

July 10, 2018

आषाढ कृष्ण पक्ष द्वादशी
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 June
30, 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 June 30, 2018 as per Annexure I of the circular.

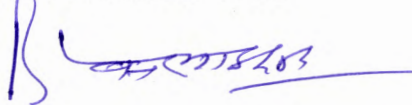
You are requested to kindly take note of the same.

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

Thanking you

Yours faithfully

For GHCL LIMITED



Bhuwleshwar 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 June 30, 2018

1	Name of Listed Entity	GHCL Limited
2	Quarter ending	June 30, 2018

I Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN ⁵	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ⁶	Date of Appointment in the current term / cessation	Tenure ⁷	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.	Dr. B. C. Jain	AAMPJ8748C	00319666	Non Executive - Independent	01-04-2014	51 months	1	1	1
Mr.	G. C. Srivastava	AZZPS3002J	02194331	Non Executive - Independent	01-04-2014	51 months	1	1	0
Mr.	Mahesh Kumar Kheria	AFOPK3104L	00161680	Non Executive - Independent	01-04-2014	51 months	1	1	1
Mr.	K. C. Jani	ACQPJ3643Q	02535299	Non Executive - Independent	18-09-2014	45 months	2	1	0
Mrs.	Vijaylaxmi Joshi	ADAPJ2125Q	00032055	Non Executive - Independent	20-04-2017	14 months	2	1	0
Mr.	Lavanya Rastogi	AFDPR4963H	01744049	Non Executive - Independent	24-11-2014	43 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

⁵ PAN number of any director would not be displayed on the website of Stock Exchange.

⁶ & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating with hyphen.

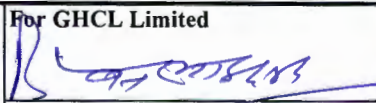
⁷ * To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ⁶	Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ⁶
1 Audit Committee	Dr. B C Jain - Chairperson of the Committee	Independent	2 Nomination & Remuneration Committee	Mr. K C Jani - Chairperson of the Committee	Independent
	Mrs. Vijaylaxmi Joshi	Independent		Mr. Sanjay Dalmia - Member of the Committee	Chairperson
	Mr. G. C. Srivastava	Independent		Dr. B C Jain	Independent
	Mr. K C Jani	Independent			
3 Risk Management Committee (if applicable)*	Mr. Mahesh Kumar Kheria	Independent	4 Stakeholders Relationship Committee	Mr. Mahesh Kumar Kheria - Chairperson of the Committee	Independent
	Mr. Neelabh Dalmia	Non-Executive		Mr. Neelabh Dalmia	Non-Executive
	Mr. R S Jalan	Executive (MD)		Mr. R S Jalan	Executive (MD)
	Mr. Raman Chopra	Executive (CFO)		Mr. Raman Chopra	Executive (CFO)

*Not applicable. However, the Board of Directors voluntarily formed this Committee.



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)	
31-01-2018	25-04-2018	83	
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*
25-04-2018	Yes All four members of the Audit Committee (i.e. Dr. B. C. Jain, Mr. K C Jani, Mr. G. C. Srivastava & Mrs. Vijaylaxmi Joshi) attended the meeting held on 25-04-2018.	31-01-2018	83
*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	
		 Bhwneshwar Mishra Sr. GM & Company Secretary as well as Compliance Officer	
Date: 10-07-2018		