



April 10, 2018

वैशाख कृष्ण पक्ष दशमी
विक्रम सम्वत 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/ year ended
March 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 March 31, 2018 as per Annexure I of the circular.

In addition to the above, please also find enclosed herewith compliance report on Corporate Governance for the financial year ended March 31, 2018 as per Annexure II 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

Bhuwneswar Mishra
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 March 31, 2018

1	Name of Listed Entity	GHCL Limited
2	Quarter ending	March 31, 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*	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	19-07-2016	N/A	1	0	0
Mr.	Anurag Dalmia	AADPD9439P	00120710	Non Executive - Promoter	19-07-2016	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	48 months	1	1	1
Mr.	G. C. Srivastava	AZZPS3002J	02194331	Non Executive - Independent	01-04-2014	48 months	1	1	0
Mr.	Mahesh Kumar Kheria	AFOPK3104L	00161680	Non Executive - Independent	01-04-2014	48 months	1	1	1
Mr.	K. C. Jani	ACQPJ3643Q	02535299	Non Executive - Independent	18-09-2014	42 months	2	1	0
Mrs.	Vijaylaxmi Joshi	ADAPJ2125Q	00032055	Non Executive - Independent	20-04-2017	11 months	2	1	0
Mr.	Lavanya Rastogi	AFDPR4963H	01744049	Non Executive - Independent	24-11-2014	40 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)	29-06-2017	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.
 * 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.


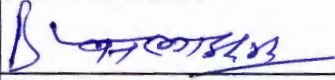
II Composition of Committees

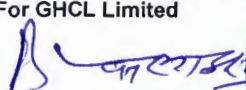

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ⁶	Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ⁶
1 Audit Committee	Dr. B C Jain - Chairperson of the Committee	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.



2/4

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)	
24-10-2017	31-01-2018	98	
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*
31-01-2018	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 31-01-2018.	24-10-2017	98
*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 GM & Company Secretary as well as Compliance Officer	
Date: 10-04-2018			

ANNUAL COMPLIANCE REPORT ON CORPORATE GOVERNANCE		
Name of Listed Entity	GHCL Limited	
Year ending	March 31, 2018	
I. Disclosure on website in terms of Listing Regulations		
Item	Compliance Status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Yes	
New name and the old name of the listed entity	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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	
2	If status is "No" details of non-compliance may be given here.	
3	If the Listed Entity would like to provide any other information the same may be indicated here.	
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
For GHCL Limited		
 		
Bhuneshwar Mishra		
General Manager & Company Secretary		