



October 1, 2018

आश्विन कृष्णपक्ष सप्तमी
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 period ended
September 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 September 30, 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 half year ended September 30, 2018 as per Annexure III 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

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 September 30, 2018

1	Name of Listed Entity	GHCL Limited
2	Quarter ending	September 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 [*]	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 - Independent	01-04-2014	54 months	1	1	0
Mr.	Mahesh Kumar Kheria	AFOPK3104L	00161680	Non Executive - Independent	01-04-2014	54 months	1	2	1
Mr.	K. C. Jani	ACQPJ3643Q	02535299	Non Executive - Independent	18-09-2014	48 months	2	1	0
Mrs.	Vijaylaxmi Joshi	ADAPJ2125Q	00032055	Non Executive - Independent	20-04-2017	17 months	2	1	0
Mr.	Lavanya Rastogi	AFDPR4963H	01744049	Non Executive - Independent	24-11-2014	45 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.

^{*} 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	Mr. K c Jani - 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		Mrs. Vijaylaxmi Joshi*	Independent
	Mr. Mahesh Kumar Kheria*	Independent			

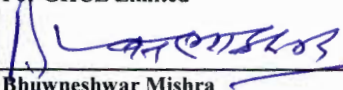
Note: *Dr. B C Jain, Independent Director of the Company had resigned from the directorship of the company w.e.f. July 18, 2018 due to his health conditions. The Board of Directors had reconstituted the Audit Committee and Nomination & Remuneration Committee in their meeting held on July 18, 2018 and appointed Mr. Mahesh Kumar Kheria, Independent Director, as member of the Audit Committee and Mrs. Vijaylaxmi Joshi, Independent Director as member of the Nomination & Remuneration Committee effective from July 18, 2018. Mr. Neelabh Dalmia shall remain as a permanent invitee of the Audit Committee.

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.



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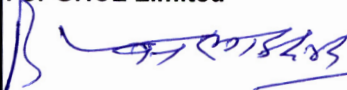

III Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the current quarter	Maximum gap between any two consecutive meeting (in number of days)	
25-04-2018	18-07-2018	83	
IV Meeting of Committees (i.e. Audit Committee)			
Date(s) of meeting 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*
18-07-2018	<p style="text-align: center;">Yes</p> <p>Three members of the Audit Committee (i.e. Mr. K C Jani, Mr. G. C. Srivastava & Mrs. Vijaylaxmi Joshi) attended the meeting held on 18-07-2018. The Board of Director in their meeting held on July 18, 2018 had reconstituted the Audit Committee and appointed Mr. Mahesh Kumar Kheria , Independent Director as member of the Audit Committee. Mr. Mahesh Kumar Kheria could not attend the Audit Committee Meeting on July 18, 2018 because he was not member of the Audit Committee on that date. However, Board of Directors had reconstituted audit committee immediately after the Audit Committee Meeting.</p>	25-04-2018	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	<p>a. The report and / or the report submitted in the previous quarter has been placed before Board of Directors. Yes</p> <p>b. Any comments / observations/advice of Board of Directors may be mentioned here: NA</p>		
Name & Designation	<p>For GHCL Limited</p>  Bhuvneshwar Mishra Sr. GM & Company Secretary as well as Compliance Officer		
Date:	01-10-2018		



HALF YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity
Half Year Ended

:GHCL Limited
: April 1, 2018 - September 30, 2018

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
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>For GHCL Limited</p>   <p>Bhuwneshwar Mishra Sr. General Manager & Company Secretary Date: 01.10.2018 Place: Noida</p>		