2125Q	00032055	Non Executive - Independent- Woman Director	20-04-2017	20-04-2017		33 months	01-08-1958	N/A	N/A	2	2	1	0
Mr.	Dr. Lavanya Rastogi	AFDPR4963H	01744049	Non Executive - Independent	24-11-2014	01-04-2019		30 months	08-03-1981	YES*	12-03-2019	1	1	0	0
Mr.	R. S. Jalan	ABBPJ6847Q	00121260	Executive (MD)	24-09-2002	07-06-2017		N/A	10-10-1957	N/A	N/A	1	0	1	0
Mr.	Raman Chopra	AADPC9604M	00954190	Executive (CFO)	01-04-2008	01-04-2018		N/A	25-11-1965	N/A	N/A	1	0	1	0
Mr.	Neelabh Dalmia	AFBPD8202R	00121760	Executive - Director (Textiles)	20-07-2005	01-02-2020		N/A	16-08-1983	N/A	N/A	1	0	1	0
<p>Note 1: Company appointed Dr. Lavanya Rastogi, as an Independent Director of the Company for second term of five years w.e.f April 1, 2019. Hence, pursuant to requirement of Section 149(10) of the Companies Act, 2013 Special Resolution was passed.</p> <p>Note 2: The Board of Directors of the Company in their meeting held on July 29, 2021 had nominated Dr. Manoj Vaish as Lead Independent Director of the Company for a period of 3 years period from the date of nomination or till the date of retirement, whichever is earlier.</p> <p>§ PAN number of any director would not be displayed on the website of Stock Exchange.</p> <p>¶ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating with hyphen.</p> <p>* To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>															



*Sanjay Dalmia*

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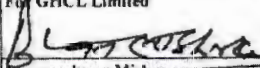

**Compliance Report on Corporate Governance as per Reg. 17(1) of the Listing Regulations, 2015 by GHCL Limited for the quarter ended September 30, 2021**

1	Name of Listed	GHCL Limited							
2	Quarter ending	September 30, 2021							
<b>II Composition of Committees</b>									
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)s	Date of Appointment	Date of Cessation	Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)s	Date of Appointment	Date of Cessation
1	Audit & Compliance Committee	Dr. Manoj Vaish - Chairman of the Committee	Independent	18-09-2019	2	Nomination & Remuneration Committee	Mr. Sanjay Dalmia - Member of the Committee	Chairperson	18-10-2014
		Mrs. Vijaylaxmi Joshi	Independent	29-07-2017			Mrs. Vijaylaxmi Joshi - Chairperson of the Committee	Independent	18-07-2018
		Justice Ravindra Singh	Independent	01-04-2019			Justice Ravindra Singh	Independent	18-09-2019
		Mr. Arun Kumar Jain	Independent	01-04-2019			Dr. Manoj Vaish	Independent	18-09-2019
<p>Note 1: Mr. Neelabh Dalmia is a permanent invitee of the Audit &amp; Compliance Committee, 2. The Board of Directors of the Company in their meeting held on July 29, 2021 had renamed the Audit Committee as "Audit &amp; Compliance Committee" and also extended its scope of work.</p>									
3	Risk & Sustainability Committee (if applicable)	Mr. Arun Kumar Jain - Chairman of the Committee	Independent	01-04-2019	4	Stakeholders Relationship Committee	Mr. Arun Kumar Jain - Chairman of the Committee	Independent	01-04-2019
		Mr. Anurag Dalmia	Non-Executive	29-07-2021			Justice Ravindra Singh	Independent	30-07-2019
		Mr. R S Jalan	Executive (MD)	22-05-2015			Mr. Neelabh Dalmia	Executive (Textiles)	20-07-2005
		Mr. Raman Chopra	Executive (CFO)	22-05-2015			Mr. R S Jalan	Executive (MD)	31-07-2004
		Mr. Neelabh Dalmia	Executive (Textiles)	29-06-2017			Mr. Raman Chopra	Executive (Finance & CFO)	10-06-2008
<p>Note: The Board of Directors of the Company in their meeting held on July 29, 2021 had renamed the Risk Management Committee as "Risk &amp; Sustainability Committee" and also extended its scope of work.</p>									
5	Corporate Social Responsibility Committee	Mr. Anurag Dalmia - Chairman of the Committee	Non-Executive	30-07-2019					
		Mrs. Vijaylaxmi Joshi	Independent	25-04-2018					
		Mr. Neelabh Dalmia	Executive (Textiles)	28-01-2013					
		Mr. R S Jalan	Executive (MD)	28-01-2013					
		Mr. Raman Chopra	Executive (CFO)	25-04-2018					



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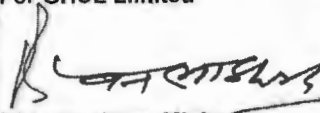

<b>III Meeting of Board of Directors</b>			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the current quarter	Maximum gap between any two consecutive meeting (in number of days)	
28-04-2021	29-07-2021	91	
<b>IV Meeting of Committees (i.e. Audit Committee)</b>			
Date(s) of meeting of the Audit Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meeting in number of days*
29-07-2021	Yes	28-04-2021	91
	All four members of the Audit Committee (i.e. Dr. Manoj Vaish, Mrs. Vijaylaxmi Joshi, Justice Ravindra Singh & Mr. Arun Kumar Jain) attended the meeting held on 29-07-2021		
<b>V Meeting of Committees (i.e. Nomination &amp; Remuneration Committee)</b>			
Date of meeting of the committee in the previous quarter	15-07-2021		
<b>VI Meeting of Committees (i.e. Risk Management Committee)</b>			
Date of meeting of the committee in the previous quarter	14-07-2021		
<b>VII Meeting of Committees (i.e. Stakeholders Relation Committee)</b>			
Date of meeting of the committee in the previous quarter	02-07-2021		
	23-07-2021		
	06-08-2021		
	13-08-2021		
	20-08-2021		
	03-09-2021		
	17-09-2021		
	24-09-2021		
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
<b>VIII Related Party Transactions</b>			
Subject		Compliance status (Yes / No / NA) <small>refer note below</small>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
<b>Note</b>			
1	In the column "Compliance Status," compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
2	If status is "No" details of non-compliance may be given here.		
<b>VIII Affirmations</b>			
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015		
a.	Audit Committee		
b.	Nomination & remuneration committee		
c.	Stakeholders relationship committee		
d.	Risk management committee (applicable to the top 1000 listed entities)		
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015		
5	a. The report and / or the report submitted in the previous quarter has been placed before Board of Directors. Yes b. Any comments / observations/advice of Board of Directors may be mentioned here: NA		
Name & Designation		For GHCL Limited	
		 Bhuvneshwar Mishra Sr. GM-Sustainability & Company Secretary as well as Compliance Officer	
Date: 14-10-2021			

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**HALF YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of Listed Entity : GHCL Limited

Half Year Ended : April 1, 2021 - September 30, 2021

I. Affirmations		
Broad Headings	Regulation Number	Compliance Status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>For GHCL Limited</p>   <p><b>Bhuneshwar Mishra</b> Sr. GM-Sustainability &amp; Company Secretary as well as Compliance Officer Date: 14.10.2021 Place: Noida</p>		






**HALF YEARLY COMPLIANCE REPORT ON DISCLOSURE OF LOANS/GUARANTEES/ COMFORT LETTERS /SECURITIES ETC.**

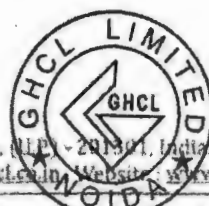
Name of Listed Entity	GHCL Limited
Half Year Ended	April 1, 2021 - September 30, 2021

**I. Disclosure of Loans / guarantees / comfort letters / securities etc.**
**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:**

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	Rs.10,38,755/- (Rupees Ten Lakhs Thirty Eight Thousand Seven Hundred Fifty Five )

**( B ) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL



B- 38, GHCL House, Institutional Area, Sector- 1, Noida, N.P.V - 201301, India. Ph.: +91-120-2535335, 4939900, Fax: +91-120-2535209  
CIN : L24100GJ1983PLC006513, E-mail : ghclinfo@ghcl.co.in Website : www.ghcl.co.in

Regd. Office: GHCL House, Opp. Punjabi Hall, Near Nanrangpura Bus Stand, Navrangpura, Ahmedabad, Gujarat - 380009, India



( C ) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

#### II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Name & Designation	For GHCL Limited RAMAN CHOPRA	Digitally signed by RAMAN CHOPRA Date: 2021.10.13 19:45:18 +05'30'	
	Raman Chopra CFO & Executive Director (Finance)		
Date:	13.10.2021		