

April 11, 2023

वैशाख कृष्ण पक्ष, पंचमी
विक्रम संवत्, २०८०

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,

Reference: Reconciliation of Share Capital Audit Certificate for the quarter ended March 31, 2023

Pursuant to Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, please find enclosed herewith the Reconciliation of Share Capital Audit Report for the quarter ended March 31, 2023 on the reconciliation of capital issued, listed and capital held in dematerialized form etc. issued by Company Secretary in practice.

Kindly take note of the same.

Thanking you

Yours faithfully

For GHCL Limited



Bhuwleshwar Mishra
Sr. GM-Sustainability & Company Secretary

To
The Board of Directors
GHCL Limited
GHCL House, Opp Punjabi Hall
Navrangpura, Ahmedabad,
Gujarat – 380009

RECONCILIATION OF SHARE CAPITAL, AUDIT REPORT

CIN : L24100GJ1983PLC006513
AUTHORIZED SHARE CAPITAL : Rs. 175,00,00,000/-
ISIN : INE 539A01019

We have examined the register of members, beneficiary details furnished by the depositories and other records/ documents maintained by **GHCL Limited** (hereinafter referred as “the Company”) and its Registrar & Share Transfer Agent **Link Intime India Private Limited (Formerly Known as Intime Spectrum Registry Limited)**, for issuing this certificate in accordance with **Regulation 76 of SEBI (Depositories & Participants) Regulations, 2018 (As amended)**.

In our opinion and to the best of our knowledge and according to the information and explanations furnished to us and based on such verification as considered necessary, we hereby certify that the number of Equity Shares of the Company held with Central Depository Services Limited (CDSL), National Securities Depository Limited (NSDL) and in physical form with respect to the issued / paid up, listed and admitted capital as on **31st March, 2023** is as per details given below:

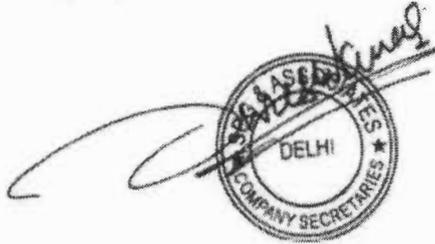
1.	For Quarter Ended	31st March, 2023
2.	ISIN	INE539A01019
3.	Face Value	RS. 10 / - per share
4.	Name of the Company & Registration No.	GHCL Limited L24100GJ1983PLC006513
5.	Registered Office Address	GHCL House Opp. Punjabi Hall Navrangpura, Ahmedabad, Gujarat – 380009 IN
6.	Correspondence Address	B 38, GHCL House, Institutional Area, Sector 1, Noida, Uttar Pradesh - 201301
7.	Telephone No.	0120-4939900
8.	Email Address	secretarial@ghcl.co.in

9.	Name of the Stock Exchanges where the Company's securities are Listed	1. The National Stock Exchange of India Limited(NSE) 2. BSE Limited, Mumbai (BSE)					
		Number of Equity Shares (Face Value Rs. 10/- per share)	% of Total Issued Capital				
10.	Issued, Subscribed and Paid-Up Capital	9,55,85,786	100				
11.	Listed Capital(Exchange Wise) (as per Company records) The National Stock Exchange of India Limited (NSE) BSE Limited (BSE)	9,55,85,786 9,55,85,786	100 100				
12.	Held in Dematerialized form in CDSL	1,67,00,968	17.47				
13.	Held in Dematerialized form in NSDL	7,69,06,034	80.46				
14.	Physical	19,78,784	2.07				
15.	Total No. of Shares	9,55,85,786	100				
16.	Reasons for difference if any, between (10 & 11); (11 & 15)	Not Applicable					
17.	Certifying the details of changes in Share Capital during the quarter under consideration as per Table below:						
	Particulars	No. of shares	Applied/not applied for listing	Listed on Stock Exchanges	Whether intimated to CDSL	Whether intimated to NSDL	In-principal approval pending for Stock Exchange
	No changes in Share Capital during the Quarter						
18.	Register of Members is updated (Yes/No) (If not updated up to which date)	Yes					
19.	Reference of previous quarter with regard to excess Dematerialized shares, if any	Nil					
20.	Has the Company resolved the matter mentioned in point 19 above in the current quarter if not,	NA					

	reasons why?													
21.	Mentioned the total no. of request, if any, confirmed after 21 days and the total no. of request pending:													
	<table border="1"> <thead> <tr> <th>Total no. of Demat requests</th> <th>No. of Requests</th> <th>No. of Shares</th> <th>Reasons for delay</th> </tr> </thead> <tbody> <tr> <td>i) Confirmed after 21 days</td> <td>0</td> <td>0</td> <td>N.A.</td> </tr> <tr> <td>ii) Pending for more than 21 days</td> <td>0</td> <td>0</td> <td>N.A.</td> </tr> </tbody> </table>	Total no. of Demat requests	No. of Requests	No. of Shares	Reasons for delay	i) Confirmed after 21 days	0	0	N.A.	ii) Pending for more than 21 days	0	0	N.A.	
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i) Confirmed after 21 days	0	0	N.A.											
ii) Pending for more than 21 days	0	0	N.A.											
22.	Name, Address, Fax no. of the Compliance Officer of the Company	Mr. Bhuneshwar Mishra Sr. GM – Sustainability & Company Secretary GHCL Limited GHCL House Opp. Punjabi Hall Navrangpura, Ahmedabad, Gujarat – 380009 Phone: 0120 2535335/0120 4939900 Fax: 0120 2535209/ 0120 4939902												
23.	Name & Address, Telephone & Fax No. of the Auditor	CS Suresh Pandey SPG and Associates Company Secretaries 1005, 10th Floor, Hemkunt House, 6, Rajendra Place, New Delhi - 110008 Ph: 011 - 40519669 E-Mail: suresh@spgindia.co.in												
24.	Appointment of common agency for share registry work	Link Intime India Private Limited (Formerly Known as Intime Spectrum Registry Limited) C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai, Maharashtra – 400083 Tel: 022-49186000 Fax: 022-49186060 E-mail: mumbai@linkintime.co.in												
25.	Any other detail that the auditor may like to provide. (e.g. BIFR company, delisting from SE, company changed its name etc).	1. On 08th February 2023, the Hon'ble National Company Law Tribunal, Ahmedabad Bench, pronounced the order Sanctioning the Scheme of Arrangement in the nature of Demerger of the Spinning Division of GHCL Limited ("Demerged Company") to GHCL Textiles Limited ("Resulting Company"), the formal order of which was received in Form No. CAA-7 on 14th March 2023, was filed with ROC in Form INC-28 on 01st April 2023. Accordingly, the Scheme is effective on April 1, 2023.												

		<p>As per the information provided by the company and pursuant to Clause 6.1 to 6.4 of the Scheme, authorised share capital of GHCL Limited is decreased from Rs. 1,75,00,00,000 (Rupees One Hundred and Seventy-Five Crores only) divided into 17,50,00,000 equity shares of Rs. 10 each to Rs. 1,40,00,00,000 (Rupees One Hundred and Forty Crores only) divided into Rs. 14,00,00,000 equity shares of Rs. 10 each. Consequently, Clause 5 of the Memorandum of Association of the Company is modified and substituted by the following:</p> <p><i>"The Authorised Share Capital of the Company is Rs 140,00,00,000/- divided into 14,00,00,000 equity shares of Rs 10 each."</i></p> <p>2. The Wholly Owned Subsidiary Company of GHCL Limited, i.e., Grace Homes Fashions LLC (GHF) was dissolved pursuant to a Certificate of Cancellation dated 02nd March 2023 issued by the Secretary of State of Delaware, USA.</p>
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**For SPG & Associates
Company Secretaries**



**CS Suresh Pandey
Partner
M. No. F-7776, COP-8529
Peer Review Unit No.: 1318/2021
UDIN: F007776E000046771**

**Date: 10th April, 2023
Place: New Delhi**