

October 3, 2019

आश्विन- शुक्लपक्ष - पंचमी
विक्रम सम्वत २०७६

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

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring, Rotunda Building,
P.J. Towers,
Dalal Street, Fort, Mumbai – 400 001
BSE Code: 500171

Dear Sir / Madam,

Sub: Compliance Report on Corporate Governance for the period ended September 30, 2019

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with SEBI Circular (SEBI/HO/CFD/CMD1/CIR/P/2019/78) dated July 16, 2019 and other applicable provisions, if any, please find enclosed herewith compliance report on Corporate Governance for the quarter ended September 30, 2019 as per Annexure I of the circular.

In addition to the above, please also find enclosed herewith compliance report on Corporate Governance for the half year ended September 30, 2019 as per Annexure III of the above circular.

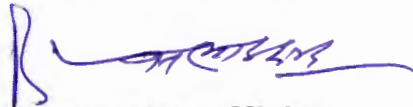
You are requested to kindly take note of the same.

In case you require any further information/ clarification, please do let us know.

Thanking you

Yours faithfully

For GHCL LIMITED



Bhuwleshwar Mishra
Sr. 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 September 30, 2019

1	Name of Listed Entity	GHCL Limited
2	Quarter ending	September 30, 2019

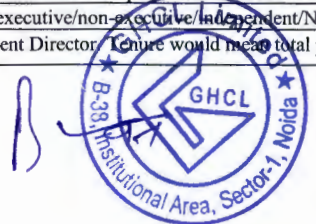
I Composition of Board of Directors													
Title (Mr./Ms)	Name of the Director	PAN [§]	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ^{&}	Initial Date of Appointment	Date of Re-appointment in the current term / cessation	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directors in listed entities including this listed entity [in reference to Regulation 17A(1)]	Number of membership in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee(s) held in listed entities including this listed entity (Refer Regulation 26(1) of the Listing Regulations)
Mr.	Sanjay Dalmia	AADPD9438N	00206992	Non Executive Chairperson - Promoter	20-10-1983	01-04-2019		N/A	17-03-1944	1	0	0	0
Mr.	Anurag Dalmia	AADPD9439P	00120710	Non Executive - Vice Chairman - Promoter	19-04-1986	31-05-2018		N/A	11-05-1956	1	0	0	0
Mr.	Neelabh Dalmia	AFBPD8202R	00121760	Non Executive - Promoter	20-07-2005	30-05-2019		N/A	16-08-1983	1	0	1	0
Mr.	Dr. Manoj Vaish	AAAPV5957F	00157082	Non Executive - Independent	01-04-2019	01-04-2019		6 months	24-05-1961	1	1	0	1
Mr.	Justice Ravindra Singh	ATZPS1677H	08344852	Non Executive - Independent	01-04-2019	01-04-2019		6 months	02-07-1953	1	0	2	0
Mr.	Arun Kumar Jain	ABZPJ6664P	07563704	Non Executive - Independent	01-04-2019	01-04-2019		6 months	04-01-1956	2	2	1	1
Mr.	K. C. Jani	ACQPJ3643Q	02535299	Non Executive - Independent	18-09-2014	18-09-2014	18-09-2019	60 months	18-01-1954	1	1	1	1
Mrs.	Vijaylaxmi Joshi	ADAPJ2125Q	00032055	Non Executive - Independent- Woman Director	20-04-2017	20-04-2017		29 months	01-08-1958	2	2	1	0
Mr.	Lavanya Rastogi	AFDPR4963H	01744049	Non Executive - Independent	24-11-2014	01-04-2019		6 months	08-03-1981	1	1	0	0
Mr.	R. S. Jalan	ABBPJ6847Q	00121260	Executive (MD)	24-09-2002	07-06-2017		N/A	10-10-1957	1	0	1	0
Mr.	Raman Chopra	AADPC9604M	00954190	Executive (CFO)	12-09-2008	01-04-2018		N/A	25-11-1965	1	0	1	0

Note: The tenure of directorship of K C Jani, Independent Directors, had completed on September 17, 2019. Hence, he ceased as a director of the company.

§ PAN number of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating with hyphen.

* 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.



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Compliance Report on Corporate Governance as per Reg. 27(2) of the Listing Regulations, 2015 by GHCL Limited for the quarter ended September 30, 2019

1	Name of Listed	GHCL Limited
2	Quarter ending	September 30, 2019

II Composition of Committees*

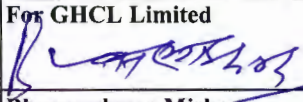
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)&	Date of Appointment	Date of Cessation	Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)\$	Date of Appointment	Date of Cessation
1 Audit Committee*	Mr. K C Jani-Chairman of the Committee till 17-09-2019	Independent	25-07-2016	18-09-2019	2 Nomination & Remuneration Committee*	Mr. K C Jani-Chairman of the Committee till 17-09-2019	Independent	18-10-2014	18-09-2019
	Dr. Manoj Vaish - Chairman of the Committee w.e.f. 18-09-2019	Independent	18-09-2019			Mr. Sanjay Dalmia - Member of the Committee	Chairperson	18-10-2014	
	Mrs. Vijaylaxmi Joshi	Independent	29-07-2017			Mrs. Vijaylaxmi Joshi - Chairperson of the Committee w.e.f. 18-09-2019	Independent	18-07-2018	
	Justice Ravindra Singh	Independent	01-04-2019			Justice Ravindra Singh	Independent	18-09-2019	
	Mr. Arun Kumar Jain	Independent	01-04-2019			Dr. Manoj Vaish	Independent	18-09-2019	
Note: Mr. Neelabh Dalmia is a permanent invitee of the Audit Committee.									
3 Risk Management Committee (if applicable)	Mr. Arun Kumar Jain - Chairman of the Committee	Independent	01-04-2019		4 Stakeholders Relationship Committee*	Mr. Arun Kumar Jain - Chairman of the Committee	Independent	01-04-2019	
	Mr. Neelabh Dalmia	Non-Executive	29-06-2017			Justice Ravindra Singh	Independent	30-07-2019	
	Mr. R S Jalan	Executive (MD)	22-05-2015			Mr. Neelabh Dalmia	Non-Executive	20-07-2005	
	Mr. Raman Chopra	Executive (CFO)	22-05-2015			Mr. R S Jalan	Executive (MD)	31-07-2004	
						Mr. Raman Chopra	Executive	10-06-2008	
5 Corporate Social Responsibility Committee*	Mr. Anurag Dalmia - Chairman of the Committee	Non-Executive	30-07-2019						
	Mrs. Vijaylaxmi Joshi	Independent	25-04-2018						
	Mr. Neelabh Dalmia	Non-Executive	28-01-2013						
	Mr. R S Jalan	Executive (MD)	28-01-2013						
	Mr. Raman Chopra	Executive (CFO)	25-04-2018						

Note:* 1. Mr. K C Jani, Independent Director & chairman of the Audit Committee of the Company ceased from the directorship of the Company w.e.f September 18, 2019. Accordingly, he also ceased as a chairman the Audit Committee w.e.f. September 18, 2019.
 2. The Board of Directors in their meeting held on July 29, 2019 had reconstituted Audit Committee and Nomination & Remuneration Committee and appointed Dr. Manoj Vaish as Chairman of the Audit Committee. The Board had also appointed Justice Ravindra Singh & Dr. Manoj Vaish, as a member of Nomination & Remuneration Committee w.e.f. September 18, 2019.
 3. The Board of Directors in their meeting held on July 29, 2019 had also reconstituted CSR Committee & Stakeholder Relationship Committee and appointed Mr. Anurag Dalmia, Non-Executive Director as Chairman of CSR Committee and Justice Ravindra Singh as member of Stakeholder Relationship Committee effective from July 30, 2019



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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)	
25-04-2019	29-07-2019	94	
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*
29-07-2019	Yes All four members of the Audit Committee (i.e. Mr. K C Jani, Mrs. Vijaylaxmi Joshi, Justice Ravindra Singh & Mr. Arun Kumar Jain) attended the meeting held on 29-07-2019.	25-04-2019	94
*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 500 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 (Listing obligations and disclosure requirements) Regulations, 2015		
5	a. The report and / or the report submitted in the previous quarter has been placed before Board of Directors. Yes b. Any comments / observations/advice of Board of Directors may be mentioned here: NA		
Name & Designation	For GHCL Limited  Bhuneshwar Mishra Sr. GM & Company Secretary as well as Compliance Officer		
Date:	03-10-2019		



HALF YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity :GHCL Limited
 Half Year Ended : April 1, 2019 - September 30, 2019

I. Affirmations		
Broad Headings	Regulation Number	Compliance Status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For GHCL Limited


Bhuneshwar Mishra
 Sr. General Manager & Company Secretary



Date: 03.10.2019

Place: Noida