



January 11, 2016

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

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 Sir / Madam,

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

Sub: Compliance Report on Corporate Governance for the quarter ended December 31, 2015

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 December 31, 2015.

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

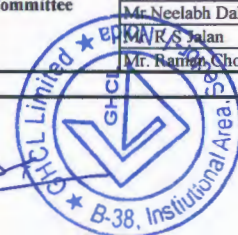


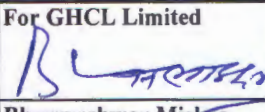
Bhuwneswar Mishra
GM & Company Secretary as well as Compliance Officer

Compliance Report on Corporate Governance as per Reg. 27(2) of the Listing Regulations, 2015 by GHCL Limited for the quarter ended December 31, 2015									
1	Name of Listed Entity	GHCL Limited							
2	Quarter ending	December 31, 2015							
I Composition of Board of Directors									
Title (Mr. / Ms)	Name of the Director	PAN ⁵	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ⁶	Date of Appointment in the current term / cessation	Tenure ^a	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	26-08-2013	N/A	1	0	0
Mr.	Anurag Dalmia	AADPD9439P	00120710	Non Executive - Promoter	21-08-2014	N/A	1	0	0
Mr.	Neelabh Dalmia	AFBPD8202R	00121760	Non Executive - Promoter	23-07-2015	N/A	1	2	0
Mr.	Dr. B. C. Jain	AAMPJ8748C	00319666	Non Executive - Independent	01-04-2014	21 months	1	0	1
Mr.	G. C. Srivastava	AZZPS3002J	02194331	Non Executive - Independent	01-04-2014	21 months	1	1	0
Mr.	Mahesh Kumar Kheria	AFOPK3104L	00161680	Non Executive - Independent	01-04-2014	21 months	1	1	1
Mr.	Sanjiv Tyagi	AADPT2890G	00225812	Non Executive - Independent	01-04-2014	21 months	1	0	0
Mr.	K. C. Jani	ACQPJ3643Q	02535299	Non Executive - Independent	18-09-2014	16 months	2	0	0
Mr.	Lavanya Rastogi	AFDPR4963H	01744049	Non Executive - Independent	24-11-2014	14 months	1	0	0
Ms.	Padma Vinod Betal	AADPB2882J	00937921	Non Executive - Nominee	06-09-2014	N/A	2	0	0
Mr.	R. S. Jalan	ABBPJ6847Q	00121260	Executive (MD)	21-08-2014	N/A	1	1	0
Mr.	Raman Chopra	AADPC9604M	00954190	Executive (CFO)	23-07-2015	N/A	1	1	0
⁵ PAN number of any director would not be displayed on the website of Stock Exchange. ⁶ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating with hyphen. ^a 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) ⁶	Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ⁶	
1 Audit Committee	Dr. B C Jain - Chairperson of the Committee	Independent	2 Nomination & Remuneration Committee	Mr. K C Jani - Chairperson of the Committee	Independent	
	Mr. Neelabh Dalmia	Non-Executive		Mr. Sanjay Dalmia - Member of the Committee	Chairperson	
	Mr. G. C. Srivastava	Independent		Dr. B C Jain	Independent	
	Mr. Mahesh Kumar Kheria	Independent		Mr. Sanjiv Tyagi	Independent	
3 Risk Management Committee (if applicable)*	Mr. Mahesh Kumar Kheria	Independent	4 Stakeholders Relationship Committee	Mr. Mahesh Kumar Kheria - Chairperson of the Committee	Independent	
	Mr. Neelabh Dalmia	Non-Executive		Mr. Neelabh Dalmia	Non-Executive	
	Mr. R S Jalan	Executive (MD)		Mr. R S Jalan	Executive (MD)	
	Mr. Raman Chopra	Executive (CFO)		Mr. Raman Chopra	Executive (CFO)	

*Not applicable. However, the Board of Directors voluntarily formed this Committee.



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)	
30-07-2015	31-10-2015	91 days	
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*
31-10-2015	Yes All four members of the Audit Committee (i.e. Dr. B. C. Jain, Mr. Neelabh Dalmia, Mr. G. C. Srivastava & Mr. Mahesh Kumar Kheria) attended the meeting held on 31-10-2015.	30-07-2015	91 days
*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 100 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		
5	The report and / or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations/advice of Board of Directors may be mentioned here.		
Name & Designation	For GHCL Limited  Bhuneshwar Mishra GM & Company Secretary as well as Compliance Officer		
Date:	11-01-2016		

SENDING REPORT

11 Jan. 2016 4:32PM

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YOUR FAX NO. : 01202535209

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