## **GHCL Limited**



January 13, 2022

पौष –शुक्लपक्ष - एकादशी विक्रम सम्वत २०७८

National Stock Exchange of India Limited

"Exchange Plaza"
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051

**NSE Code: GHCL** 

**BSE Limited** 

Corporate Relationship Department, 1<sup>st</sup> Floor, New Trading Ring, Rotunda Building, P.J. Towers,

Dalal Street, Fort, Mumbai – 400 001

**BSE Code: 500171** 

Dear Sir / Madam,

## <u>Sub: Compliance Report on Corporate Governance for the quarter ended December 31, 2021</u>

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, SEBI/HO/CFD/CMD1/CIR/P/2019/78 dated July 16, 2019 and SEBI/HO/CFD/CMD-2/CIR/P/2021/567 dated May 31, 2021 and other applicable provisions, if any, please find enclosed herewith compliance report on Corporate Governance for the quarter ended December 31, 2021 as per Annexure I of the circular.

Please note that copy of this intimation is also available on the website of BSE Limited (<u>www.bseindia.com/corporates</u>), National Stock Exchange of India Limited (<u>www.nseindia.com/corporates</u>) and website of the Company (<u>www.ghcl.co.in</u>).

You are requested to kindly take note of the same.

Thanking you

Yours faithfully

For GHCL LIMITED

Bhuwneshwar Mishra Sr. GM-Sustainability & 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, 2021 Name of Listed Entity GHCL Limited Quarter ending December 31, 2021

I	Composition of Boar	d of Directors												
	Name of the Director	PANS	DIN	Category (Chairperson / Executive / Non- Eexecutive / Independent / Nominee) <sup>&amp;</sup>	Appointment	appointment	 Tenure*	Date of Birth	Whether special resolution passed?	Date of passing special resolution	Directorship in listed entities including this listed entity [in reference to Regulation	No. of Independent Directors in listed entities including this listed entity [in reference to provisio 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	19-06-2021	N/A	17-03-1944	Yes	19-06-2021	1	0	0	(
Mr.	Anurag Dalmia	AADPD9439P	00120710	Non Executive - Vice Chairman - Promoter	19-04-1986	06-07-2020	N/A	11-05-1956	N/A	N/A	1	0	0	(
Mr.	Dr. Manoj Vaish	AAAPV5957F	00157082	Non Executive - Independent	01-04-2019	01-04-2019	33 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	33 months	02-07-1953	N/A	N/A	1	1	2	(
Mr.	Arun Kumar Jain	ABZPJ6664P	07563704	Non Executive - Independent	01-04-2019	01-04-2019	33 months	04-01-1956	N/A	N/A	1	1	1	
Mrs.	Vijaylaxmi Joshi	ADAPJ2125Q	00032055	Non Executive - Independent- Woman Director	20-04-2017	20-04-2017	56 months	01-08-1958	N/A	N/A	2	2	1	
Mr.	Dr. Lavanya Rastogi	AFDPR4963H	01744049	Non Executive - Independent	24-11-2014	01-04-2019	33 months	08-03-1981	YES*	12-03-2019	1	1	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	(
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	(
Mr.	Neelabh Dalmia	AFBPD8202R	00121760	Executive - Director (Textiles)	20-07-2005	01-02-2020	N/A	16-08-1983	N/A	N/A	1	0	1	

Note 1:\* Company appointed Dr. 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.

<sup>\$</sup> PAN number of any director would not be displayed on the website of Stock Exchange.

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

<sup>\*</sup> 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.

	Со	mpliance Report on Cor	porate Governance	as per Reg. 27(2	e) of the Listing	g Regulat	ions, 2015 by GH	CL Limited for the quart	er ended Decembe	r 31, 2021					
1	Name of Listed	GHCL Limited													
2	Quarter ending	December 31, 2021													
II	Composition of C	ommittees													
Name	of Committee	Name of Committee members	Category (Chairperson / Executive / Non- Eexecutive / Independent / Nominee)&	Date of Appointment	Date of Cessation	Name of Committee		Name of Committee members	Category (Chairperson / Executive / Non- Eexecutive / Independent / Nominee)\$	Date of Appointment	Date of Cessation				
1	Audit & Compliance 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 Dalr	nia is a permanent invito	ee of the Audit & Co	ompliance Comm	nittee.				l	<u> </u>					
3	Risk & Sustainability Committee (if	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					
	applicable)	Mr. Anurag Dalmia	Non-Executive	29-07-2021		1		Justice Ravindra Singh	Independent	30-07-2019					
		Mr. R S Jalan	Executive (MD)	22-05-2015				Mr.Neelabh Dalmia	Executive (Textiles)	20-07-2005					
		Mr. Raman Chopra	Executive (CFO)	22-05-2015				Mr. R S Jalan	Executive (MD)	31-07-2004					
		Mr.Neelabh Dalmia	Executive (Textiles)	29-06-2017				Mr. Raman Chopra	Executive (Finance & CFO)	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	Executive (Textiles)	28-01-2013											
		Mr. R S Jalan	Executive (MD)	28-01-2013											
		Mr. Raman Chopra	Executive (CFO)	25-04-2018											

	of Meeting (if any) in	Date(s) of Meeting (if any) in	the current	Maximum gap	No. of Directors	No. of
	ous quarter	quarter		between any two consecutive meeting (in number of days)	Present (All Directors including Independent Directors)	Indpendent Directors present in the meeting
	29-07-2021	28-10-2021		90	10	5
	28-10-2021	06-12-2021		38	10	5
V	_	ittees (i.e. Audit Committee)	1	T		
	of meeting of the ommittee in the	Whether requirement of Quorum met (details)	Date of meeting of the committee	Maximum gap between any two		
elevant			in the previous quarter	consecutive meeting in number of days*		
	28-10-2021	Yes	29-07-2021	90	4	4
	06-12-2021	Yes	28-10-2021	38	4	4
		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 06-12-2021				
V	Meeting of Commi	ittees (i.e. CSR Committee)				
	meeting of the ee in the previous	25-10-2021			5	1
VI	Meeting of Commi	ittees (i.e. Stakeholders Relat	ion Committee)			
	meeting of the ee in the previous	01-10-2021			5	2
quarter	ee in the previous	08-10-2021			5	2
		18-10-2021			5	2
		22-10-2021 29-10-2021			5	2
		12-11-2021			5	2 2
		26-11-2021			5	2
		03-12-2021			5	2
		10-12-2021			5	2
*This inf	formation has to be m	31-12-2021 andatorily be given for audit co	mmittee, for rest of	of the committees giving	5 g this information is op	tional.
					ī	1
ЛП	Related Party Trai	nsactions				
Subject			(	Compliance status (Yo	es / No / NA) refer note be	low
17L -1		lit committee obtained		Y	es	
vnether	prior approval of aud				TA.	
		obtained for material RPT		N	A	
Whether Whether	shareholder approval	ed into pursuant to omnibus			· es	
Whether Whether approval	shareholder approval	ed into pursuant to omnibus				
Whether Whether approval	shareholder approval details of RPT entere have been reviewed In the column "Com been composed in ac	ed into pursuant to omnibus	of Listing Regulat	nay be indicated by Yes	/No/N.A. For example	
Whether Whether approval	shareholder approval details of RPT entere have been reviewed!  In the column "Com been composed in ac Entity has no related	ed into pursuant to omnibus by Audit Committee pliance Status," compliance or eccordance with the reuirements	of Listing Regular 'N.A." may be indi	nay be indicated by Yes	/No/N.A. For example	
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