

July 5, 2019

आषाढ - शुक्लपक्ष - तृतीया
विक्रम सम्वत् २०७६

**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 ended June
30, 2019**

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 June 30, 2019 as per Annexure I of the circular.

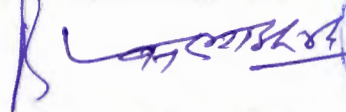
You are requested to kindly take note of the same.

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 June 30, 2019

1	Name of Listed Entity	GHCL Limited
2	Quarter ending	June 30, 2019

I Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN [§]	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ^{&}	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	01-04-2019	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	30-05-2019	N/A	1	1	0
Mr.	Dr. Manoj Vaish	AAAPV5957F	00157082	Non Executive - Independent	01-04-2019	3 months	1	0	0
Mr.	Justice Ravindra Singh	ATZPS1677H	08344852	Non Executive - Independent	01-04-2019	3 months	1	1	0
Mr.	Arun Kumar Jain	ABZPJ6664P	07563704	Non Executive - Independent	01-04-2019	3 months	2	1	0
Mr.	K. C. Jani	ACQPJ3643Q	02535299	Non Executive - Independent	18-09-2014	57 months	2	1	1
Mrs.	Vijaylaxmi Joshi	ADAPJ2125Q	00032055	Non Executive - Independent - Woman Director	20-04-2017	26 months	2	1	0
Mr.	Lavanya Rastogi	AFDPR4963H	01744049	Non Executive - Independent	01-04-2019	3 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

Note: The tenure of directorship of Mr. Mahesh Kumar Kheria and Mr. G C Srivastava, Independent Directors, had completed on March 31, 2019. They ceased from the directorship of the Company w.e.f. April 1, 2019

[§] 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) ^{&}	Date of Appointment	Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ^{&}	Date of Appointment
1 Audit Committee*	Mr. K. C. Jani - Chairperson of the Committee	Independent	25-07-2016	2 Nomination & Remuneration Committee	Mr. K C Jani - Chairperson of the Committee	Independent	18-10-2014
	Mrs. Vijaylaxmi Joshi	Independent	29-07-2017		Mr. Sanjay Dalmia - Member of the Committee	Chairperson	18-10-2014
	Justice Ravindra Singh	Independent	01-04-2019		Mrs. Vijaylaxmi Joshi	Independent	18-07-2018
	Mr. Arun Kumar Jain	Independent	01-04-2019				

Note: Mr. Neelabh Dalmia is a permanent invitee of the Audit Committee.

* Mr. Mahesh Kumar Kheria and Mr. G C Srivastava, Independent Directors & member of the Audit Committee of the Company ceased from the directorship of the Company w.e.f. April 1, 2019. Accordingly, they also ceased from the Audit Committee w.e.f. April 1, 2019.

3 Risk Management Committee (if applicable)*	Mr. Arun Kumar Jain	Independent	01-04-2019	4 Stakeholders Relationship Committee*	Mr. Arun Kumar Jain - Chairperson of the Committee	Independent	01-04-2019
	Mr. Neelabh Dalmia	Non-Executive	29-06-2017		Mr. Neelabh Dalmia	Non-Executive	20-07-2003
	Mr. R S Jalan	Executive (MD)	22-05-2015		Mr. R S Jalan	Executive (MD)	31-07-2004
	Mr. Raman Chopra	Executive (CFO)	22-05-2015		Mr. Raman Chopra	Executive (CFO)	10-06-2003

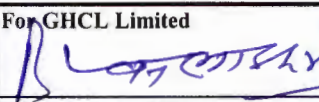
* Mr. Mahesh Kumar Kheria, Independent Director & member of the Risk Management Committee of the Company, ceased from the directorship of the Company w.e.f. April 1, 2019. Accordingly, he also ceased from the Risk Management Committee w.e.f. April 1, 2019.

* Mr. Mahesh Kumar Kheria, Independent Director & member of the Stakeholders Relationship Committee of the Company ceased from the directorship of the Company w.e.f. April 1, 2019. Accordingly, he also ceased from the Stakeholders Relationship Committee w.e.f. April 1, 2019.

5 Corporate Social Responsibility Committee*	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

* Mr. Mahesh Kumar Kheria, Independent Director & member of the Corporate Social Responsibility Committee of the Company ceased from the directorship of the Company. Accordingly, he also ceased from the Corporate Social Responsibility Committee w.e.f. April 1, 2019. No new member was appointed in place of Mr. Mahesh Kumar Kheria



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)
21-01-2019	25-04-2019		93
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*
25-04-2019	Yes All four members of the Audit Committee (i.e. Mr. K C Jani, Mrs. Vijaylaxmi Joshi, Justice Ravindra Singh & Mr. Arun Kumar Jain) attended the meeting held on 25-04-2019.	21-01-2019	93
*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  Bhuwleshwar Mishra Sr. GM & Company Secretary as well as Compliance Officer		
Date:	05-07-2019		