## **GHCL Limited**



April 14, 2022

चैत्र - शुक्लपक्ष त्रयोदशी विक्रम सम्वत २०७९

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 quarter/ year ended March 31, 2022

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, SEBI/HO/CFD/CMD1/CIR/P/2019/78 dated July 16, 2019 and SEBI/HO/CFD/CMD-2/CIR/P/2021/567 dated May 31, 2021 and other applicable provisions, if any, please find enclosed herewith compliance report on Corporate Governance for the quarter ended March 31, 2022 as per Annexure I of the circular.

In addition to the above, please also find enclosed herewith compliance report on Corporate Governance for the financial year ended March 31, 2022 as per Annexure II & IV 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

Bhuwneshwar Mishra

Sr. GM-Sustainability & Company Secretary as well as Compliance Officer

B- 38, GHCL House, Institutional Area, Sector- 1, Noida, (U.P.) - 201301, India. Ph.: +91-120-2535335, 4939900, Fax: +91-120-2535209 CIN: L24100GJ1983PLC006513, E-mail: <a href="mailto:ghclinfo@ghcl.co.in">ghclinfo@ghcl.co.in</a>, Website: <a href="mailto:www.ghcl.co.in">www.ghcl.co.in</a>

	Compliance Report on Corporate Governance as per Reg. 27(2) of the Listing Regulations, 2015 by GHCL Limited for the quarter ended March 31, 2022
1	Name of Listed Entity GHCL Limited
2	Quarter ending March 31, 2022

1	Composition of Boar	d of Directors												
Title (Mr. / Ms)	Name of the Director	PAN <sup>s</sup>	DIN	Category (Chairperson / Executive / Non- Eexecutive / Independent / Nominee) <sup>&amp;</sup>	Appointment	appointment	 Tenure*	Date of Birth	Whether special resolution passed?	Date of passing special resolution	in listed entities including this listed entity [in reference to Regulation	No. of Independent Directors in listed entities including this listed entity [in reference to provisio 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 i 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	19-06-2021	N/A	17-03-1944	Yes	19-06-2021	1	(	0	
Mr.	Anurag Dalmia	AADPD9439P	00120710	Non Executive - Vice Chairman - Promoter	19-04-1986	06-07-2020	N/A	11-05-1956	N/A	N/A	1	0	0	
Mr.	Dr. Manoj Vaish	AAAPV5957F	00157082	Non Executive - Independent	01-04-2019	01-04-2019	36 months	24-05-1961	N/A	N/A	1	1	0	
Mr.	Justice Ravindra Singh	ATZPS1677H	08344852	Non Executive - Independent	01-04-2019	01-04-2019	36 months	02-07-1953	N/A	N/A	1	1	2	
Mr.	Arun Kumar Jain	ABZPJ6664P	07563704	Non Executive - Independent	01-04-2019	01-04-2019	36 months	04-01-1956	N/A	N/A	1	1	1	
Mrs.	Vijaylaxmi Joshi	ADAPJ2125Q	00032055	Non Executive - Independent- Woman Director	20-04-2017	20-04-2017*	59 months	01-08-1958	N/A	N/A	2	2	1	
Mr.	Dr. Lavanya Rastogi	AFDPR4963H	01744049	Non Executive - Independent	24-11-2014	01-04-2019	87 months	08-03-1981	YES*	12-03-2019	1	1	0	
Mr.	R. S. Jalan	ABBPJ6847Q	00121260	Executive (MD)	24-09-2002	07-06-2017	N/A	10-10-1957	N/A	N/A	1	0	1	(
Mr.	Rainan Chopra	AADPC9604M	00954190	Executive (CFO)	01-04-2008	01-04-2018	N/A	25-11-1965	N/A	N/A	1	0	1	(
Mr.	Neelabh Dalmia	AFBPD8202R	00121760	Executive - Director (Textiles)	20-07-2005	01-02-2020	N/A	16-08-1983	N/A	N/A	1	0	1	. 0

Note 1:\* Company appointed Dr. Lavanya Rastogi, as an Independent Director of the Company for second term of five years w.e.f April 1, 2019. Hence, pursuant to requirement of Section 149(10) of the Companies Act, 2013 Special Resolution was passed.

Note 2:\* Based on the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders, Board of Directors in their meeting held on January 27, 2022 has re-appointed Mrs. Vijaylaxmi Joshi as an Independent Director of the Company, for a second term of five consecutive years with effect from April 20, 2022 and for a term up to April 19, 2027.

\$ 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.

	Name of Listed	GHCL Limited									
2	Quarter ending	March 31, 2022									
_											
	Composition of C	Committees									
am	e of Committee	Name of Committee members	Category (Chairperson / Executive / Non- Eexecutive / Independent / Nominee)&	Date of Appointment	Date of Cessation	Nan	ne of Committee	Name of Committee members	Category (Chairperson / Executive / Non- Eexecutive / Independent / Nominee)\$	Date of Appointment	Date of Cessation
1	Audit & Compliance Committee	Dr. Manoj Vaish - Chairman of the Committee	Independent	18-09-2019		2	Nomination & Remuneration Committee	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	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	
ote	: Mr. Neelabh Dalr	mia is a permanent invite	ee of the Audit & Co	ompliance Comn	nittee.			1			-
3	Risk &	Mr. Arun Kumar Jain -	Independent	01-04-2019		4	Stakeholders	Mr. Arun Kumar Jain -	Independent	01-04-2019	
	Sustainability Committee (if	Chairman of the Committee					Relationship Committee	Chairman of the Committee			
	applicable)	Mr. Anurag Dalmia	Non-Executive	29-07-2021	,			Justice Ravindra Singh	Independent	30-07-2019	
		Wir. Allurag Dallilla	I VOII-LACCULIVE			1			1		
		Mr. R S Jalan	Executive (MD)	22-05-2015				Mr.Neelabh Dalmia	Executive (Textiles)	20-07-2005	
								Mr. Neelabh Dalmia Mr. R S Jalan	Executive (Textiles) Executive (MD)	20-07-2005	
		Mr. R S Jalan	Executive (MD)	22-05-2015					(Textiles)		
5	Corporate Social Responsibility Committee	Mr. R S Jalan Mr. Raman Chopra	Executive (MD)  Executive (CFO)  Executive	22-05-2015 22-05-2015				Mr. R S Jalan	(Textiles) Executive (MD) Executive	31-07-2004	
5	Responsibility Committee	Mr. R S Jalan Mr. Raman Chopra Mr. Neelabh Dalmia Mr. Anurag Dalmia - Chairman of the	Executive (MD)  Executive (CFO)  Executive (Textiles)	22-05-2015 22-05-2015 29-06-2017			131000	Mr. R S Jalan	(Textiles) Executive (MD) Executive	31-07-2004	
5	Responsibility Committee	Mr. R S Jalan Mr. Raman Chopra Mr. Neelabh Dalmia Mr. Anurag Dalmia - Chairman of the Committee	Executive (MD)  Executive (CFO)  Executive (Textiles)  Non-Executive  Independent  Executive	22-05-2015 22-05-2015 29-06-2017 30-07-2019			131000	Mr. R S Jalan	(Textiles) Executive (MD) Executive	31-07-2004	
5	Responsibility Committee	Mr. R S Jalan Mr. Raman Chopra Mr. Neelabh Dalmia Mr. Anurag Dalmia - Chairman of the Committee Mrs. Vijaylaxmi Joshi	Executive (MD)  Executive (CFO)  Executive (Textiles)  Non-Executive	22-05-2015 22-05-2015 29-06-2017 30-07-2019 25-04-2018				Mr. R S Jalan	(Textiles) Executive (MD) Executive	31-07-2004	

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	Meeting of Board	of Directors				
	ous quarter	n Date(s) of Meeting (if any) in quarter	the current	Maximum gap between any two consecutive meeting (in number of days)	No. of Directors Present (All Directors including Independent Directors)	No. of Indpendent Directors present in the meeting
	06-12-2021	27-01-2022		51	10	5
	27-01-2022	16-02-2022		19	10	5
-	27-01-2022	10.02.2022				-
V	Meeting of Comm	ittees (i.e. Audit & Complianc	e Committee)			-
Date(s) o	f meeting of the	Whether requirement of	Date of meeting	Maximum gap		-
	mmittee in the	Quorum met (details)	of the committee in the previous quarter	between any two consecutive meeting in number of days*		
	27-01-2022	Yes	06-12-2021	51	4	4
		All four members of the Audit & Compliance Committee (i.e. Dr. Manoj Vaish, Mrs. Vijaylaxmi Joshi, Justice Ravindra Singh & Mr. Arun Kumar Jain) attended the meeting held on 27-01-2022				
7	Meeting of Comm	ittees (i.e. Risk & Sustainabili	ty Committee)			
Pote of	nonting of the	10-01-2022		1	5	1
	neeting of the ee in the previous	2			5	
71	Meeting of Comm	ittees (i.e. Stakeholders Relati	onship Committe	e)		
	neeting of the	07-01-2022			5	2
ommitte uarter	ee in the previous	21-01-2022			5	2
our ter		04-02-2022			5	2
		25-02-2022			5	2
		04-03-2022			5	2
		25-03-2022			5	2
/III ubject	Related Party Tra	nnsactions		Compliance status (Yo	es / No / NA) refer note b	rlow
Vhether	prior approval of a	udit committee obtained		<u> </u>	'es	
Whether	shareholder approv	al obtained for material RPT		ľ	NA.	
		red into pursuant to omnibus d by Audit Committee		)	'es	
Note 1	has been compose	mpliance Status," compliance or d in accordance with the reuirem o related party transactions, the	ents of Listing Re	egulations, "Yes" may		
2	If status is "No" de	tails of non-compliance may be				
		tails of non-compliance may be				
	Affirmations	etails of non-compliance may be	given here.		osure reuirements) Re	egulations, 2015
/111	Affirmations The composition		given here.	g obligations and discl		
1	Affirmations The composition	n of Board of Directors is in term	given here.	g obligations and discl		
1 2 a. b.	Affirmations The composition of 2015 Audit Committee Nomination & rem	n of Board of Directors is in term of the following committees is in nuneration committee	given here.	g obligations and discl		
2 a. b. c.	Affirmations The composition of 2015 Audit Committee Nomination & rem Stakeholders relati	n of Board of Directors is in term of the following committees is in nuneration committee onship committee	given here.  ns of SEBI (Listin terms of SEBI (L	g obligations and discl		
2 a. b.	Affirmations The composition of 2015 Audit Committee Nomination & rem Stakeholders relating Risk management The committee me	n of Board of Directors is in term of the following committees is in nuneration committee	given here.  as of SEBI (Listin terms of SEBI (L	g obligations and discl sisting obligations and es)	disclosure reuirements	s) Regulations,
2 a. b. c. d.	Affirmations The composition of 2015 Audit Committee Nomination & rem Stakeholders relating Risk management The committee me and disclosure reu The meetings of the	of Board of Directors is in term of the following committees is in nuneration committee onship committee committee (applicable to the top umbers have been made aware of	given here.  as of SEBI (Listin terms of SEBI (Listin 1000 listed entiting their powers, role we committees have	g obligations and disclusing obligations and estimated the second of the	disclosure reuirements	s) Regulations,
2 a. b. c. d.	Affirmations The composition of 2015 Audit Committee Nomination & rem Stakeholders relati Risk management The committee me and disclosure reu The meetings of the obligations and disclosure and disclosure and disclosure reu The meetings of the obligations and disclosure reu The meetings of the obligations and disclosure reu The meetings of the obligations and disclosure reu The report and /	of Board of Directors is in term of the following committees is in nuneration committee onship committee committee (applicable to the top umbers have been made aware of irements) Regulations, 2015.	given here.  as of SEBI (Listin terms of SEBI (Listin 1000 listed entiting their powers, role we committees have, 2015 evious quarter has	g obligations and disclusing obligations and estimates and responsibilities a verbeen conducted in the been placed before Between placed between placed before Between placed before Between placed before Between placed before Between placed be	disclosure reuirements s specified in SEBI (L	s) Regulations,  .isting obligation
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2 a. b. c. d. 3	Affirmations The composition of 2015 Audit Committee Nomination & rem Stakeholders relatir Risk management The committee me and disclosure reu The meetings of the obligations and distance of the committee of the Any comments.	of Board of Directors is in term of the following committees is in tuneration committee onship committee committee (applicable to the top tuneration save been made aware of turements) Regulations, 2015. The board of directors and the abo sclosure reuirements) Regulation or the report submitted in the pro- or observations/advice of Board of  For GHCL Limited  Bruwneshwar Mishra	given here.  as of SEBI (Listin terms of SEB	g obligations and disclusing obligations and disclusions are disclusions and disclusions and disclusions are disclusions and disclusions and disclusions are d	s specified in SEBI (Labert manner as specified pard of Directors. Yes	s) Regulations,
2 a. b. c. d. 3	Affirmations The composition of 2015 Audit Committee Nomination & rem Stakeholders relatir Risk management The committee me and disclosure reu The meetings of the obligations and distance of the committee of the Any comments.	of Board of Directors is in term of the following committees is in numeration committee onship committee committee (applicable to the top imbers have been made aware of irrements) Regulations, 2015. The board of directors and the abo sclosure reuirements) Regulation or the report submitted in the profoservations/advice of Board of  For GHCL Limited	given here.  as of SEBI (Listin terms of SEB	g obligations and disclusing obligations and disclusions are disclusions and disclusions and disclusions are disclusions and disclusions and disclusions are d	s specified in SEBI (I. the manner as specified oard of Directors. Yes	s) Regulations,  .isting obligation

Name	of Listed Entity	GHCL Limited		
Year e	ending	March 31, 2022		
. Disc	losure on website in terms of Listing Regulations			
tem			Compliance Status (Yes/No/NA)	
As pe	r regulation 46(2) of the LODR:		Yes	
b	Terms and conditions of appointment of independent directors		Yes	
C	Composition of various committees of board of directors		Yes	
d	Code of conduct of board of directors and senior management personnel		Yes	
е	Details of establishment of vigil mechanism/ Whistle Blower policy		Yes	
f	Criteria of making payments to non-executive directors		Yes	
g h	Policy on dealing with related party transactions Policy for determining 'material' subsidiaries		Yes Yes	
i	Details of familiarization programmes imparted to independent directors		Yes	
j	Contact information of the designated officials of the listed entity who are investor grievances	responsible for assisting and handling	Yes	
k	Email address for grievance redressal and other relevant details		Yes	
1	Financial results	140	Yes	
	Shareholding pattern		Yes	
m		associates	Yes	
n	Details of agreements entered into with the media companies and/or their		165	
0	Schedule of analyst or institutional investor meet and presentations made institutional investors simultaneously with submission to stock exchange	by the listed entity to analysts or	Yes	
р	New name and the old name of the listed entity		NA	
q	Advertisements as per regulation 47 (1)		Yes	
r	Credit rating or revision in credit rating obtained by the entity for all its out	standing instruments	Yes	
,				
S	Separate audited financial statements of each subsidiary of the listed enti-	ty in respect of a relevant financial year	Yes	
As pe	r other regulations of the LODR:  Whether company has provided information under separate section on its	s website as per Regulation 46(2)	Yes	
	D. L. C. D. C.			
b	Materiality Policy as per Regulation 30		Yes	
þ	Materiality Policy as per Regulation 30			
b	Materiality Policy as per Regulation 30  Dividend Distribution policy as per Regulation 43A (as applicable)		Yes	
С	Dividend Distribution policy as per Regulation 43A (as applicable)			
C II Ann	Dividend Distribution policy as per Regulation 43A (as applicable)	Regulation Number	Yes	
c I Ann	Dividend Distribution policy as per Regulation 43A (as applicable)	Regulation Number	Yes	
c II Ann Partic	Dividend Distribution policy as per Regulation 43A (as applicable)	Regulation Number 16(1)(b) & 25(6)	Yes Compliance Status	
c II Ann Partic	Dividend Distribution policy as per Regulation 43A (as applicable)  aual Affirmations culars  endent director(s) have been appointed in terms of specified criteria of endence' and/or 'eligibility'		Yes  Compliance Status (Yes/No/NA)	
c II Ann Partic	Dividend Distribution policy as per Regulation 43A (as applicable)  and Affirmations  culars  endent director(s) have been appointed in terms of specified criteria of	16(1)(b) & 25(6) 17(1), 17(1A) & 17(1B) 17(2)	Yes  Compliance Status (Yes/No/NA)  Yes  Yes  Yes	
c I Ann Partic Independent Board Meetin	Dividend Distribution policy as per Regulation 43A (as applicable)  aual Affirmations  culars  endent director(s) have been appointed in terms of specified criteria of endence' and/or 'eligibility'  composition  ng of Board of directors  am of board meeting	16(1)(b) & 25(6) 17(1), 17(1A) & 17(1B) 17(2) 17(2A)	Yes  Compliance Status (Yes/No/NA)  Yes  Yes  Yes  Yes  Yes	
c Partic Independent Board Meetin Quoru Revie	Dividend Distribution policy as per Regulation 43A (as applicable)  aual Affirmations  culars  endent director(s) have been appointed in terms of specified criteria of endence' and/or 'eligibility'  composition  ng of Board of directors  um of board meeting  w of Compliance Reports	16(1)(b) & 25(6) 17(1), 17(1A) & 17(1B) 17(2) 17(2A) 17(3)	Yes  Compliance Status (Yes/No/NA)  Yes  Yes  Yes  Yes  Yes  Yes  Yes	
c Partic Independent Board Meetin Quoru Revie	Dividend Distribution policy as per Regulation 43A (as applicable)  aual Affirmations  culars  endent director(s) have been appointed in terms of specified criteria of endence' and/or 'eligibility'  composition  ng of Board of directors  um of board meeting  w of Compliance Reports  for orderly succession for appointments	16(1)(b) & 25(6) 17(1), 17(1A) & 17(1B) 17(2) 17(2A) 17(3) 17(4)	Yes  Compliance Status (Yes/No/NA)  Yes  Yes  Yes  Yes  Yes  Yes  Yes  Ye	
I Ann Partic Independent Board Meetin Quoru Revie Plans Code	Dividend Distribution policy as per Regulation 43A (as applicable)  aual Affirmations culars  endent director(s) have been appointed in terms of specified criteria of endence' and/or 'eligibility'  composition ng of Board of directors om of board meeting w of Compliance Reports for orderly succession for appointments of Conduct	16(1)(b) & 25(6) 17(1), 17(1A) & 17(1B) 17(2) 17(2A) 17(3) 17(4) 17(5)	Yes  Compliance Status (Yes/No/NA)  Yes  Yes  Yes  Yes  Yes  Yes  Yes	
I Anni Partic Independent Board Meetii Quoru Revie Plans Code Fees/	Dividend Distribution policy as per Regulation 43A (as applicable)  aual Affirmations  culars  endent director(s) have been appointed in terms of specified criteria of endence' and/or 'eligibility'  composition  ng of Board of directors  um of board meeting  w of Compliance Reports  for orderly succession for appointments	16(1)(b) & 25(6) 17(1), 17(1A) & 17(1B) 17(2) 17(2A) 17(3) 17(4)	Yes  Compliance Status (Yes/No/NA)  Yes  Yes  Yes  Yes  Yes  Yes  Yes  Ye	
randeported in America Quorus Reviee Plans Code Fees/Minim	Dividend Distribution policy as per Regulation 43A (as applicable)  aual Affirmations culars  endent director(s) have been appointed in terms of specified criteria of endence' and/or 'eligibility'  composition ng of Board of directors am of board meeting w of Compliance Reports for orderly succession for appointments of Conduct compensation	16(1)(b) & 25(6) 17(1), 17(1A) & 17(1B) 17(2) 17(2A) 17(3) 17(4) 17(5) 17(6) 17(7) 17(8)	Yes  Compliance Status (Yes/No/NA)  Yes  Yes  Yes  Yes  Yes  Yes  Yes  Ye	
C I Ann Partic Partic Meetin Quoru Revie Plans Code Fees/ Minim Comp Risk /	Dividend Distribution policy as per Regulation 43A (as applicable)  aual Affirmations  endent director(s) have been appointed in terms of specified criteria of endence' and/or 'eligibility'  composition  ng of Board of directors  Im of board meeting  w of Compliance Reports for orderly succession for appointments of Conduct compensation  um Information  diance Certificate  Assessment & Management	16(1)(b) & 25(6)  17(1), 17(1A) & 17(1B)  17(2)  17(2A)  17(3)  17(4)  17(5)  17(6)  17(7)  17(8)  17(9)	Yes  Compliance Status (Yes/No/NA)  Yes  Yes  Yes  Yes  Yes  Yes  Yes  Ye	
C I Ann Partic Independent Board Meetin Quorr Revie Plans Code Fees/ Minim Comp Risk /	Dividend Distribution policy as per Regulation 43A (as applicable)  aual Affirmations  endent director(s) have been appointed in terms of specified criteria of endence' and/or 'eligibility'  composition  ng of Board of directors  Im of board meeting  w of Compliance Reports  for orderly succession for appointments of Conduct compensation  um Information  diance Certificate  Assessment & Management  rmance Evaluation of Independent Directors	16(1)(b) & 25(6)  17(1), 17(1A) & 17(1B)  17(2)  17(2A)  17(3)  17(4)  17(5)  17(6)  17(7)  17(8)  17(9)  17(10)	Yes  Compliance Status (Yes/No/NA)  Yes  Yes  Yes  Yes  Yes  Yes  Yes  Ye	
c I Anno Partico Medical Medic	Dividend Distribution policy as per Regulation 43A (as applicable)  Lual Affirmations  Endant director(s) have been appointed in terms of specified criteria of endence' and/or 'eligibility'  I composition  In go f Board of directors  In of board meeting  I w of Compliance Reports  I for orderly succession for appointments  I of Conduct  I compensation  I multiplicate  Assessment & Management  I mance Evaluation of Independent Directors  I memedation of board	16(1)(b) & 25(6)  17(1), 17(1A) & 17(1B)  17(2)  17(2A)  17(3)  17(4)  17(5)  17(6)  17(7)  17(8)  17(9)  17(10)  17(11)	Yes  Compliance Status (Yes/No/NA)  Yes  Yes  Yes  Yes  Yes  Yes  Yes  Ye	
c I Anno Partico Meetin Meetin Quorie Personal P	Dividend Distribution policy as per Regulation 43A (as applicable)  aual Affirmations culars  endent director(s) have been appointed in terms of specified criteria of endence' and/or 'eligibility'  composition ng of Board of directors am of board meeting w of Compliance Reports for orderly succession for appointments of Conduct compensation um Information  diance Certificate Assessment & Management rmance Evaluation of Independent Directors mmendation of board num number of directorship	16(1)(b) & 25(6)  17(1), 17(1A) & 17(1B)  17(2)  17(2A)  17(3)  17(4)  17(5)  17(6)  17(7)  17(8)  17(9)  17(10)  17(11)	Yes  Compliance Status (Yes/No/NA)  Yes  Yes  Yes  Yes  Yes  Yes  Yes  Ye	
c I Annote produce the content of th	Dividend Distribution policy as per Regulation 43A (as applicable)  aual Affirmations culars  endent director(s) have been appointed in terms of specified criteria of endence' and/or 'eligibility'  composition ng of Board of directors am of board meeting w of Compliance Reports for orderly succession for appointments of Conduct compensation num Information  diance Certificate Assessment & Management rmance Evaluation of Independent Directors mendation of board num number of directorship position of Audit Committee	16(1)(b) & 25(6)  17(1), 17(1A) & 17(1B)  17(2)  17(2A)  17(3)  17(4)  17(5)  17(6)  17(7)  17(8)  17(9)  17(10)  17(11)	Yes  Compliance Status (Yes/No/NA)  Yes  Yes  Yes  Yes  Yes  Yes  Yes  Ye	
c I Ann Partic Independent Ind	Dividend Distribution policy as per Regulation 43A (as applicable)  aual Affirmations culars  endent director(s) have been appointed in terms of specified criteria of endence' and/or 'eligibility'  composition ng of Board of directors am of board meeting w of Compliance Reports for orderly succession for appointments of Conduct compensation num Information liance Certificate Assessment & Management rmance Evaluation of Independent Directors memendation of board num number of directorship position of Audit Committee ng of Audit Committee	16(1)(b) & 25(6)  17(1), 17(1A) & 17(1B)  17(2)  17(2A)  17(3)  17(4)  17(5)  17(6)  17(7)  17(8)  17(9)  17(10)  17(11)  17A  18(1)	Yes  Compliance Status (Yes/No/NA)  Yes  Yes  Yes  Yes  Yes  Yes  Yes  Ye	
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c ll Ann Partic lndeprin	Dividend Distribution policy as per Regulation 43A (as applicable)  aual Affirmations culars  endent director(s) have been appointed in terms of specified criteria of endence' and/or 'eligibility'  composition and of Board of directors am of board meeting w of Compliance Reports for orderly succession for appointments of Conduct compensation aum Information  Miance Certificate Assessment & Management Armance Evaluation of Independent Directors mendation of board anum number of directorship assistion of Audit Committee and of Audit Committee and of Nomination & Remuneration Committee and of Nomination & Remuneration Committee and of Nomination & Remuneration Committee and of Stakeholder Relationship Committee and of Stakeholder Relationship Committee and of Risk Management Committee	16(1)(b) & 25(6)  17(1), 17(1A) & 17(1B)  17(2)  17(2A)  17(3)  17(4)  17(5)  17(6)  17(7)  17(8)  17(9)  17(10)  17(11)  17A  18(1)  18(2)  19(1) & (2)  19(2A)  19(3A)  20(1), 20(2) and 20(2A)  20 (3A)  21(1),(2),(3),(4)  21(3A)  22  23(1),(5),(6),(7) & (8)  23(2), (3)  23(4)  23(9)	Yes  Compliance Status (Yes/No/NA)  Yes  Yes  Yes  Yes  Yes  Yes  Yes  Ye	
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Annual Secretarial Compliance Report	24A	Yes
Alternate Director to Independent Director	25(1)	NA NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note  1 In the column "Compliance Status," compliance or non-compliance may be indicate	d by Yes/No/N.A. For example, if the	Board has been composed in accordance
2 If status is "No" details of non-compliance may be given here.		
3 If the Listed Entity would like to provide any other information the same may be indi	cated here.	
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate have been complied.	Governance requirements with	respect to subsidiary of Listed Entit
For GHCL Limited  GHCL  GHCL		
Bhuwneshwar Mishra		
Sr. GM-Sustainability & Company Secretary	ALC: NO.	

## **GHCL Limited**



Name of Listed Entity		GHCL Limited			
Half Year Ended		October 1, 2021 - March 31, 2022			
I. Disclosure of Loans / guarantees / co	omfort letters / secu	rities etc.			
(A) Any loan or any other form of debt a	dvanced by the list	ed entity directly or	ndirectly to:		
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of smonths			
Promoter or any other entity controlled by them	NIL	N	IL		
Promoter Group or any other entity controlled by them	NIL	NIL			
Directors (including relatives) or any other entity controlled by them	NIL	N	IL		
KMPs or any other entity controlled by them	NIL	Rs.9,00,257/- (Rupees Nine Lakhs Two Hundred Fifty Seven )			
(B) Any guarantee/ comfort letter (by windirectly, in connection with any loan(s	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during	Balance outstanding at the		
		six months	(taking into		
Promoter or any other entity controlled by them	NIL	six months  NIL	(taking into		
them			(taking into account any invocation)		
Promoter Group or any other entity	NIL	NIL	(taking into account any invocation) NIL		

B- 38, GHCL House, Institutional Area, Sector- 1, Noida, (U.P.) 201301, India Ph.: +91-120-2535335, 4939900, Fax - +91-120-2535209 CIN . L24100G]1983PLC006513, E-mail: ghclinfo@ghcl.co.in , Website: www.ghcl.co.in

## **GHCL Limited**



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

## II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Name & Designation	For GHCL Limited RAMAN  CHOPRA  Digitally signed by RAMAN CHOPRA  Date: 2022.04.14 09:55:59 +05'30'	
	Raman Chopra CFO & Executive Director (Finance)	
Date:	14.04.2022	

B- 38, GHCL House, Institutional Area, Sector- 1, Noída, (U.P.) - 201301, India. Ph.: +91-120-2535335, 4939900, Fax - +91-120-2535209 CIN: L24100G[1983PLC006513, E-mail: ghclinfo@ghcl.co.in , Website - www.ghcl.co.in