

October 10, 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 Ltd.  
Kamdhenu Complex,  
Opp. Sahajanand College,  
Ahmedabad - 380 015  
Fax: 079 26308877

**Ms. Neha Gada**  
DCS – CRD  
BSE Limited  
Corporate Relationship Department,  
1<sup>st</sup> 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 September 30, 2013**

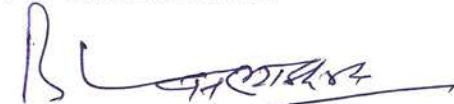
Pursuant to Clause 49 of the Listing Agreement, please find enclosed herewith compliance report on Corporate Governance for the quarter ended September 30, 2013.

Kindly acknowledge receipt.

Thanking you

Yours faithfully

**For GHCL LIMITED**



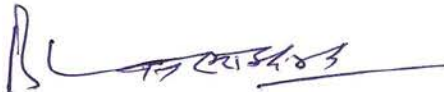
**Bhuneshwar Mishra**  
General Manager & Company Secretary

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Company** : **GHCL LIMITED**  
**Quarter ending on** : **September 30, 2013**

Particulars	Clause of Listing agreement	Compliance Status Yes/ No	Remarks
<b>I. Board of Directors</b>	<b>49 (I)</b>		
(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	
<b>II. Audit Committee</b>	<b>49 (II)</b>		
(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	
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	Yes	
<b>IV Disclosures</b>	<b>49 (IV)</b>		
(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)	Yes	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
<b>V. CEO/CFO Certification</b>	<b>49 (V)</b>	Yes	
<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	Yes	
<b>VII. Compliance</b>	<b>49 (VII)</b>	Yes	

**For GHCL LIMITED**



**Bhwneshwar Mishra**  
**General Manager & Company Secretary**

**SENDING REPORT**

10 Oct. 2013 2:46PM

YOUR LOGO : GHCL  
YOUR FAX NO. : 01202535209

NO.	OTHER FACSIMILE	START TIME	USAGE TIME	MODE	PAGES	RESULT
01	Fax Server 02226598238	10 Oct. 2:44PM	01'41	SND	02	OK

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

**SENDING REPORT**

10 Oct. 2013 2:53PM

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YOUR FAX NO. : 01202535209

NO.	OTHER FACSIMILE	START TIME	USAGE TIME	MODE	PAGES	RESULT
01	002222723121	10 Oct. 2:51PM	02'13	SND	02	OK

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

**SENDING REPORT**

10 Oct. 2013 2:56PM

YOUR LOGO : GHCL  
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NO.	OTHER FACSIMILE	START TIME	USAGE TIME	MODE	PAGES	RESULT
01	007926308877	10 Oct. 2:54PM	01'13	SND	02	OK

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