



January 5, 2019

पौष- कृष्णपक्ष – अमावस्या
विक्रम सम्वत् २०७५

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

BSE Limited
Corporate Relationship Department,
1st 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 ended
December 31, 2018**

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 and other applicable provisions, if any, please find enclosed herewith compliance report on Corporate Governance for the quarter ended December 31, 2018 as per Annexure I of the 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

Bhuneshwar Mishra
Sr. GM & Company Secretary as well as Compliance Officer

Compliance Report on Corporate Governance as per Reg. 27(2) of the Listing Regulations, 2015 by GHCL Limited for the quarter ended December 31, 2018

1	Name of Listed Entity	GHCL Limited
2	Quarter ending	December 31, 2018

I Composition of Board of Directors									
Title (Mr. / Ms)	Name of the Director	FAN [§]	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ^{&}	Date of Appointment in the current term / cessation	Tenure*	No. of Directorship in listed entities including this listed entity	Number of membership in Audit / Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit / Stakeholder Committee(s) held in listed entities including this listed entity
Mr.	Sanjay Dalmia	AADPD9438N	00206992	Non Executive Chairperson - Promoter	31-05-2018	N/A	1	0	0
Mr.	Anurag Dalmia	AADPD9439P	00120710	Non Executive - Vice Chairman - Promoter	31-05-2018	N/A	1	0	0
Mr.	Neelabh Dalmia	AFBPD8202R	00121760	Non Executive - Promoter	29-06-2017	N/A	1	1	0
Mr.	G. C. Srivastava	AZZPS3002J	02194331	Non Executive -	01-04-2014	57 months	1	1	0
Mr.	Mahesh Kumar Kheria	AFOPK3104L	00161680	Non Executive -	01-04-2014	57 months	1	2	1
Mr.	K. C. Jani	ACQPJ3643Q	02535299	Non Executive -	18-09-2014	51 months	2	1	0
Mrs.	Vijaylaxmi Joshi	ADAPJ2125Q	00032055	Non Executive -	20-04-2017	20 months	2	1	0
Mr.	Lavanya Rastogi	AFDPR4963H	01744049	Non Executive -	24-11-2014	48 months	1	0	0
Mr.	R. S. Jalan	ABBPJ6847Q	00121260	Executive (MD)	07-06-2017	N/A	1	1	0
Mr.	Raman Chopra	AADPC9604M	00954190	Executive (CFO)	01-04-2018	N/A	1	1	0

§ PAN number of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating with hyphen.

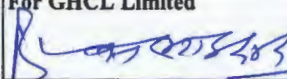

* To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II Composition of Committees									
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ^{&}	Date of Appointment	Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ^{&}	Date of Appointment		
1 Audit Committee	Mr. K. C. Jani - Chairperson of the Committee	Independent	25-07-2016	2 Nomination & Remuneration Committee	Mr. K C Jani - Chairperson of the Committee	Independent	18-10-2014		
	Mrs. Vijaylaxmi Joshi	Independent	29-07-2017		Mr. Sanjay Dalmia - Member of the Committee	Chairperson	18-10-2014		
	Mr. G. C. Srivastava	Independent	18-07-2009		Mrs. Vijaylaxmi Joshi	Independent	18-07-2018		
	Mr. Mahesh Kumar Kheria	Independent	18-07-2018						
Note: Mr. Neelabh Dalmia is a permanent invitee of the Audit Committee.									
3 Risk Management Committee (if applicable)*	Mr. Mahesh Kumar Kheria	Independent	22-05-2015	4 Stakeholders Relationship Committee	Mr. Mahesh Kumar Kheria - Chairperson of the Committee	Independent	18-07-2011		
	Mr. Neelabh Dalmia	Non-Executive	29-06-2017		Mr. Neelabh Dalmia	Non-Executive	20-07-2005		
	Mr. R S Jalan	Executive (MD)	22-05-2015		Mr. R S Jalan	Executive (MD)	31-07-2004		
	Mr. Raman Chopra	Executive (CFO)	22-05-2015		Mr. Raman Chopra	Executive (CFO)	10-06-2008		
*Not applicable. However, the Board of Directors voluntarily formed this Committee.									
5 Corporate Social Responsibility Committee	Mrs. Vijaylaxmi Joshi	Independent	25-04-2018						
	Mr. Neelabh Dalmia	Non-Executive	28-01-2013						
	Mr. Mahesh Kumar Kheria	Independent	24-10-2017						
	Mr. R S Jalan	Executive (MD)	28-01-2013						
	Mr. Raman Chopra	Executive (CFO)	25-04-2018						



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III Meeting of Board of Directors			
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)
18-07-2018	31-10-2018		104
IV Meeting of Committees (i.e. Audit Committee)			
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*
31-10-2018	Yes All four members of the Audit Committee (i.e. Mr. K C Jani, Mrs. Vijaylaxmi Joshi, Mr. G. C. Srivastava & Mr. Mahesh Kumar Kherla) attended the meeting held on 31-10-2018.	18-07-2018	104
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
V Related Party Transactions			
Subject		Compliance status (Yes / No / NA) ^{refer note below}	
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	
Note			
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.		
VI Affirmations			
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 100 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	
		  Bhuneshwar Mishra Sr. GM & Company Secretary as well as Compliance Officer	
Date: 05-01-2019			