

April 13, 2020

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, 2020

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 SEBI/HO/CFD/CMD1/CIR/P/2019/78 dated July 16, 2019) and other applicable provisions, if any, please find enclosed herewith compliance report on Corporate Governance for the quarter ended March 31, 2020 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, 2020 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

Bhwneshwar 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 March 31,2020

1	Name of Listed Entity	GHCL Limited
2	Quarter ending	March 31, 2020

I Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN ^{\$}	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ^{&}	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 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	01-04-2019		N/A	17-03-1944	Yes	12-03-2019	1	0	0	0
Mr.	Anurag Dalmia	AADPD9439P	00120710	Non Executive - Vice Chairman - Promoter	19-04-1986	31-05-2018		N/A	11-05-1956	N/A	N/A	1	0	0	0
Mr.	Neelabh Dalmia	AFBPD8202R	00121760	Executive - Director*	20-07-2005	01-02-2020		N/A	16-08-1983	N/A	N/A	1	0	1	0
Mr.	Dr. Manoj Vaish	AAAPV5957F	00157082	Non Executive - Independent	01-04-2019	01-04-2019		12 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		12 months	02-07-1953	N/A	N/A	1	0	2	0
Mr.	Arun Kumar Jain	ABZPJ6664P	07563704	Non Executive - Independent	01-04-2019	01-04-2019		12 months	04-01-1956	N/A	N/A	2	2	1	1
Mrs.	Vijaylaxmi Joshi	ADAPJ2125Q	00032055	Non Executive - Independent- Woman Director	20-04-2017	20-04-2017		35 months	01-08-1958	N/A	N/A	2	2	1	0
Mr.	Lavanya Rastogi	AFDPR4963H	01744049	Non Executive - Independent	24-11-2014	01-04-2019		12 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

Note 1: * The Board of Directors of the Company in their meeting held on January 23, 2020 had appointed Mr. Neelabh Dalmia as Whole Time Director designated as Executive Director (Textiles) of the Company for a period of 5 years with effect from February 1, 2020 subject to approval of shareholders.

Note 2:* Company appointed Mr. 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.

^{\$} 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.

Compliance Report on Corporate Governance as per Reg. 27(2) of the Listing Regulations, 2015 by GHCL Limited for the quarter ended March 31, 2020

1	Name of Listed	GHCL Limited							
2	Quarter ending	Macrh 31, 2020							
II Composition of Committees									
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)&	Date of Appointment	Date of Cessation	Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)\$	Date of Appointment	Date of Cessation
1	Audit 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
Note: Mr. Neelabh Dalmia is a permanent invitee of the Audit Committee.									
3	Risk Management 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. Neelabh Dalmia	Non-Executive	29-06-2017			Justice Ravindra Singh	Independent	30-07-2019
		Mr. R S Jalan	Executive (MD)	22-05-2015			Mr. Neelabh Dalmia	Non-Executive	20-07-2005
		Mr. Raman Chopra	Executive (CFO)	22-05-2015			Mr. R S Jalan	Executive (MD)	31-07-2004
							Mr. Raman Chopra	Executive	10-06-2008
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	Non-Executive	28-01-2013					
		Mr. R S Jalan	Executive (MD)	28-01-2013					
		Mr. Raman Chopra	Executive (CFO)	25-04-2018					

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)	
23-10-2019	23-01-2020	91	
23-01-2020	16-03-2020	52	
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*
23-01-2020	Yes	23-10-2019	91
16-03-2020	Yes 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 23-01-2020.	23-01-2020	52
	Yes 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 16-03-2020.		
*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 500 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:	13-04-2020		

ANNUAL COMPLIANCE REPORT ON CORPORATE GOVERNANCE		
Name of Listed Entity		GHCL Limited
Year ending		March 31, 2020
I. Disclosure on website in terms of Listing Regulations		
Item		Compliance Status (Yes/No/NA)
As per regulation 46(2) of the LODR:		
a	Details of business	Yes
b	Terms and conditions of appointment of independent directors	Yes
c	Composition of various committees of board of directors	Yes
d	Code of conduct of board of directors and senior management personnel	Yes
e	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
f	Criteria of making payments to non-executive directors	Yes
g	Policy on dealing with related party transactions	Yes
h	Policy for determining 'material' subsidiaries	Yes
i	Details of familiarization programmes imparted to independent directors	Yes
j	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
k	Email address for grievance redressal and other relevant details	Yes
l	Financial results	Yes
m	Shareholding pattern	Yes
n	Details of agreements entered into with the media companies and/or their associates	Yes
o	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
p	New name and the old name of the listed entity	NA
q	Advertisements as per regulation 47 (1)	Yes
r	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes
s	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
As per other regulations of the LODR:		
a	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
b	Materiality Policy as per Regulation 30	Yes
c	Dividend Distribution policy as per Regulation 43A (as applicable)	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), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	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
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	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
Disclosure of related party transactions on consolidated	23(9)	Yes
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
Annual Secretarial Compliance Report	24A	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes

Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	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 accordance	
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		
Bhwneshwar Mishra		
Sr. General Manager & Company Secretary		