

January 9, 2018

National Stock Exchange of India Limited
"Exchange Plaza"
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring, Rotunda
Building, P.J. Towers,
Dalal Street, Fort, Mumbai – 400 001

Dear Sir/Madam,

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

Reference: Reconciliation of Share Capital Audit (earlier known as Secretarial Audit) Certificate for the quarter ended December 31, 2017.

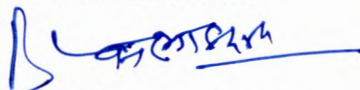
Pursuant to Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, please find enclosed herewith the Reconciliation of Share Capital Audit (earlier known as Secretarial Audit) Report for the quarter ended December 31, 2017 on the reconciliation of capital issued, listed and capital held in dematerialized form etc. issued by Company Secretary in practice.

Kindly take note of the same.

Thanking you

Yours faithfully

For GHCL Limited



Bhuvneshwar Mishra
General Manager & Company Secretary

2/5

Sandhya Borase

B.Com, ACS

Practising Company Secretary

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

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 31st December, 2017.

Place : Mumbai

Date : January 9, 2018

Sandhya Borase



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Practising Company Secretary

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Reconciliation of Share Capital Audit Report

1.	For Quarter Ended	: 31 st December, 2017	
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	9,74,23,286	100%
11.	Listed Capital (Exchange wise)	9,74,23,286	BSE
	(as per Company records)	9,74,23,286	NSE
12.	Held in Dematerialised form in CDSL	2,02,81,375	20.82
13.	Held in Dematerialised form in NSDL	7,41,74,163	76.13
14.	Physical	29,67,748	3.05
15.	Total No. of shares (12+13+14)	9,74,23,286	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	



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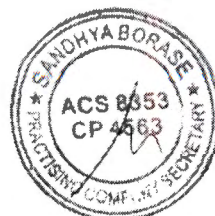
Practising Company Secretary

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2/5

	Particulars	No. of shares	Applied/ Not applied For listing	Listed on Stock exchange	Whether intimated to CDSL	Whether intimated 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. Bhuvneshwar Mishra Company Secretary and Compliance Officer			
			Phone : 0120 2535335			
			Fax : 0120 2534153 / 5209			



5/5

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23.	Name, Address, Tel. & Fax No. Regn. No. of the Auditor	: Ms. Sandhya Borase, 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 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083
25.	Any other details that the auditor may like to provide (e.g. BIFR Company, delisting from SE, Company changed its name etc.)	<p>Nomination and Remuneration Committee of the Company in its meeting held on October 24, 2017, had made allotment of 5.60 lakhs Equity Shares of Rs. 10 each to forty employees (including three KMPs) of the Company against conversion of Stock Options pursuant to GHCL ESOS 2015 – Series -1.</p> <p>In this regard, the Company got final Listing & Trading approval for said 5.60 lakhs equity shares from BSE Limited vide their letter dated November 9, 2017 (effective from November 10, 2017) and from NSE vide their letter dated November 13, 2017 (effective from November 14, 2017).</p> <p>Pursuant to above allotment of 5.60 lakhs Equity Shares, the Issued & Paid-up Capital of the Company stands increased to Rs. 97,42,32,860/- consisting of 9,74,23,286 equity shares of Rs. 10/- each from Rs. 96,86,32,860/- consisting of 9,68,63,286 equity shares of Rs. 10/- each.</p>

