

October 7, 2017

National Stock Exchange of India Limited
"Exchange Plaza"
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051
Fax # 022 26598237/38

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring, Rotunda Building,
P.J. Towers,
Dalal Street, Fort, Mumbai – 400 001
(Fax: 022-22723121/2037/2041/3714/2039/2061)

Dear Sir / Madam,

Re.: GHCL Limited (BSE Code: 500171 & NSE Code: GHCL)

Sub: Compliance Report on Corporate Governance for the period ended September 30, 2017

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, 2017 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, 2017 as per Annexure III of the above circular.

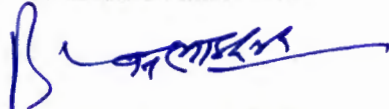
You are requested to kindly take note of the same.

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

Thanking you

Yours faithfully

For GHCL LIMITED



Bhuneshwar Mishra
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, 2017

1	Name of Listed Entity	GHCL Limited							
2	Quarter ending	September 30, 2017							
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	42 months	1	1	1
Mr.	G. C. Srivastava	AZZPS3002J	02194331	Non Executive - Independent	01-04-2014	42 months	1	1	0
Mr.	Mahesh Kumar Kheria	AFOPK3104L	00161680	Non Executive - Independent	01-04-2014	42 months	1	1	1
Mr.	Sanjiv Tyagi	AADPT2890G	00225812	Non Executive - Independent	01-04-2014	42 months	1	0	0
Mr.	K. C. Jani	ACQPJ3643Q	02535299	Non Executive - Independent	18-09-2014	36 months	2	1	0
Mrs.	Vijaylaxmi Joshi	ADAPJ2125Q	00032055	Non Executive - Independent-Woman Director	20-04-2017	5 months	2	1	0
Mr.	Lavanya Rastogi	AFDPR4963H	01744049	Non Executive - Independent	24-11-2014	34 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
Note:									
\$ 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.									

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	2	Nomination & Remuneration Committee	Mr. K C Jani - Chairperson of the Committee	
		Mr. K C Jani			Mr. Sanjay Dalmia - Member of the Committee	
		Mr. G. C. Srivastava			Dr. B C Jain	
		Mrs. Vijaylaxmi Joshi			Mr. Sanjiv Tyagi	
3	Risk Management Committee (if applicable)*	Mr. Mahesh Kumar Kheria	4	Stakeholders Relationship Committee	Mr. Mahesh Kumar Kheria - Chairperson of the Committee	
		Mr. Neelabh Dalmia			Mr. Neelabh Dalmia	
		Mr. R S Jalan			Mr. R S Jalan	
		Mr. Raman Chopra			Mr. Raman Chopra	

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



Raman Chopra

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)	
20-05-2017	29-07-2017	69	

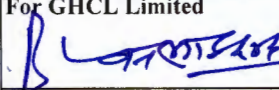
IV	Meeting of Committees (i.e. Audit Committee)		
Date(s) of meeting of the Audit Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meeting in number of days*
29-07-2017	Yes All four members of the Audit Committee (i.e. Dr. B. C. Jain, Mr. K C Jani, Mr. G. C. Srivastava & Mr. Mahesh Kumar Kheria) attended the meeting held on 29-07-2017.	20-05-2017	69

*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) <small>refer note below</small>	
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 reuirements 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 reuirements) Regulations, 2015.	
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure reuirements) 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 reuirements) 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 reuirements) 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  Bhuvneshwar Mishra GM & Company Secretary as well as Compliance Officer
Date:	07-10-2017

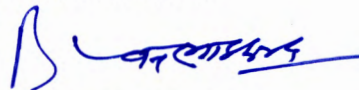


HALF YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity : GHCL Limited
 Half Year Ended : April 1, 2017 - September 30, 2017

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

For GHCL Limited


Bhuvneshwar Mishra
 General Manager & Company Secretary

Date: 07.10.2017
 Place: Noida

