

April 6, 2013

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. K K Mishra
The Managing Director
Ahmedabad Stock Exchange
Kamdhenu Complex,
Opp. Sahajanand College,
Ahmedabad - 380 015
Fax: 079 26308877

Ms. Neha Gada
DCS – CRD
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 Sirs,

Sub: Compliance Report on Corporate Governance for the quarter ended March 31, 2013

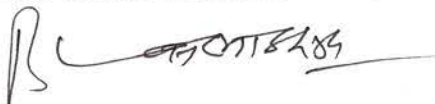
Pursuant to Clause 49 of the Listing Agreement, please find enclosed herewith compliance report on Corporate Governance for the quarter ended March 31, 2013.

Kindly acknowledge receipt.

Thanking you

Yours faithfully

For GHCL LIMITED

A handwritten signature in black ink, appearing to read 'Bhuneshwar Mishra', written over a horizontal line.

Bhuneshwar Mishra
General Manager & Company Secretary



QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **GHCL LIMITED**
Quarter ending on : **March 31, 2013**

Particulars	Clause of Listing agreement	Compliance Status Yes/ No	Remarks
I. Board of Directors	49 (I)		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (II A)	Yes	
(B) Meeting of Audit Committee	49 (II B)	Yes	
(C) Powers of Audit Committee	49 (II C)	Yes	
(D) Role of Audit Committee	49 (II D)	Yes	
(E) Review of Information by Audit Committee	49 (II E)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A	
(E) Remuneration of Directors	49 (IV E)	N.A	Will be complied in the next annual report
(F) Management	49 (IV F)	N.A	Will be complied in the next annual report
(G) Shareholders	49 (IV G)	N.A	Will be complied in the next annual report
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	Yes	

For GHCL LIMITED

Bhuneshwar Mishra
General Manager & Company Secretary



SENDING REPORT

6 Apr. 2013 4:35PM

YOUR LOGO : GHCL
YOUR FAX NO. : 01202535209

NO.	OTHER FACSIMILE	START TIME	USAGE TIME	MODE	PAGES	RESULT	
01	Fax Server	6 Apr. 4:33PM	01'49	SND	02	OK	NSE

TO TURN OFF REPORT, PRESS 'MENU' #04.
THEN SELECT OFF BY USING '+' OR '-'.

SENDING REPORT

6 Apr. 2013 4:38PM

YOUR LOGO : GHCL
YOUR FAX NO. : 01202535209

NO.	OTHER FACSIMILE	START TIME	USAGE TIME	MODE	PAGES	RESULT	
01	6202222723121	6 Apr. 4:36PM	01'41	SND	02	OK	BSE

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THEN SELECT OFF BY USING '+' OR '-'.

SENDING REPORT

8 Apr. 2013 11:15AM

YOUR LOGO : GHCL
YOUR FAX NO. : 01202535209

NO.	OTHER FACSIMILE	START TIME	USAGE TIME	MODE	PAGES	RESULT	
01	007926308877	8 Apr. 11:13AM	02'00	SND	02	OK	ASE

TO TURN OFF REPORT, PRESS 'MENU' #04.
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