

October 12, 2015

Mr. Hari K

Vice President

National Stock Exchange of India Limited

"Exchange Plaza"

Bandra - Kurla Complex,

Bandra (E), Mumbai - 400 051

Fax# 022 26598237/38

Mr. Ajit Sawant

Deputy General Manager

BSE Limited

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 Sirs,

Reference: Reconciliation of Share Capital Audit (earlier known as Secretarial Audit) Certificate for the quarter ended September 30, 2015.

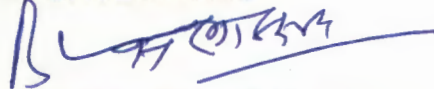
Pursuant to Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, please find enclosed herewith the Reconciliation of Share Capital Audit (earlier known as Secretarial Audit) Report for the quarter ended September 30, 2015 on the reconciliation of capital issued, listed and capital held in dematerialized form etc. issued by Company Secretary in practice.

Kindly take note of the same.

Thanking you

Yours faithfully

For GHCL Limited

A handwritten signature in blue ink, appearing to read 'Bh' followed by a stylized signature.

Bhuwleshwar Mishra

General Manager & Company Secretary

To
Board of Directors
GHCL Limited
GHCL House,
Opp. Punjabi Hall,
Near Navrangpura,
Ahmedabad.

CERTIFICATE

We have examined the Register of Members, beneficiary details furnished by the Depositories and records/documents being maintained by GHCL Limited and Link Intime India Private Limited, its Registrar and Share Transfer Agents for issuing this certificate, in accordance with the circular D & CC/FITTC/CIR-16/2002 dated December 31, 2002 and circular No. CIR/MRD/DP/30/2010 dated September 6, 2010 issued by the Securities and Exchange Board of India. In our opinion and to the best of our information and according to the explanations given to us and based on such verification as considered necessary, we hereby certify the Reconciliation of Share Capital Audit Report annexed herewith (in the format prescribed by The Stock Exchange, Mumbai) for the quarter ended 30th September, 2015.

Place : Mumbai

Date : October 5, 2015

Sandhya Borase



Reconciliation of Share Capital Audit Report

| | | | |
|-----|---|--|------------------------------------|
| 1. | For Quarter Ended | : 30 th September, 2015 | |
| 2. | ISIN | : INE 539A01019 | |
| 3. | Face Value | : Rs.10 each | |
| 4. | Name of the Company | : GHCL Limited | |
| 5. | Registered Office Address | : "GHCL House", Opp. Punjabi Hall, Near Navrangpura, Navrangpura, Ahmedabad, (Gujarat) | |
| 6. | Correspondence Address | : B 38, Institutional Area, Sector 1, Noida (UP) | |
| 7. | Telephone & Fax No. | : 0120-2535335 | |
| 8. | Email Address | : secretarial@ghcl.co.in | |
| 9. | Names of the Stock Exchange where the Company's securities are listed | BSE Limited (BSE) National Stock Exchange of India Limited (NSE) | |
| | | Number of shares | % of total Issued capital |
| 10. | Issued Capital | 10,00,19,286 | 100% |
| 11. | Listed Capital (Exchange wise) | 10,00,19,286 | BSE |
| | (as per Company records) | 10,00,19,286 | NSE |
| 12. | Held in Dematerialised form in CDSL | 2,47,23,611 | 24.72 |
| 13. | Held in Dematerialised form in NSDL | 7,12,83,225 | 71.27 |
| 14. | Physical | 40,12,450 | 4.01 |
| 15. | Total No. of shares (12+13+14) | 10,00,19,286 | 100 |
| 16. | Reasons for difference, if any between (10&11), (10&15), (11&15) | Not Applicable | |
| 17. | Certifying the details of change in share capital during the quarter under consideration as per Table below : | Not Applicable | |
| | Particulars | No. of | Applied/ Listed on Whether Whether |



Sandhya Borase

B.Com, ACS

Practising Company Secretary

4/5

501 / 80, Ranjiv, Sher-E Punjab Society, Mahakali Caves Road, Andheri (E), Mumbai - 400 093. • Tel. : 2831 6196 • E-mail : sborase@gmail.com

| | *** shares | Not applied | Stock | intimated | intimated |
|-----|---|---|---------------|-------------------|-----------|
| | | For listing | exchange | to CDSL | to NSDL |
| | In principal approval pending for SE (Specify names) | | | | |
| | *** Rights, Bonus, Preferential issue, ESOP's, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify) | | | | |
| 18. | Register of Members is updated (Yes/No) | YES | | | |
| | If not updated upto which date | | | | |
| 19. | Reference of previous quarter with regards to excess dematerialised shares if any | Not Applicable | | | |
| 20. | Has the Company resolved the matter in point No.19 above in the current quarter ? If not reason why ? | Not Applicable | | | |
| 21. | Mention the total no. of requests if any confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay: * | | | | |
| | * The delay is calculated from the date of receipt of documents | | | | |
| | Total no. of demat Requests | No. of Requests | No. of Shares | Reasons for delay | |
| | Confirmed after 21 days | NIL | NIL | ---- | |
| | Pending for more than 21 days | NIL | NIL | ---- | |
| 22. | Name, Telephone & Fax No. of Compliance Officer Of the Co. | : Mr. Bhuneshwar Mishra Company Secretary and Compliance Officer | | | |
| | | Phone : 0120 2535335 | | | |
| | | Fax : 0120 2534153 / 5209 | | | |
| 23. | Name, Address, Tel. & Fax | : Ms. Sandhya Borase, | | | |



Sandhya Borase

B.Com, ACS

Practising Company Secretary

5/5

501 / 80, Ranjiv, Sher-E Punjab Society, Mahakali Caves Road, Andheri (E), Mumbai - 400 093. • Tel. : 2831 6196 • E-mail : sborase@gmail.com

| | | |
|-----|---|--|
| | No. Regn. No. of the Auditor | Practising Company Secretary, 501, Ranjiv, Plot No. 80, Sher E Punjab Society, Mahakali Caves Road, Andheri (East), Mumbai 400 093 Tel : 28316196 CP 4563 |
| 24. | Appointment of common agency for share registry work | If yes, name & address : YES Link Intime India Private Limited (Formerly Intime Spectrum Registry Limited) C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai |
| 25. | Any other details that the auditor may like to provide (e.g. BIFR Company, delisting from SE, Company changed its name etc.) | NIL |



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