

Corporate Governance

For the Financial Year ended March 31, 2022

(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

1. Company's Philosophy on Code of Corporate Governance

The Company's philosophy on Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. The Company continues to focus on good governance, in line with the best practices in the areas of Corporate Governance.

Your Company believes that sustainable and long-term growth of every stakeholder depends upon the judicious and effective use of available resources and consistent endeavour to achieve excellence in business along with active participation in the growth of society, building of environmental balances and significant contribution in economic growth. Over the years, your Company has institutionalised some of the best practices of corporate working and behaviour in its processes and addressed the governance issues transparently and effectively. Although your Company had to constantly evolve to survive in a competitive economy, there are values - intrinsic to its corporate culture - that it has preserved and will carry forward with it into the future.

The Governance for your Company means being true to own belief and constantly strengthening and increasing stakeholders' value and return on investment by adopting principles of transparency, accountability and adherence of committed value creation principles. We are firm in our belief that Corporate Governance means commitment for achievement of value based growth and meeting the commitment within the predefined time frame without compromising with ethical standards, set paradigms, transparency in transactions and fixing of accountability.

In order to strengthen corporate governance practices, company had adopted a code of conduct for Board of Directors and senior management personnel of the Company, Policy on Board Diversity, Policy for determination of materiality, Policy on succession plan for appointment to the Board and Senior management, Whistle Blower Policy, Risk Management Policy, Policy on preservation of documents and Archival Policy, Policy for determining Material Subsidiary, BRR Policies, Investor's Grievance Redressal Policy, Data Privacy Policy, Code of Conduct for Suppliers etc. of the Company. These policies are available on the website of the Company. The Company's corporate governance philosophy has been further strengthened through the code of practices and procedures for fair

disclosures of unpublished price sensitive information and code of conduct to regulate, monitor and report trading by insiders pursuant to SEBI (Prohibition of Insiders Trading) Regulations, 2015. Further, to strengthen governance, the Board has appointed independent director as a chairman of Audit & Compliance Committee, Risk & Sustainability Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee. The Company is in compliance with the conditions of corporate governance as required under the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

2. Board of Directors

The Company understands that good and quality governance is a powerful competitive differentiator and critical to economic and social progress. The "Board", being the trustee of the Company, responsible for the establishment of cultural, ethical and accountable growth of the Company, is constituted with a high level of integrated, knowledgeable and committed professionals. The Board of the Company is independent in making its decision and also capable and committed to address conflict of interest and impress upon the functionaries of the Company to focus on transparency, accountability, probity, integrity, equity and responsibility. Apart from that the Board also discharges its responsibilities / duties as mentioned under the provisions of Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as Listing Regulations) and other applicable laws.

2.1 Role & Responsibilities:

Role and responsibilities of Board of Directors is also extended towards strengthening of CSR activities and sustainability of the business. In addition to the above, Board is also responsible for the following:

- (i) To play an oversight role with an objective to ensure that companies have systems in place to effectively manage key risks, including the potential for reputational harm and legal liability associated with adverse social and environmental impacts.
- (ii) To establish and reinforce an overarching set of expectations with regard to the short- and long-term management of social and environmental risks.
- (iii) To make strategies on CSR and developing framework for its implantation.
- (iv) To ensure that the executive management has complied with the applicable statutory compliances related to CSR and other applicable laws.



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2.2 Board's Composition:

The Composition of the Board as on March 31, 2022 is given herein below:

COMPOSITION OF BOARD OF DIRECTORS AS ON MARCH 31, 2022			
Category	Name of Directors	No. of Directors	% of total number of Directors
Promoter Directors	Mr. Sanjay Dalmia – Non Executive Chairman	3	30.00%
	Mr. Anurag Dalmia – Non Executive Vice – Chairman		
	Mr. Neelabh Dalmia – Executive Director (Textiles)		
Independent Directors	Mrs. Vijaylaxmi Joshi (Retd.IAS)	5	50.00%
	Dr. Manoj Vaish		
	Justice (Retd.) Ravindra Singh		
	Mr. Arun Kumar Jain (Retd.IRS)		
	Dr. Lavanya Rastogi		
Managing Director / Executive Director	Mr. R S Jalan – Managing Director	2	20.00%
	Mr. Raman Chopra – CFO & Executive Director (Finance)		
TOTAL NO. OF DIRECTORS		10	100%

The Board of GHCL Limited is having an optimum combination of executive and non-executive directors and the Board consists of 10 Directors, 7 of whom are Non - Executive Directors including one woman independent director. The Chairman of the Company is a Non -Executive Director and promoter of the Company and hence the requirement that at least one – half of the Board shall consist of Independent Directors is complied with as the Company has 5 Independent Directors. Hence, the composition of the Board of your Company is in conformity with Regulation 17 of the Listing Regulations. All the Non-Executive Directors, including Independent Directors, play a critical role in imparting balance to the Board processes by bringing independent judgement in issues of strategy, performance, resource allocation, compliance of code of conduct and standards of the Company's conduct etc. All of the Non-Executive Directors have extensive business experience and are considered by the Board to be independent in character and judgment of the management of the Company and free from any business or other relationship, which could materially interfere with the exercise of their independent judgment.

2.3. Board Procedure:

The Board of Directors meets periodically to review strategic, operational and financial matters and has a formal schedule of matters reserved for its decision. It approves the interim and preliminary financial statements, budget, the annual financial plan, significant contracts and capital investment along with strategic decisions like Restructuring of Business, Debt and Human Resources etc. Wherever appropriate, the Board delegates its authority to Committees of Directors like Banking & Operations Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Audit & Compliance Committee, CSR Committee and Risk & Sustainability Committee. Information is provided to the Board in advance of every meeting and the Chairman

ensures that all Directors are properly briefed on the matters being discussed. However, in certain emergency situation and /or to maintain the price sensitivity of the transaction, Board meeting was also convened on shorter notice after complying necessary statutory requirements. The Board reviews compliance reports of applicable laws in the Board meetings and also deliberates the compliance of code of conduct for Board Members and Senior Management.

The Board sets annual performance objectives, oversees the actions and results of the management, evaluates its own performance, performance of its Committees and individual Directors on an annual basis and monitors the effectiveness of the Company's governance practices for enhancing the stakeholders' value.

The Company has well-established framework for the Meetings of the Board and its Committees which ensures to systematise the decision making process at the Meetings in an informed and efficient manner. With an objective to ensure maximum presence of our Directors in the Board Meeting, dates of the Board Meeting are fixed in advance after consultation with individual directors and consideration of their convenience. The agenda and explanatory notes are circulated to the Directors at least seven days before the meeting except where Meetings have been convened at a shorter notice to transact urgent business in certain emergency situation and /or to maintain the price sensitivity of the transaction. Wherever it is not practicable to attach any document to the agenda the same is tabled/presented before the Meeting with specific reference to this effect in the Agenda. In special and exceptional circumstances, additional or supplementary item on the agenda is permitted after obtaining permission of the Chairman of the meeting and with the concurrence of all the Independent Directors. Video Conferencing facilities are provided to enable Directors who are unable to attend the meetings in person, to participate in the meeting via Video Conferencing. During the year, all the Board Meetings and majority of the Committee Meetings were held through Video Conferencing facility, keeping in view of the threat of COVID spread.

2.4. Information placed before the Board

The Board of Directors being the apex body constituted by the shareholders and is responsible for strategic supervision, and overseeing the Management performance and governance of the Company on behalf of our stakeholders.

The Board of Directors has access to all relevant information which are essential for their decision making and management is committed to provide all such information to the board from time to time. The Board with an intent to take informed decision, has a power to seek any information from the functional management. The Board functions are driven by the principles of Corporate Governance Philosophy and Board is strive to work in the best interests of the Company and its stakeholders. The matters required to be placed before the Board, inter-alia, include:

Strategic matters	Operational matters	Finance matters	Sustainability Governance and compliance matters
Reviewing and guiding the corporate strategy;	Annual operating plans and capital budgets;	Quarterly/Annual consolidated and standalone results and financial statements of the Company;	Materially important show cause, demand, prosecution notices and penalty notices, if any;
Corporate re-structuring activities including merger/demerger;	Regular business/function updates	Transactions that involve substantial payment towards goodwill, brand equity or intellectual property, if any	Fatal or serious accidents, dangerous occurrences, material effluent or pollution problems, if any;
Details of any acquisition, joint venture or collaboration agreement;	Appointment and remuneration of directors, key managerial personnel and senior management;	Any material default in financial obligations to or by the Company or substantial non-payment for goods sold by the Company;	Any issue which involves possible public or product liability claims of substantial nature;
Sale of investment, subsidiaries or assets which are material in nature.	Significant labour problems and their proposed solutions;	Quarterly details of foreign exchange exposures and treasury management;	Corporate Social Responsibility related matters;
Talent Identification & Succession Planning	Appointment of internal auditors, secretarial auditor and cost auditors.	Related Party Transactions and Subsidiary funding.	Quarterly compliance certificate which includes non-compliances, if any, of regulatory, statutory nature or listing requirements and shareholder's service;



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Strategic matters	Operational matters	Finance matters	Sustainability Governance and compliance matters
Road map for business growth and diversification;	Any significant development on the human resources/ industrial relations front;	Credit Rating.	Overseeing sustainability initiatives of the Company;
Risk identification and its mitigation plan.	Engagement of experts for improving the business process and understanding the role of technology in process improvement.	Business Financing	Appointment of auditors;
Projects related to Renewable energy and Sustainability.		Hedging and treasury management	Minutes of meetings of the Board and its committees, resolutions passed by circulation and board minutes & summary of unlisted subsidiary companies; Significant transactions or arrangements by subsidiary companies Statutory disclosures received from the directors; Performance evaluation of the Board, its committees and each director

2.5. Post meeting follow up system

The Governance processes of Company include an effective post-meeting follow-up, review and reporting process for action taken / pending on decisions of the Board and the Committees of the Company. Company Secretary communicates decision of the Board to respective business units / departments and ensures its effective implementation.

During the financial year ended March 31, 2022, six Board Meetings were held on April 28, 2021, July 29, 2021, October 28, 2021, December 6, 2021, January 27, 2022 and February 16, 2022 through Video Conferencing (VC) or Other Audio Visual Means (OAVM). The gap between any two Meetings is not more than 120 days, ensuring compliance with the requirement of Regulation 17 of the Listing Regulations and the Companies Act 2013. All the directors were present in all the Board Meetings and Annual General Meeting held during the year.

The attendance of Directors at the Board Meeting held during the financial year ended March 31, 2022 is given herein below:

Sl. No.	NAME	DATE OF BOARD MEETING & ATTENDANCE						AGM ATTENDANCE (JUNE 19, 2021)
		April 28, 2021	JULY 29, 2021	OCTOBER 28, 2021	DECEMBER 6, 2021	JANUARY 27, 2022	FEBRUARY 16, 2022	
1	Mr. Sanjay Dalmia	☑	☑	☑	☑	☑	☑	☑
2	Mr. Anurag Dalmia	☑	☑	☑	☑	☑	☑	☑
3	Mrs. Vijaylaxmi Joshi, (Retd.IAS)	☑	☑	☑	☑	☑	☑	☑
4	Dr. Manoj Vaish	☑	☑	☑	☑	☑	☑	☑
5	Justice (Retd.) Ravindra Singh	☑	☑	☑	☑	☑	☑	☑
6	Mr. Arun Kumar Jain, (Retd.IRS)	☑	☑	☑	☑	☑	☑	☑
7	Dr. Lavanya Rastogi	☑	☑	☑	☑	☑	☑	☑

Sl. No.	NAME	DATE OF BOARD MEETING & ATTENDANCE						AGM ATTENDANCE (JUNE 19, 2021)
		April 28, 2021	JULY 29, 2021	OCTOBER 28, 2021	DECEMBER 6, 2021	JANUARY 27, 2022	FEBRUARY 16, 2022	
8	Mr. R. S. Jalan	☑	☑	☑	☑	☑	☑	☑
9	Mr. Raman Chopra	☑	☑	☑	☑	☑	☑	☑
10	Mr. Neelabh Dalmia	☑	☑	☑	☑	☑	☑	☑

Note:

- Mr. Anurag Dalmia and Mr. Raman Chopra, are directors retiring by rotation and they are eligible for re-appointment. Necessary information for the above directors as required under Regulation 36 (3) of the Listing Regulations have been provided under the notice of the AGM.

None of the Directors of GHCL is a Director (including alternate director, if any) in more than 10 Public Limited Companies or Director in more than 7 equity Listed Companies or acts as an Independent Director in more than 7 equity Listed Companies or 3 equity Listed Companies in case he / she serves as a Whole – time Director / Managing Director. Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees as specified in Regulation 26 (1) of the Listing Regulations across all the listed Companies in which he/she is a Director. The necessary disclosure, regarding Directorship, Committee positions and shares held by them, have been made by the Directors who are on the Board of the Company as on March 31, 2022 and the same is reproduced herein below:

Sl. No.	Name of the Director	Director Identification Number (DIN)	No. of Directorship in other Indian Public Limited Companies*	No. of committee positions held as Chairman in other Public Companies**	No. of Committee positions held as Member in other Public Companies**	No. of Equity Shares of GHCL Limited held by the Director
1	Mr. Sanjay Dalmia	00206992	-	-	-	-
2	Mr. Anurag Dalmia	00120710	-	-	-	110000 in Individual Account and 572774 in HUF Account
3	Dr. Manoj Vaish	01744049	-	-	-	-
4	Justice (Retd.) Ravindra Singh	08344852	-	-	-	-
5	Mr. Arun Kumar Jain	07563704	2	-	2	-
6	Dr. Lavanya Rastogi	01744049	-	-	-	-
7	Mrs. Vijaylaxmi Joshi	00032055	2	-	2	-
8	Mr. R S Jalan	00121260	1	-	-	400000 in Individual account and 100 in HUF
9	Mr. Raman Chopra	00954190	2	-	-	150000
10	Mr. Neelabh Dalmia	00121760	1	-	-	104500

Note: *For the purpose of considering the limit of the number of directorship and chairman/member of committees, Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 are excluded which is in line with the requirement of relevant conditions of Regulation 26 of the Listing Regulations. Name of the listed companies (including the categories of directorship) in which any of the above directors is director, have been given under the Director's profile.

**For the purpose of determination of limit of committees, only chairmanship / membership of the Audit Committee and the Stakeholders' Relationship Committee have been considered.



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During the financial year ended March 31, 2022, the Company has not entered into any material transactions with its Non-Executive Directors except such related party transactions which are reported in annual report and in the ordinary course of business. The Company has also received declaration from Independent Directors confirming their independence as well as confirmation that "he / she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his / her ability to discharge his / her duties with an objective independent judgement and without any external influence". Accordingly, requirement of Section 149(6) of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) & 25 (8) of the Listing Regulations are duly complied with.

The Audit & Compliance Committee of the Board of the Company has reviewed the financial statements of the subsidiary.

At present, Company do not have any operating subsidiary in India hence, provisions related to appointment of an Independent Director of the Company on the Board of the Indian Subsidiaries is not applicable to the Company.

During the year, the Board of Directors accepted all the recommendations of the Committees of the Board, which were statutory in nature and required to be recommended

by the Committee and approved by the Board of Directors. Hence, the Company is in compliance of condition of clause 10 (j) of schedule V of the SEBI Listing Regulations.

2.6 Independent Directors' Meeting

In line with the requirement of Section 149 read with Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of your Company meet without the presence of the Non-Independent Directors or any other Management Personnel except the Company Secretary.

These Meetings are conducted to enable the Independent Directors to, inter-alia, discuss matters pertaining to:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors & Committees as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, quantity and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties effectively.

During the year two meetings of Independent Directors were held and all the Independent Directors attended the meeting. Dr. Manoj Vaish, the Lead Independent Director chaired the meetings and set the process for the meetings. The Company Secretary attended the meeting to assist the Independent Directors for conducting the meeting. The attendance of Independent Directors meeting held during the financial year ended March 31, 2022 is given herein below:

	Name of the Independent Directors				
	Dr. Manoj Vaish	Mrs. Vijaylaxmi Joshi	Justice Ravindra Singh	Mr. Arun Kumar Jain	Dr. Lavanya Rastogi
Date of the Meeting					
December 6, 2021	☑	☑	☑	☑	☑
January 27, 2022	☑	☑	☑	☑	☑

2.7 Directors seeking Appointment/ Re-appointment

Mr. Anurag Dalmia and Mr. Raman Chopra, are directors liable to retire by rotation and being eligible for re-appointment at the ensuing Annual General Meeting of your Company, and they have offered themselves for re-appointment.

Based on the recommendation of Nomination & Remuneration Committee and subject to approval of the Shareholders of the Company, the Board of Directors in their meeting held on January 27, 2022, considered and approved re-appointment of 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.

Subsequent to the year end, based on the recommendation of Nomination & Remuneration Committee and subject to approval of the Shareholders of the Company, the Board of Directors in their meeting held on April 30, 2022, considered and approved re-appointment of Mr. Ravi Shanker Jalan as a Managing Director of the Company for a term of five consecutive years with effect from June 7, 2022 and for a term up to June 6, 2027.

Relevant details of the directors seeking appointment / re-appointment as required under Regulation 36(3) of the Listing Regulations read with applicable provisions of the Companies Act, 2013 and relevant Secretarial Standards (SS - 2) are given in the Notice & Corporate Governance report of the Company.

2.8. Familiarisation Programme for Independent Directors and Training of Board members

GHCL has structured practice of ensuring all new non-executive directors (including independent directors) go through the familiarisation program and understand the company's core values, vision and mission statement and the company's philosophy of doing its business. The Chairman, Managing Directors, Executive directors (Finance) & CFO, Head Sustainability and Company Secretary and functional management provide an overview of operations, and familiarize the new non-executive directors on matters related to our values and commitments.

At GHCL we ensure that our non-executive directors are introduced to the organization structure, services, Group structure and subsidiaries, constitution, Board procedures,

matters reserved for the Board, major risks and risk management strategy, compliance mechanism, CSR themes and area of activities including but not limited to periodic compliance reporting under Listing Regulations, SEBI (SAST) Regulations, SEBI (Insider Trading) Regulations and grievance redressal mechanism. The details of the familiarization program are available on the Company's website: <https://ghcl.co.in/wp-content/uploads/2022/06/Familiarisation-Programme-for-Independent-Directors-2021-22.pdf> programme for Independent Directors.

We do facilitated separate meetings of the audit committee with the internal auditor to discuss internal audit reports and action taken report. At such meetings, the executive directors and other members of the senior management share points of view and leadership thoughts on relevant issues.

We also facilitate the continual educational requirements of our directors and provided online learning platform Skillsoft to them. Further, on an ongoing basis and as a part of Board and Committee agenda, we make presentation on various business and statutory matters such as company's performance, industry and regulatory updates, forex strategy, export and import potential, business growth prospects, impact of global pricing pressure on fuel, supply chain, and raw materials availability. Mr. Bhuwadeshwar Mishra, Sr. GM Sustainability & Company Secretary regularly updates the board on latest changes in regulatory provisions, governance, Risk management, CSR and Sustainability. During the financial year all the meetings of Board of Directors, Audit & Compliance Committee, Risks & Sustainability Committee, CSR Committee, Stakeholders Grievance Redressal Committee and Nomination & Remuneration Committee were held on line and all the directors / members of the committee attended the same.

2.9. Key Skills, Expertise and Competencies of the Board of Directors

The Board of the Company is highly structured to ensure a high degree of diversity by age, education/qualifications, professional background, sector expertise, special skills and geography. The Board of Directors have, based on the recommendations of the Nomination & Remuneration Committee, identified the following core skills/expertise/competencies as required in the context of the businesses and sectors of the Company for its effective functioning and the same is mapped against each of the Directors:



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Key Skills Expertise and Competencies of the Board of Directors		
Sl. No.	Skills/ Expertise/ Competencies	Particulars
1.	Leadership, Strategic Thinking and General Management.	<p>Leadership: Leadership is a process of social influence, which maximises the efforts of others, towards the achievement of a goal.</p> <p>Strategic Thinking: Strategic thinking, involves the generation and application of unique business insights and opportunities intended to create competitive advantage for organization. It can be done individually, as well as collaboratively among key people who can positively alter an organization's future.</p> <p>General Management: refers to the overall know-how of business management, talent management and development, workplace health & safety.</p>
2.	Public Policy and Public Advocacy	<p>Public policy is an institutionalized proposal to solve relevant and real-world problems, guided by a conception and implemented by programs as a course of action created and/or enacted, typically by a government or non-profit organisation, in response to social issues.</p> <p>Policy advocacy is defined as active, covert, or inadvertent support of a particular policy or class of policies. Advocacy can include a variety of activities including, lobbying, litigation, public education, and forming relationships with parties of interest.</p>
3.	Governance, EHS, Sustainability and CSR	<p>Governance: Relates to "how" an organization makes decisions, how it operates to achieve its objectives and how stakeholders have their say in the processes.</p> <p>Environment (E), health (H) and safety (S): EHS is an acronym for the set that studies and implements the practical aspects of protecting the environment and maintaining health and safety at occupation. In simple terms it is what organizations must do to make sure that their activities do not cause harm to anyone.</p> <p>Sustainability: The term Sustainability refer to the outcome achieved by balancing the social, environmental and economic impacts of business. It is the process that ensures that business goals are pursued without compromising any of the three elements.</p> <p>CSR: Corporate Social Responsibility (CSR) means and includes but is not limited to (i) Projects or programs relating to activities specified in Schedule VII of the Indian Companies Act 2013; or (ii) Projects or programs relating to activities undertaken by the board of directors of a company (Board) in pursuance of recommendations of the CSR Committee of the Board as per declared CSR Policy of the company, subject to the condition that such policy will cover subjects enumerated in Schedule VII of the Act.</p>
4.	Finance & Accounts and Capital market	<p>Finance & Accounts: Finance & Accounts skills refers to the proficiency in financial management, financial reporting process, budgeting, treasury operations, audit, capital allocation.</p> <p>Capital Market: Capital market consists of primary markets and secondary markets. Primary markets deal with trade of new issues of stocks and other securities, whereas secondary market deals with the exchange of existing or previously-issued securities. Another important division in the capital market is made on the basis of the nature of security traded, i.e. stock market and bond market.</p>

Key Skills Expertise and Competencies of the Board of Directors		
Sl. No.	Skills/ Expertise/ Competencies	Particulars
5.	Information Technology, Cyber security, Data protection and Digitisation	<p>Information technology (IT) is the use of computers to create, process, store, retrieve, and exchange all kinds of electronic data and information.</p> <p>Cyber Security: Cyber security is the application of technologies, processes and controls to protect systems, networks, programs, devices and data from cyber attacks. It aims to reduce the risk of cyber attacks and protect against the unauthorised exploitation of systems, networks and technologies.</p> <p>Data Protection: Data protection is the process of safeguarding important data from corruption, compromise or loss and providing the capability to restore the data to a functional state should something happen to render the data inaccessible or unusable.</p> <p>Digitisation: This is the process of converting information into a digital (i.e. computer-readable) format. Digitization is of crucial importance to data processing, storage and transmission, because it “allows information of all kinds in all formats to be carried with the same efficiency and also intermingled.</p>

The mapping of Skills with the directors:

NAME	Skills				
	Leadership, Strategic Thinking and General Management.	Public Policy and Public Advocacy	Governance, EHS, Sustainability and CSR	Finance & Accounts and Capital market	Information Technology, Cyber security, Data protection and Digitisation
Mr. Sanjay Dalmia	☑	☑	☑	☑	☑
Mr. Anurag Dalmia	☑	☑	☑	☑	☑
Dr. Manoj Vaish	☑	☑	☑	☑	☑
Mrs. Vijaylaxmi Joshi	☑	☑	☑	☑	☑
Justice (Retd.) Ravindra Singh	☑	☑	☑	☑	☑
Mr. Arun Kumar Jain	☑	☑	☑	☑	☑
Dr. Lavanya Rastogi	☑	☑	☑	☑	☑
Mr. R S Jalan	☑	☑	☑	☑	☑
Mr. Raman Chopra	☑	☑	☑	☑	☑
Mr. Neelabh Dalmia	☑	☑	☑	☑	☑

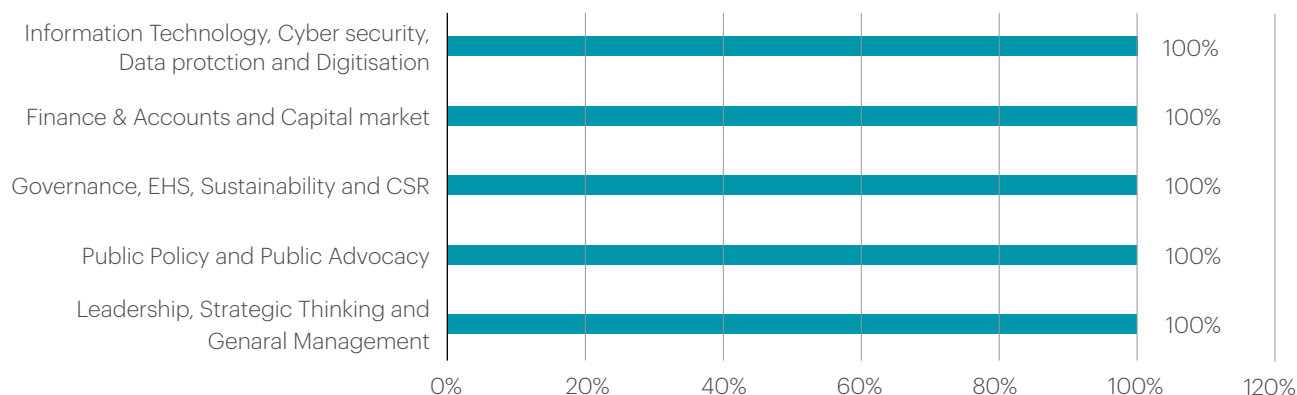
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Board's skill distribution in % (percentage)

Board Skill distribution



2.10. Resignation of Independent Directors.

During the year under review, none of the Independent Directors of the Company had resigned before the expiry of their respective tenure.

2.11. Lead Independent Director

The Board of Directors of your Company in their meeting held on July 29, 2021, had nominated Dr. Manoj Vaish, an Independent Director and also the Chairman of Audit & Compliance Committee, as a Lead Independent Director (LID). The tenure of Lead Independent Director has been fixed for a period of 3 years period from the date of nomination or till the date of retirement, whichever is earlier.

As a Lead Independent Director, Dr. Manoj Vaish has been entrusted, inter alia, with the following roles and responsibilities:

(a) Role of Lead Independent Director:

1. To preside over meetings of Independent Directors.
2. To become facilitator for consensus building.
3. To preside over the meeting of the Board and Shareholders where Chairman and Vice Chairman are not present or are interested parties.
4. To act as a facilitator for stakeholders' voice to reach to the Board.
5. To provide guidance to the secretarial functions for ensuring and implementing good governance practices and compliance of statutory requirements.

6. To serve as spokesperson for the company if so asked by the Board and perform such other functions as may be delegated by the Board.

(b) Nomination Criteria & Tenure of LID:

1. The LID should be Independent director at the time of appointment and throughout their position.
2. This is essential to ensure LID exercise its duties efficiently and effectively and free from any vested interest.
3. The Internal appointee from among the existing independent directors, who has in-depth knowledge and understanding of the company and board dynamics that is usually gained by prior service on the board.
4. The LID must have the ability to exercise independent views as also to assume additional responsibilities.
5. LID is expected to have strong interpersonal skills to serve as an intermediary for the other directors and all stakeholders.
6. LID should be in a position to become more knowledgeable about the company, its performance, its markets and its stakeholders.
7. Nomination of LID shall be on rotation basis. The tenure of LID is fixed for a period of three years from the date of nomination or till the date of retirement, whichever is earlier.

2.12. Directors' Profile

The brief profile of the Directors of the Company in line with the requirement of Listing Regulations and the Companies Act, 2013 is given herein below:



Mr. Sanjay Dalmia

DOB - March 17, 1944

Non-executive Chairman (Promoter)

He is Non-executive Chairman (Promoter) of the Company. He is a Non-executive Director of the Company since inception of the Company. Mr. Dalmia is an eminent Industrialist and is an Ex-member of Rajya Sabha (Upper house of Parliament). He has a vast knowledge and experience in field of entrepreneurship, leadership and business strategy etc. He is Promoter of the Company and under his guidance, the Company has achieved a new heights in terms of excellent growth in business and profitability, return on the equity shares and serving the interests of all the stakeholders. Mr. Dalmia also guides the Board members for creating a balance between the economic, environmental and social objectives of the Company. Mr. Sanjay Dalmia was also a member of Nomination & Remuneration Committee of the Company till April 30, 2022 and thereafter voluntarily opted out from membership of said Committee for good governance and ensuring committee to be independent. Mr. Dalmia is neither a member of more than 10 Committees nor a Chairperson of more than 5 Committees.



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Mr. Anurag Dalmia

DOB - May 11, 1956

Non-executive Director (Promoter)

He is a Non-executive Director (Promoter) of the Company. Mr. Dalmia is an eminent Industrialist and is also representing PHD Chambers of Commerce and Industry. In the past, Mr. Anurag Dalmia had also represented Confederation of Indian Textile Industry. He is Chairman of the CSR Committee and also a member of the Risk & Sustainability Committee of the Company. He has a vast knowledge and experience in field of entrepreneurship, leadership and business strategy. Mr. Dalmia is neither a member of more than 10 Committees nor a Chairperson of more than 5 Committees.



Mrs. Vijaylaxmi Joshi (Retd. IAS)

DOB – August 1, 1958

a Non-Executive Independent Director of the Company

Mrs Vijaylaxmi Joshi is a Non-Executive Independent Director of the Company since April 20, 2017. She is a 1980 batch IAS officer of the Gujarat cadre and she had served in various posts in the State and in the Centre including Joint and Additional Secretary in the Commerce Ministry; Secretary in the Ministry of Panchayati Raj. She had also been appointed as an Officer on Special Duty in the Ministry of Drinking Water and Sanitation. Lastly, she was head of the Swachh Bharat Abhiyan, the Clean India programme. Under State level, she had also been deputed as Managing Director of Government Company such as Gujarat Mineral Development Corporation Ltd. At present, Mrs. Joshi is a Director on the Board of Adani Enterprises Limited and Saraf Foods Limited. She is also a member of the Audit Committee of Adani Enterprises Limited. She is a chairperson of the Nomination & Remuneration Committee and also a member of the Audit & Compliance Committee and CSR Committee. Mrs. Joshi is neither a member of more than 10 Committees nor a Chairperson of more than 5 Committees. She does not hold any shares in the Company.



Corporate Governance

For the Financial Year ended March 31, 2022

(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)



Dr. Manoj Vaish

DOB – May 24, 1961

Non-Executive Independent Director

Dr. Manoj Vaish is a Non-Executive Independent Director of the Company since April 1, 2019. Board of Directors of the Company in their meeting held on July 29, 2021 had appointed him a Lead Independent Director of the Company. Dr. Vaish is B.Com. (Hon.) from S.R.C.C. and M.B.A. (Major-Finance) from F.M.S., Delhi University and holds PhD degree. He was awarded Dr. J. C. Ghosh Gold Medal for his MBA Examination. Dr. Vaish is having very rich experience in the area of finance, forex and securities market and had served various organisations including BSE, Dun & Bradstreet, Deutsche Bank, NSDL Database Management Ltd. etc. He is also having good exposure of Financial Educations & Training, Sales & Marketing, Risk Management, Credit Ratings and e-governance etc. At present, Mr. Vaish is a Director on the Board of Mirae Asset Trustee Company Private Limited. He is Chairman of the Audit & Compliance Committee and also a member of the Nomination & Remuneration Committee.

Dr. Manoj Vaish is neither a member of more than 10 Committees nor a Chairman of more than 5 Committees. He is not a member or Chairman of any Board or Committee in any other listed Company. He does not hold any shares in the Company.



Justice (Retd.) Ravindra Singh

DOB – July 2, 1953

Non-Executive Independent Director

Justice (Retd.) Ravindra Singh a Non-Executive Independent Director of the Company since April 1, 2019. He is B.Sc. and LL. B. He was an Advocate in Allahabad and elevated as judge of Allahabad High Court in 2004 and retired on July 1, 2015. He was designated as Senior Advocate by Supreme Court of India on August 31, 2016. Justice (Retd.) Ravindra Singh is having very rich legal experience and an icon in the legal arena. As on March 31, 2022, Justice (Retd.) Ravindra Singh was a member of the Audit & Compliance Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Company. Subsequent to the year end, the Board of Directors in their meeting held on April 30, 2022, had reconstituted various committees and appointed Justice (Retd.) Ravindra Singh as member of the CSR Committee in place of Audit & Compliance Committee of the Board. In said meeting, the Board also appointed Justice (Retd.) Ravindra Singh as Chairman of Stakeholders Relationship Committee.

Justice (Retd.) Ravindra Singh is neither a member of more than 10 Committees nor a Chairman of more than 5 Committees. He is not a member or Chairman of any Board or Committee in any other Company. He does not hold any shares in the Company.



Corporate Governance

For the Financial Year ended March 31, 2022

(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)



Mr. Arun Kumar Jain (Retd. IRS)

DOB – January 4, 1956

Non-Executive Independent Director

He is a Non-Executive Independent Director of the Company since April 1, 2019. Mr. Jain is a retired Indian Revenue Service (IRS) and he had served in various posts under Department of Revenue including Chairman of Central Board of Direct Taxes. He is having a vast knowledge and experience in the field of taxation. Mr Arun Kumar Jain was a Chairman of the Stakeholders Relationship Committee till April 30, 2022. Mr. Jain is also a Chairman of Risk & Sustainability Committee. He is also a member of the Audit and Compliance Committee of the Company. Mr. Jain is also the Ombudsperson to administer and effectively implement the "Whistle Blower Policy" of the Company.

At present, Mr. Jain is a Director on the Board of West End Housing Finance Ltd., M R Technofin Consultancy Pvt. Ltd., Electrotherm (India) Ltd., West End Investment And Finance Consultancy Pvt. Ltd. and Sahara India Life Insurance Company Limited. Mr. Jain is neither a member of more than 10 Committees nor a Chairman of more than 5 Committees. He does not hold any shares in the Company.



Dr. Lavanya Rastogi

DOB – March 8, 1981

Non-Executive Independent Director

Dr. Lavanya Rastogi a Non-Executive Independent Director of the Company since November 24, 2014. A distinguished alumnus of Harvard Business School, Lavanya is a thought leader in the field of entrepreneurship, leadership and global economy. Currently he is CEO of LV Futures Group - a diversified group with investments in areas of IT, Digital Media, Sports, Real Estate, Education & Health Care, headquartered in USA. In 2009, Academy for Global Business Advancement (AGBA) awarded him the "Distinguished Young Entrepreneur Award". He has been an active face in many trade association and industry chambers including NASSCOM, North Carolina Technology Association (NCTA), FICCI, Austin Technology Council (ATC), Entrepreneurs' Organization (EO), India American Chamber of Commerce (IACCGH), World Affairs Council of Houston, etc. He does not hold any shares in the Company. Dr. Lavanya is neither a member of more than 10 Committees nor a Chairperson of more than 5 Committees.



Corporate Governance

For the Financial Year ended March 31, 2022

(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)



Mr. R S Jalan

DOB - October 10, 1957

Managing Director

Mr. R S Jalan is a Managing Director of the Company. He is a graduate in Commerce and Fellow member of Institute of Chartered Accountants of India and having a very wide experience in Corporate Finance and Textiles business. Mr. R S Jalan has more than three decades of Industrial experience. Mr. Jalan is an expert in the area of business strategy, M&A, supply chain management, Governance, Sustainability, Forex and treasury management, Risk management, Stakeholders engagement, CSR, business development, digitization and cyber security etc. He is a member of Stakeholders Relationship Committee, Banking & Operations Committee, CSR Committee and Risk & Sustainability Committee of the Company. Mr. Jalan is neither a member of more than 10 Committees nor a Chairperson of more than 5 Committees.



Mr. Raman Chopra

DOB – November 25, 1965

CFO & Executive Director

Mr. Raman Chopra is CFO & Executive Director (Finance) of the Company. He is a graduate in Commerce and Fellow member of Institute of Chartered Accountants of India. Mr. Chopra is having wide experience in Corporate Finance and Textiles and is in charge of Finance, accounts, taxation, IT, commercial, green filed project, sustainability, corporate governance, and risk management. Mr. Chopra has more than three decades of Industrial experience. Before elevated to Executive Director (Finance) with effect from April 1, 2008, he was CFO of the Company from October 30, 2007. Mr. Chopra had credentials of successfully establishing the Home Textile plant at Vapi. He is a member CSR Committee, Stakeholders Relationship Committee, Banking & Operations Committee and Risk Management Committee of the Company. Mr. Chopra is neither a member of more than 10 Committees nor a Chairperson of more than 5 Committees.



Corporate Governance

For the Financial Year ended March 31, 2022

(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)



Mr. Neelabh Dalmia

DOB – August 16, 1983

Whole Time Director designated as Executive Director

Mr. Neelabh Dalmia is a Whole Time Director designated as Executive Director (Textiles) of the Company. He holds a Master of Business Administration (MBA) and a Bachelor's of Science in Business Administration majoring in Finance & Entrepreneurship from the Kelley School of Business at Indiana University, USA. He has been leading and strategically guiding the company's overall growth sustainably.

His experience includes setting up green-field projects from planning, investment to implementation and in mergers & acquisitions. He is today steering the group towards strategic investments in the business that will align with the company's long-term growth plans and create various opportunities for diversification and expansion. He has been a major contributor to initiate the company's move towards investing in captive green wind power in its portfolio and is looking further to enhance its green energy portfolio.

Mr. Neelabh Dalmia is a member of Stakeholders Relationship Committee, CSR Committee, Risk & Sustainability Committee and Banking and Operations Committee of the Company.

A passionate wildlife photographer, he spends his spare time traveling to India's forests with unique animal and bird habitats. His concern for the environment and the increasing inequity in Indian society led him to mentor and initiate GHCL's extensive corporate social responsibility (CSR) programmes. He thinks this will create immense value in the long run for the company via smoother functioning through local partnerships and generate tremendous economic and social value for the country.

Mr. Neelabh Dalmia is a Co-Chairman of the International Affairs Committee for ASEAN East Asia & Oceania of the PHD Chamber of Commerce and Industry (PHDCCI). PHDCCI is a leading Industry Chamber of India ever since its inception in 1905 and has been an active participant in the India growth Story through its Advocacy Role for the Policy Makers and Regulators of the Country. Mr. Neelabh Dalmia is neither a member of more than 10 Committees nor a Chairperson of more than 5 Committees.

3. Committees of the Board

(i) Audit & Compliance Committee

The Board of Directors had constituted the Audit Committee as early as in 2000 and Board of Directors in their meeting held on July 29, 2021 renamed Audit Committee as "Audit & Compliance Committee" and also extended its scope of work. As on March 31, 2022, there were four independent directors having expertise in financial and accounting areas, as members of the Committee. Audit & Compliance Committee of the Board has been constituted as per Section 177 of the Companies Act, 2013 read with Regulation 18 of the Listing Regulations. Mr. Bhuvneshwar Mishra, Secretary of the Company acts as Secretary to the Committee. The Audit & Compliance Committee acts as a link between the statutory and internal auditors and the Board of Directors. The Audit & Compliance Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence and performance of the statutory auditors and the internal auditors.

Terms of Reference:

The role of the Audit & Compliance Committee shall include the following:

- a. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the Statutory Auditors and the fixation of audit fee and also approval for payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- c. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to;
 - Matters required to be included in the Director's Responsibility statement to be included in the Board's Report in terms of Section 134(3)(c) of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgement by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Modified opinion(s) in the draft audit report.
- d. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- e. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or right issue, and making appropriate recommendations to the Board to take up steps in this matter.
- f. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- g. Approval or any subsequent modification of transactions of the company with related parties;
- h. Scrutiny of inter-corporate loans and investments;
- i. Valuation of undertakings or assets of the company, wherever it is necessary;
- j. Evaluation of internal financial controls and risk management systems;



Corporate Governance

For the Financial Year ended March 31, 2022

(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

- k. Reviewing with the management, performance of the statutory and internal auditors' and adequacy of internal control systems.
- l. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- m. Discussion with internal auditors any significant findings and follow up there on.
- n. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- o. Discussion with statutory auditors before the audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- p. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- q. To review the functioning of the Whistle Blower mechanism;
- r. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience & background, etc. of the candidate.
- s. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- t. Recommending to the Board, the appointment / reappointment of the Cost Auditors and Secretarial Auditor.
- u. Reviewing the utilization of loans and / or advances from / investment by the holding company in the subsidiary exceeding 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
- v. Review the adequacy of the compliance monitoring system
- w. Assists the Board in relation to the company's compliance and its value system
- x. Engage in the process evaluating, developing, recommending and implementing strategy, policy, procedures, processes, code of conduct, standards in respect of compliance and its value system.
- y. Any other activities as per the requirement of Regulation 18 of the Listing Regulations and applicable provisions of the Companies Act, 2013.

Executive summary of the Audit & Compliance Committee Meetings are placed before the immediate next Board Meeting held after the Audit & Compliance Committee Meetings for deliberation and the full minutes of the same are placed before the following Board Meeting for record. The Chairman of the Audit & Compliance Committee apprises the Board on the recommendations made by the Committee. Further, at the beginning of the financial year, the Committee discuss the plan for the internal audit and statutory audit. Dates of the Audit & Compliance Committee Meetings are fixed in advance and agenda along with explanatory notes are circulated at least seven days before the meeting. Wherever it is not practicable to attach any document to the agenda the same is tabled before the Meeting with specific reference to this effect in the Agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted. In certain emergency situation and /or to maintain the price sensitivity of the transaction, Audit & Compliance Committee meeting is convened on shorter notice after complying necessary requirement for the same.

During the financial year ended March 31, 2022, the Audit & Compliance Committee of the Board met five times and the gap between any two meetings of the Audit Committee is not more than 120 days, ensuring compliance with the requirement of Regulation 18 of the Listing Regulations and the Companies Act 2013.

The adequate quorums were present at every Audit & Compliance Committee Meeting. The Composition of Audit & Compliance Committee and attendance of members at the meetings are given herein below:

Category	Name of the Audit & Compliance Committee members			
	Dr. Manoj Vaish – Chairman	Mrs. Vijaylaxmi Joshi	Justice (Retd.) Ravindra Singh ²	Mr. Arun Kumar Jain (Ex-IRS)
	Non-Executive -Independent Director (Expertise in Finance, account, forex, tax and securities market)	Non-Executive-Independent Director - (Ex – IAS) (Expertise in administration, finance & taxation)	Non-Executive -Independent Director (Expertise in legal, finance, treasury administration)	Independent Director (Expertise in Finance, accounts, taxation & CSR)
Date of the Meeting				
April 28, 2021	☑	☑	☑	☑
July 29, 2021	☑	☑	☑	☑
October 28, 2021	☑	☑	☑	☑
December 6, 2021	☑	☑	☑	☑
January 27, 2022	☑	☑	☑	☑
Whether attended	☑	☑	☑	☑
Last AGM (Yes/No)				

Note:

1. *Managing Director, CFO & Executive Director (Finance), Executive Director (Textiles), Statutory Auditors, Internal Auditors and concerned employees for Internal Audit/ accounts were invitees to the Audit & Compliance Committee Meetings whenever required.*
2. *Subsequent to the financial year ended March 31, 2022, the Board of Directors in their meeting held on April 30, 2022, had reconstituted various committees and Justice (Retd.) Ravindra Singh is not a member of the Audit & Compliance Committee; however he shall be a permanent invitee to the Committee.*

The Company has complied with the requirements of Regulation 18 of the Listing Regulations as regards composition of the Audit & Compliance Committee. Dr. Manoj Vaish, Chairman of the Audit & Compliance Committee is an expert in Finance and Accounting including forex and securities market. He was present in the 38th Annual General Meeting held on June 19, 2021 to answer the queries of shareholders.

As required under Regulation 18 (3) read with para B of Part C of Schedule II of the Listing Regulations, the Audit & Compliance Committee had reviewed the following information:

- Management Discussion and Analysis of financial condition and results of operations.
- Statement of significant related party transactions submitted by management, if any.

- Management letter(s)/letters of Internal control, weaknesses issued by the Statutory Auditors.
- Internal Auditor's Reports relating to internal control weaknesses and
- Appointment, removal and terms of remuneration of the Chief internal auditors.
- Statement of deviations:
 - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, in terms of Regulation 32 (1):- **Not applicable**
 - Annual statement of funds utilised for purposes other than those stated in the offer document/Prospectus/notice in terms of Regulation 32 (7):- **Not applicable**



Corporate Governance

For the Financial Year ended March 31, 2022

(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Statutory Auditor's or its affiliates Engagement Disclosure

During the year, M/s S. R. Batliboi & Co. LLP, Chartered Accountants, the statutory Auditor of GHCL Limited, were requested to support various projects for the Company through its affiliates Ernst & Young (EY). It is important that the independent role of statutory auditors in reporting to shareholders is not compromised, but it is equally important that the Company is not deprived of valuable expertise where it is needed.

The Audit & Compliance Committee keeps under review the independence and objectivity of the statutory auditors and the effectiveness of the audit process. On occasions, the nature of non-audit advice may make it more timely and cost effective to select M/s S. R. Batliboi & Co. LLP and its affiliates EY, who already have a good understanding of the Company. M/s S. R. Batliboi & Co. LLP, Chartered Accountants and its affiliates may also be appointed for consultancy work, but only after rigorous checks, including competitive tender, to confirm they are the best provider. Where non-audit work is performed by M/s S. R. Batliboi & Co. LLP and its affiliates, ensure robust processes to prevent auditor objectivity and independence from being compromised. All non-audit work performed by EY, is put to the Audit & Compliance Committee for consideration and approval, regardless of size. M/s S. R. Batliboi & Co. LLP, is also subject to professional standards which safeguard the integrity of the auditing role performed on behalf of shareholders.

As per Code of Ethics of ICAI, it is stated that the compliance with the fundamental principles may potentially be threatened by a broad range of circumstances as mentioned below:

Self-interest threats: This may occur as a result of the financial or other interests of a professional accountant or of a relative

Self-review threats: This may occur when a previous judgment needs to be re- evaluated by the professional accountant responsible for that judgment;

Advocacy threats: This may occur when a professional accountant promotes a position or opinion to the point that subsequent objectivity may be compromised;

Familiarity threats: This may occur when, because of a relationship, a professional accountant becomes too sympathetic to the interests of others; and

Intimidation threats: This may occur when a professional accountant may be deterred from acting objectively by threats, actual or perceived.

The audit & compliance committee while approving any proposal for non-audit services, evaluates the above threats with objectivity and also seek independent opinion from the subject expert as and when requires.

(ii) Nomination & Remuneration Committee:

The Company is transparent in compensation policy of Directors. The Nomination & Remuneration Committee of the Company was constituted as early as in 1995. Nomination & Remuneration Committee of the Board is constituted as per Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. As on March 31, 2022, Nomination & Remuneration Committee comprises of four non-executive directors including three Independent Directors and also the Chairperson of this Committee is an Independent Director. Mr. Bhuvneshwar Mishra, Secretary of the Company acts as Secretary to the Committee.

In line with the requirement of Section 178(2) of the Companies Act, 2013 and Regulation 19(4) read with para A of Part D of the Schedule II of the Listing Regulations, the Nomination and Remuneration Committee shall be responsible for following activities:

1. To identify persons who are qualified:
 - (a) to become directors; and
 - (b) who may be appointed in senior management in accordance with the criteria laid down by the company. "Senior Management" shall mean officers / personnel who are members of its core management team excluding Board of Directors and normally this shall comprise of all members of management one level below the CEO/MD/ Whole Time Director and shall specifically include Company Secretary and Chief Financial Officer. [Reg 16(1)(d)]
2. To recommend to the Board the appointment and removal of person identified under point (1) above
3. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
4. On every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
5. To devise a policy on diversity of Board of Directors.
 6. To formulate the criteria for evaluation of performance of Independent Directors and Board of Directors.
 7. To decide whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
 8. Recommend to the Board, all remuneration, in whatever form, payable to senior management.
 9. Any other activities as per the requirement of Regulation 19 of the Listing Regulations and the Companies Act, 2013.

The Nomination and Remuneration Committee sets the overall policy on remuneration and the other terms of employment of Executive Directors of the Company as well as the sitting fee and commission to the Non- Executive Directors within the overall ceiling fixed by members of the Company and recommends the same for the approval of the Board. The Committee recommends remuneration

package of Executive Directors to the Board by reference to individual performance, experience and market conditions with a view to provide a remuneration package which is appropriate for the responsibilities involved. In reviewing the overall remuneration of the Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.

The executive summary of the Nomination and Remuneration Committee Meeting is placed before the immediate Board Meeting held after the Nomination & Remuneration Committee, for deliberation and the full minutes of the same are placed before the following Board Meeting for record. Dates of the Nomination & Remuneration Committee Meeting are fixed in advance and agenda and explanatory notes are circulated to the Directors at least seven days before the meeting.

During the financial year ended March 31, 2022, the Nomination and Remuneration Committee met three times on April 28, 2021, July 15, 2021 and January 27, 2022. The Nomination and Remuneration Committee of the Board comprises of Non-Executive Directors and the details of meeting attended by the Directors are as follows:

COMPOSITION AND ATTENDANCE OF MEMBERS AT THE NOMINATION & REMUNERATION COMMITTEE MEETINGS HELD DURING THE FINANCIAL YEAR ENDED MARCH 31, 2022

Category of Director	Name of the Nomination & Remuneration Committee Members			
	Mrs. Vijaylaxmi Joshi – Chairperson of the Committee	Mr. Sanjay Dalmia ¹	Dr. Manoj Vaish	Justice (Retd.) Ravindra Singh
	Non -Executive - Independent Director (Retd.IAS)	Non- Executive Director (Industrialist)	Non -Executive - Independent Director (Expertise in Finance, forex and securities market)	Non-Executive -Independent Director (Expertise in legal)
Date of the Meeting				
April 28, 2021	☑	☑	☑	☑
July 15, 2021	☑	☑	☑	☑
January 27, 2022	☑	☑	☑	☑
Whether attended Last AGM (Yes/ No)	☑	☑	☑	☑

1. Subsequent to the financial year ended March 31, 2022, the Board of Directors in their meeting held on April 30, 2022, had reconstituted various committees and Mr. Sanjay Dalmia voluntarily opted out from membership of the Nomination & Remuneration Committee at the time of reconstitution of the Committee by the Board on the ground of good governance.



Corporate Governance

For the Financial Year ended March 31, 2022

(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Remuneration Policy:

The Nomination & Remuneration Policy of the Company has been posted on the website of the Company. The Company's Compensation Policy and Practices have been formulated and maintained to meet the following objectives:

1. To attract, retain and motivate qualified and competent individuals at Director, Key Managerial and other employee levels to carry out company's business operations as assigned to them.
2. To ensure payment of salaries and perks that are comparable to market salary levels so as to remain competitive in the industry.
3. To revise the remuneration of its employees periodically for their performance, potential and value addition after systematic assessment of such performance and potential.
4. To ensure disbursement of salary and perks in total compliance to the applicable statutory provisions and prevailing tax laws of the Country.

In order to meet the above objectives the company undertakes various processes in an ongoing manner such as conducting of salary survey's, periodic review of its performance appraisal and reward systems, institution of incentive schemes, providing skill and competency development to its manpower on a regular basis, providing fast track career growth paths to high performers, modification of salary structure in line with the changes in the tax laws etc.

With regard to the annual revision of the employees, respective reporting managers assess the performance of employees. However the authority for reviewing the performance and reward rests with the Nomination and Remuneration Committee of the Board of Directors of the company. In this assessment, the performance, potential and value addition to the company are assessed as per the policy of the Company.

Additionally, in order to get best talent from the market and retain them for longer period, company has a policy to pay compensation better than prevailing market practice to deserving candidates. In any circumstance, remuneration shall not be less than prevailing market trend.

In addition to the above, remuneration to directors, key managerial personnel, and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals. Payment of remuneration to the Managing Director and Whole Time Directors are governed by the policy of the Company and also in line with the approval of the Board and the Shareholders and pursuant to the relevant provisions of the Companies Act, 2013. Their Remuneration structure comprises salary / commission linked to profits, perquisites and allowances, contribution to Provident Fund and Superannuation Fund and premium on Gratuity Policy etc.

The Non - Executive Directors do not draw any remuneration from the Company other than the sitting fee and such commission as may be determined by the Board from time to time within the overall approval given by the shareholders and pursuant to the relevant provisions of the Companies Act, 2013. The commission payable to the Non - Executive Directors is limited to a fixed amount per year as determined and approved by the Board, the sum of which is within the limit of 1% of net profit for the year, calculated as per the provisions of the Companies Act, 2013.

During the financial year 2021-22, the Company paid sitting fees of Rs. 40,000 per meeting to the Non-Executive Directors for attending each meeting of the Board, Audit & Compliance Committee, Nomination and Remuneration Committee, CSR Committee, Risk & Sustainability Committee and Independent Directors meeting.

The actual amount of commission payable to each Non - Executive Director is decided by the Board, upon recommendation of the Nomination & Remuneration Committee, on the following criteria:-

- Attendance and time spent in the board meeting, audit & compliance committee meeting, nomination & remuneration committee meeting, project committee meeting, CSR committee meeting and risk & sustainability committee meeting during the financial year;
- Outcome of the evaluation process;
- Role and Responsibility as Chairman and /or Member of the Board / Committee;
- Individual contribution at the meetings and contribution made by directors other than in the meetings;

Details of remuneration, commission and sitting fee paid/ payable to the Directors of the Company for the financial year ended March 31, 2022 are given below:

Non-Whole time Directors

(in Rupees)

Name	Sitting Fees	Commission
Mr. Sanjay Dalmia	3,60,000	90,00,000
Mr. Anurag Dalmia	3,60,000	75,00,000
Mrs. Vijaylaxmi Joshi, (Ex-IAS)	7,20,000	37,50,000
Dr. Manoj Vaish	6,40,000	39,00,000
Justice (Retd.) Ravindra Singh	6,40,000	37,50,000
Mr. Arun Kumar Jain, (Ex-IRS)	6,00,000	37,50,000
Dr. Lavanya Rastogi	3,20,000	37,50,000
TOTAL	36,40,000	3,54,00,000

Note: Commission payable to all the Non- Whole Time Directors, shall in aggregate not exceed 1% per annum of the net profit of the Company calculated under the provisions of the Companies Act, 2013.

(in Rupees)

Managing Director / Whole Time Directors			
	Salary and other perquisites	Commission	Total
Mr. R S Jalan, Managing Director	4,11,40,131	11,08,00,000	15,19,40,131
Mr. Raman Chopra, CFO & Executive Director (Finance)	2,24,04,084	6,52,00,000	8,76,04,084
Mr. Neelabh Dalmia, Executive Director (Textiles)	1,52,35,591	1,00,00,000	2,52,35,591
Total	7,87,79,806	18,60,00,000	26,47,79,806

- The agreement with the Whole Time Directors is for a period of five years. Either party to the agreement is entitled to terminate the agreement by giving six calendar months prior notice in writing to the other party.
- Salary and perquisites Includes Company's contribution to Provident Fund, Superannuation Fund, LTA paid and premium on Gratuity Policy.
- In addition to the above, Managing Director & Whole Time Director are also entitled for Employees Stock Options as per the Scheme of the Company. However, Mr. Neelabh Dalmia, being promoter director, is not entitled for Employees Stock Options.



Corporate Governance

For the Financial Year ended March 31, 2022

(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Performance Evaluation:

In line with the provisions of the Companies Act, 2013 and SEBI Guidance Note on Board evaluation issued on January 5, 2017 read with relevant provisions of the SEBI Listing Regulations, 2015 and other applicable provisions, if any, the Board has carried out an annual evaluation of its own performance and that of its Committees and individual Directors through the separate meeting of independent directors and the Board as a whole.

The performance of the independent directors was evaluated by the entire Board except the person being evaluated in their meeting held on January 27, 2022. The performance of the Committees was evaluated by the Board seeking inputs from the Committee Members.

A separate meeting of Independent Directors was held on January 27, 2022 to review the performance of Non-Independent Directors', performance of the Board and Committee as a whole and performance of the Chairman of the Company, taking into account the views of Executive Directors and the Non-Executive Directors.

The performance evaluation of the Board and its constituents was conducted on the basis of functions, responsibilities, competencies, strategy, done at the top, risk identification and its control, diversity, and nature of business. A structured questionnaire was circulated to the members of the Board covering various aspects of the Board's functioning, Board culture, execution and performance of specific duties, professional obligations and governance. The questionnaire was designed to judge knowledge of directors, their independence while taking business decisions; their participation in formulation of business plans; their constructive engagement with colleagues and understanding the risk profile of the company, etc. In addition to the above, the chairman of the Board and / or committee is evaluated on the basis of their leadership, coordination and steering skills.

Thereafter, the Nomination and Remuneration Committee used to review the performance of individual Directors on the basis of their contribution as a member of the board or committee. The quantum of profit based commission, payable to directors is decided by the Nomination and Remuneration Committee on the basis of overall performance of individual directors.

Procedure for Nomination and Appointment of Directors

Nomination and Remuneration Committee (NRC) of the Company is responsible for developing competency requirements for the Board based on the industry requirement and long term strategy of the Company. The Board composition analysis reflects in-depth understanding of the Company including its strategies towards growth plan, environment protection, business operations, financial condition and compliance requirements, diversification etc.

The NRC conducts a gap analysis to refresh the Board based on need basis particularly at the time of Director's appointment or re-appointment. The Committee is also responsible for reviewing the profiles of potential candidates vis-a-vis the required core competencies, expertise, business acumen etc. prior to making recommendations of their nomination to the Board. At the time of appointment specific requirements for the position including expert knowledge and other relevant points, which are expected from the appointee, are communicated to the appointee.

The list of core skills expertise and competencies of the Board of Directors as are required in the context of the businesses and sectors applicable to the Company are identified by the NRC. The Company has also mapped each of the skills expertise and competencies against the names of the Board Members possessing the same.

(iii) Stakeholders Relationship Committee:

In line with the requirement of Section 178(6) of the Companies Act, 2013 and Regulation 20(4) read with para B of Part D of the Schedule II of the Listing Regulations, the Stakeholders Relationship Committee shall be responsible for following activities:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent (RTA).

4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.

The Board had constituted the Stakeholders Relationship Committee, which meets the requirement of Section 178(5) of the Companies Act, 2013 read with Regulation 20(2) & (2A) of the Listing Regulations. The Committee look into various aspects of the interest of the shareholders. The committee expedite the process of redressal of complaints like non-transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividends, etc. The committee regularly viewed the status of the complaints filed online at SEBI Complaints Redressal System (SCORES) and /or complaints received through Stock Exchanges and action taken report (ATR) thereon. The meeting of the committee is held on periodic basis and with the intent to expedite the shareholder services / complaints as received to the RTA and directly to the Company. Due to reduction of physical shareholding, the cases related to share transfer, issue of duplicate share certificate, transmission / name deletion cases shall be reduced. Hence number of meetings of the Stakeholders Relationship Committee are expected to be reduced. However, for the financial year 2021-22, total thirty one meetings of the Stakeholders Relationship Committee were held.

The composition of Stakeholders Relationship Committee as on March 31, 2022 is as under:

(in Rupees)

Sl. No.	Name of Directors	Status
1	Mr. Arun Kumar Jain – Independent Director	Chairman
2	Justice (Retd.) Ravindra Singh – Independent Director	Member
3	Mr. R S Jalan – Managing Director	Member
4	Mr. Raman Chopra – CFO & Executive Director (Finance)	Member
5	Mr. Neelabh Dalmia – Executive Director (Textiles)	Member

1. *Subsequent to the financial year ended March 31, 2022, the Board of Directors in their meeting held on April 30, 2022, had reconstituted various committees and Justice (Retd.) Ravindra Singh is appointed as Chairman of the Stakeholders Relationship Committee in place of Mr. Arun Kumar Jain and Mr. Arun Kumar Jain remains a member of the Committee.*

The Company consider its shareholders as 'owners' and take all effective steps to resolve their complaints as soon as possible. All complaints are resolved within 15 days except those which are of legal nature. The Company received five shareholders complaints from Stock Exchanges and/or SEBI that inter-alia include non-receipt of dividend, share transfer (including Demat etc.) and non - receipt of annual report. The Complaints were duly attended and the Company has furnished necessary documents / information to the shareholders.



Corporate Governance

For the Financial Year ended March 31, 2022

(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Status of total complaints received (including two complaints received from Stock Exchanges / SEBI) during the financial year ended March 31, 2022:

Sl. No.	Type of Complaints	No. of Complaints pending as on March 31, 2021	Total No. of Complaints received during the financial year ended March 31, 2022	Total No. of Complaints resolved during the financial year ended March 31, 2022	No. of Complaints pending as on March 31, 2022
1	Non-receipt of dividend	0	1	1	0
2	Share transfer including Demat request	0	7	7	0
3	Non receipt of Annual Report	0	0	0	0
	Total	0	8	8	0

Note: In addition to the above, there might be some complaints pending at court or at the end of shareholders due to non-submission of the information desired by RTA.

The Stakeholders Relationship Committee reviews the summary of the complaints received and appropriate action is taken promptly. No requests for share transfer or payment of dividend are pending apart from those that are disputed or sub-judice.

Mr. Bhuneshwar Mishra, Sr. GM – Sustainability & Company Secretary of the Company is the Secretary to the Committee and also the Compliance Officer of the Company.

(iv) Banking and Operations Committee

The Board had constituted the Banking and Operations Committee to expedite the day to day functioning and exercise of delegated powers of the Board. This Committee meets as per the requirement of business, to expedite all matters relating to operations and granting authority for various functional requirements such as issue of Power of Attorney, arranging / negotiating of term loans, working capital loan, short term loan, dealings with Central / State Governments including their agents and various statutory / judicial / regulatory / local / commercial / excise / customs / port / sales tax / income tax / electricity board etc. and other authorities on behalf of the Company in line with the delegated authority of Board of Directors from time to time. During the financial year 2021-22, total 21 Meetings of Banking & Operations Committee were held.

The composition of the Banking and Operations Committee as on March 31, 2022 is as under:

(in Rupees)

Sl. No.	Name	Status
1	Mr. R S Jalan – Managing Director	Member
2	Mr. Raman Chopra – CFO & Executive Director (Finance)	Member
3	Mr. Neelabh Dalmia – Executive Director (Textiles)	Member

(v) Corporate Social Responsibility (CSR) Committee & CSR activities

The Board of Directors had voluntarily constituted the Corporate Social Responsibility (CSR) Committee in their meeting held on January 28, 2013. Subsequently it was made mandatory, pursuant to Section 135 of the Companies Act, 2013. This Committee was constituted to strengthen and monitor CSR policy of the Company. Further, CSR Committee of the Board meets the criteria prescribed by Section 135 of the Companies Act, 2013, which states that every CSR Committee of the Board shall be consisting of three or more directors, out of which at least one director shall be an Independent Director.

Mr. Bhuwadeshwar Mishra, Secretary of the Company acts as Secretary to the Committee.

The Board of Directors of GHCL through CSR Committee / GHCL Foundation Trust / management is responsible for following CSR related activities:

- To approve CSR strategies, budgets, plans and corporate policies;
- To approve CSR's risk management strategy and frameworks and monitoring their effectiveness;
- Considering the social, ethical and environmental impact of CSR's activities and monitoring compliance with CSR's sustainability policies and practices;
- To review the CSR activities undertaken during the financial year;
- To review and modify the approved budget based on the progress report of GHCL Foundation Trust as recommended by CSR Committee from time to time;
- Inclusion and modification of CSR activities based on the need assessment survey conducted by the independent agency and impact assessment analysis with respect to CSR activities undertaken by the Company;
- To empower CSR committee and managing director for taken appropriate steps with an objective to achieve CSR goal determined by the Board;
- To ensure that company shall respect human rights concern throughout its operations and if required develop a framework for managing, mitigating and preventing adverse human rights impacts;
- Reconstitution of CSR Committee as and when required depending upon the vacancy in CSR Committee;
- To review of the progress report of CSR Activities;
- Giving of directions for effective implementation of CSR projects.

All CSR activities of GHCL Limited are carried out by a dedicated team engaged in our GHCL Foundation Trust and progress are monitored by the top management every month. The CSR activities are carried out throughout the year. The CSR thematic programs are Agriculture & Animal Husbandry, Healthcare, Education & Vocational Training Women Empowerment etc.

During the financial year ended March 31, 2022, the CSR Committee met twice on April 24, 2021 and October 25, 2021. The CSR Committee of the Board comprises of following five Directors and the details of meeting attended by the Directors are as follows:

COMPOSITION AND ATTENDANCE OF MEMBERS AT THE CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE MEETING HELD DURING THE FINANCIAL YEAR ENDED MARCH 31, 2022

Category of Director	Name of the CSR Committee Members				
	Mr. Anurag Dalmia – Chairman of the Committee	Mrs. Vijaylaxmi Joshi (Retd. IAS)	Mr. Neelabh Dalmia	Mr. R S Jalan	Mr. Raman Chopra
	Non-Executive Director	Independent Director	Executive Director (Textiles)	Managing Director	CFO & Executive Director (Finance)
Date of the Meeting					
April 24, 2021	☑	☑	☑	☑	☑
October 25, 2021	☑	☑	☑	☑	☑

1. Subsequent to the financial year ended March 31, 2022, the Board of Directors in their meeting held on April 30, 2022, had reconstituted various committees and appointed Justice (Retd.) Ravindra Singh as a member of the CSR Committee.



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(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

(vi) Risk & Sustainability Committee

Risk Management Committee has been constituted as per the requirement of Regulation 21 of the Listing Regulations. In order to strengthening Company's position in governance, risk management, sustainability and compliance (GRC) and also for the developing framework for risk management and stakeholders' value creation on sustainable basis, the Board of Directors in their meeting held on July 29, 2021, had extended the scope of the Committee and renamed it to "Risk & Sustainability Committee". In said meeting, the Board had also reconstituted the Risk & Sustainability Committee, after nominating Mr. Anurag Dalmia as a member of the Committee with effect from July 29, 2021.

The Company satisfies the requirement of Regulation 21 of the Listing Regulations, which states that the majority of Committee shall consist of members of the Board of Directors; senior executives of the Company may be members of the said committee but Chairman of the Risk Committee shall be member of the Board of Directors. Mr. Bhuwadeshwar Mishra, Secretary of the Company acts as Secretary to the Committee.

The Company is having well defined Risk Management Policy and Risk Management Framework. Risk Management Policy of the Company has been posted on the website of the Company.

The scope of work and /or term of reference of the Risk & Sustainability Committee are as under:

- (1) To formulate a detailed risk management policy which shall include:
 - a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b. Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c. Business continuity plan.
- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (6) To review of appointment, removal and terms of remuneration of the Chief Risk Officer (if any) in line with the SEBI LODR regulations.
- (7) Advise sustainable strategy and policy on climate change, health, safety and environment, social and community matters;
- (8) Ensure appropriateness of the Sustainability management systems and frameworks.
- (9) Ensure effectiveness of the company's external reporting of sustainability performance and its participation in external benchmarking indices.
- (10) Ensure that a safe and healthy working environment is a primary objective and is fundamental to the Company's business operations;
- (11) Keep upto date with Environmental, Social and Governance (ESG) best practices and thought leadership.
- (12) Responsible for the oversight of diversity & inclusion (D&I) matters, people and community engagement and monitoring of corporate culture in support of the company's purpose and values, reporting to the Board on such matters as appropriate.
- (13) Balance non-financial targets and commitments with the sustainability strategy with the delivery of financial value for shareholders and other stakeholders.
- (14) Monitor and review changes in the company's reputation and its stakeholders expectations on sustainability and ensure the Board is kept appropriately informed;
- (15) Bring best practice thinking and ongoing awareness of global developments in sustainability.

(16) Any other activities as per the requirement of the Listing Regulations and /or the Companies Act, 2013 and other applicable provisions or suggested norms, if any.

During the financial year ended March 31, 2022, the Risk & Sustainability Committee met twice on July 14, 2021 and January 10, 2022. The Risk & sustainability Committee of the Board comprises of following five Directors and the details of meeting attended by the Directors are as follows:

COMPOSITION AND ATTENDANCE OF MEMBERS AT RISK & SUSTAINABILITY COMMITTEE MEETING HELD DURING THE FINANCIAL YEAR ENDED MARCH 31, 2022

Category of Director	Name of the Risk Management Committee Members				
	Mr. Arun Kumar Jain (Retd.IRS)	Mr. Anurag Dalmia*	Mr. R S Jalan	Mr. Raman Chopra	Mr. Neelabh Dalmia
	Independent Director	Non-Executive Director-Vice Chairman	Managing Director	CFO & Executive Director (Finance)	Executive Director (Textiles)
Date of the Meeting					
July 14, 2021	☑	N.A.	☑	☑	☑
January 10, 2022	☑	☑	☑	☑	☑

Note: The Board of Directors in their meeting held on July 29, 2021 had appointed Mr. Anurag Dalmia, Vice Chairman of the Company as a member of the Risk & Sustainability Committee

Risk Management Framework

Details of Risk management framework have been given under the Integrated Report.

4. General Body Meeting:

a) **Annual General Meetings:** The last three Annual General Meetings (AGM) of the Company were held within the Statutory Time period and the details of the same are reproduced herein below:

Financial Year	Date	Time	Venue / Mode
2020-21	June 19, 2021	10.00 A.M.	Through Video Conferencing (VC) or Other Audio Visual Means (OVAM)
2019-20	July 6, 2020	9.30 A.M.	Through Video Conferencing (VC) or Other Audio Visual Means (OVAM)
2018-19	May 30, 2019	9.30 A.M.	The Institution of Engineers (India), Gujarat State Centre, Bhaikaka Bhavan, Law College Road, Ahmedabad-380 006

(b) Special Resolutions:

The information regarding Special Resolution passed in the previous three Annual General Meetings are as follows:

AGM	Date of AGM	Information regarding Special Resolutions
38th AGM	June 19, 2021	(a) Approval for re-appointment of Mr. Sanjay Dalmia, Chairman as a Director of the Company, liable to retire by rotation (in line with the requirement of Regulation 17 (1A) of the Listing Regulations). (b) Approval for conversion of loan into equity shares in case company is in default of terms of loan agreement.
37th AGM	July 6, 2020	No Special Resolution
36th AGM	May 30, 2019	No Special Resolution



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(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

(c) Extraordinary General Meeting (EGM) & NCLT convened Meeting

No Extraordinary General Meeting (EGM) was held during the last three financial years i.e. 2021-22, 2020-21 and 2019-20.

However, in line with direction of Hon'ble NCLT, separate meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of the Company were held on April 8, 2021 and adjourned meeting of Secured Creditors on July 8, 2021 through VC/OAVM, for the purpose of approving the Scheme of Arrangement in the nature of Demerger of Textiles Business Undertaking of GHCL Limited to GHCL Textiles Limited.

(d) Postal Ballot

One Special Resolution was passed during the year through postal ballot for transfer of Home Textiles Business of the company by way of slump sale on a 'going concern' basis to Indo Count Industries Limited ("ICIL"). Necessary provisions relating to postal ballot have been complied with.

- (e) Total six resolutions were passed in the 38th Annual General Meeting. Two were Special Resolutions and other four were Ordinary Resolutions and all the six resolutions were passed with the requisite majority by combined result of the Remote e-voting and e-voting during the meeting of the shareholders.

5. Means of communication:

Sl. No.	Particulars		Quarter - I	Quarter - II	Quarter - III	Quarter - IV	Financial Year ended March 31, 2022 (Audited)	
1	English Newspapers in Which quarterly results were published / to be published	The Economic Times (Ahmedabad edition)	July 30, 2021	October 29, 2021	January 28, 2022	May 1, 2022	May 1, 2022	
		The Hindu - Business Line	July 30, 2021	October 29, 2021	January 28, 2022	May 1, 2022	May 1, 2022	
2	Vernacular Newspapers in which quarterly results were published / to be published	Jai Hind (Gujarati)	July 30, 2021	October 29, 2021	January 28, 2022	May 1, 2022	May 1, 2022	
3	Website Address of the Company on which financial results are posted		www.ghcl.co.in					

4 Website Address of the Stock Exchange(s) on which financial results are posted.						
Name of Stock Exchange(s)	Website Address	Date of Filing of Results				
National Stock Exchange of India Limited (NSE)	www.nseindia.com	July 29, 2021	October 28, 2021	January 27, 2022	April 30, 2022	April 30, 2022
BSE Limited (BSE)	www.bseindia.com	July 29, 2021	October 28, 2021	January 27, 2022	April 30, 2022	April 30, 2022

5 Presentation made to institutional investors or to the analysts

During the year under review, conference call and /or Investors meeting were facilitated on April 29, 2021, July 29, 2021, October 28, 2021 and January 27, 2022, to discuss the financials and / or other business update of the Company, with the investors / analysts.

Copy of the presentation, transcripts and audio recordings, regarding said Investors' conference / meetings held with the management were filed with the Stock Exchanges and the same were also uploaded with the website of the Company.

6. General shareholder's Information:

GENERAL SHAREHOLDER INFORMATION				
Sl. No.	Particulars	Details		
1	Annual General Meeting	Thursday, June 30, 2022	10.00 AM	Through Video Conferencing (VC) or Other Audio Visual Means (OAVM), as per the framework issued by the Ministry of Corporate Affairs (MCA) read with applicable circulars.
2	Financial Calendar			
	Financial Reporting for - Quarter - I (ending June 30, 2022)	By 2nd week of August 2022		
	Financial Reporting for - Quarter - II (ending September 30, 2022)	By 2nd week of November 2022		
	Financial Reporting for - Quarter - III (ending December 31, 2022)	By 2nd week of February 2023		
	Financial Reporting for - Quarter - IV (ending March 31, 2023)	By 4th week of May 2023		
	Financial Year of the Company is for a period of 12 months commencing from 1st April and ending on 31st March.			
3	Record Date / Cut-off Date	Thursday, June 23, 2022		
4	Dividend Payment Date	Dividend of Rs. 15 per share i.e. 150% on the paid up equity capital, (comprises of regular Dividend of Rs.10 per share and Special Dividend of Rs. 5 per share) will be paid on or after Monday, July 4, 2022, if approved by the members in the ensuing Annual General Meeting		



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(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

GENERAL SHAREHOLDER INFORMATION							
Sl. No.	Particulars	Details					
5	Listing on Stock Exchanges	Name & Address of Stock Exchanges BSE Limited, (BSE) Phiroze Jeejeebhoy, Dalal Street, Mumbai - 400 001	Stock Code 500171	ISIN WITH NSDL & CDSL INE 539 A01019			
		National Stock Exchange of India Limited, (NSE) "Ex-change Plaza", Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051	GHCL	INE 539 A01019			
6	Listing fees:	Listing fee for all the aforesaid Stock Exchanges have been paid for the financial year ended March 31, 2022					
7	Details of Registrar and Share Transfer Agent	Link Intime India Private Limited, C101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400083. Tel No: +91 22 49186270 Fax: +912249186060 (Email : rnt.helpdesk@linkintime.co.in)					
8	Outstanding GDRs / ADRs / Warrants or any convertible instruments: Not applicable						
9	Commodity price risk or foreign exchange risk and hedging activities: As per the SEBI Circular dated November 15, 2018 read with Clauses 9(n) & 9(g) of Part C to Schedule V of the Listing Regulation, disclosure regarding exposure of the Company to various commodities for the financial year ended on March 31, 2022, is as under:						
	a. Total exposure of the Company to commodities in INR: 928.68 Cr.						
	b. Exposure of the Company to various commodities:						
Commodity Name	Exposure in INR Cr.	Exposure in Quantity terms (in MT)	% of such exposure hedged through commodity derivatives				Total
			Domestic market		International market		
			OTC	Exchange	OTC	Exchange	
Cotton	586.65	30306	Nil	Nil	Nil	Nil	Nil
Coal	342.03	244436	Nil	Nil	32%	Nil	32%

GENERAL SHAREHOLDER INFORMATION		
Sl. No.	Particulars	Details
c.	Commodity risks faced by the listed entity during the year and how they have been managed	<p>Senior management monitors commodity price risk and foreign exchange risk and based on the expert advice taken necessary step for its coverage / hedging as given below:</p> <p>For Cotton: Company has a very robust and well proven policies of cotton sourcing. Most of the cotton procurement is done at the beginning of the season which starts from October onwards every year and covers almost 70-80% of its yearly requirement during October – March period where the quality of the cotton is the best and prices are generally on the lower side. The Company has adequate working capital arrangements in place to adhere to the above policy of cotton procurement every year.</p> <p>Limestone: Due to volatility in the international market, sea freights are on increasing trends. However, annual quantity have been fixed for 3 years (2022-24)</p> <p>Coal & other carbon products: Due to the current geopolitical situation, energy products prices have been increased drastically especially Thermal Coal, Met Coke and anthracite Coal which have been used significantly in our Soda Ash plant.</p> <p>Chemicals (Ammonia, Sodium Hydrosulphide etc.): Prices increased as main feedstock price increased many times due to global volatility.</p> <p>The Company's commercial department has developed and enacted a risk management strategy regarding commodity price risk and its mitigation.</p>
	Foreign Exchange risk & Hedging Activities by the Company for the FY 2021-22:	
	Company has institutionalized arrangements for Monthly Operational Review / Quarterly review of the Forex Exposures of Import / Export / FTCL by the top management. The Exchange Risk on the above exposures is mitigated / managed by way of Hedging as explained below:	
	Export Exposures	<p>The Company takes forward cover as follows:</p> <p>(a) 90% for the 1st to 3rd month receivables</p> <p>(b) 85% for the 4th to 6th month receivables and</p> <p>(c) 50% for the 7th to 12th month receivables of its export of Home Textiles Division on a continuous basis. Overall, the export covered around 60% of annual sales.</p> <p>Balance export proceeds are converted on the prevailing exchange rate.</p> <p>PCFC is availed for the export from Soda Ash and Yarn division on a regular basis.</p>
	Import Exposures - Raw materials	GHCL follows the strategy for Hedging the Import Exposures. The Company takes the Forward Cover for the payables due in next 2 Months on a regular basis.
	Import Exposures – Capital Goods	The company takes 100% Forward cover for the Capital goods import payments after the receipt of import documents and submission of acceptance to the bank.
	FTCL / FCNRB Exposures	As a policy, the Company takes forward cover for the repayment of FTCL / FCNRB repayable in next 2 Months.



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(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

GENERAL SHAREHOLDER INFORMATION		
Sl. No.	Particulars	Details
10	Address for Correspondence	<p>Share Transfer System: Company processes the share transfer and other related shareholders services through Registrar & Share Transfer Agent (RTA) on a weekly basis. The share transfer in physical form is registered within 15 days from the date of receipt, provided the documents are complete in all respects. The Company provides facility for simultaneous transfer and dematerialization of equity shares as per the procedures provided by NSDL/CDSL. For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or annual report or any other query relating to shares be addressed to Link Intime India Private Limited, C101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400083. Tel No : +91 22 49186270 Fax: +91 22 49186060 (Email : rnt.helpdesk@linkintime.co.in)</p> <p>For General Correspondence: GHCL Limited, "GHCL House" Opp. Punjabi Hall, Navrangpura, Ahmedabad - 380 009. Phone : 079 -26427818/26442677, 079-39324100, Fax: 079-26423623 (Email : secretarial@ghcl.co.in)</p>
11	Dematerialization of Shares and Liquidity:	97.73% of the Company's total equity shares representing 9,31,82,348 equity shares were held in dematerialized form as on March 31, 2022. Total paid-up capital of the Company as on March 31, 2022, is 9,53,50,786 equity shares of Rs. 10 each. The trading in the Company's shares is permitted only in dematerialized form with effect from October 28, 2000 as per notification issued by SEBI.
12	As required under Regulation 36(3) of the Listing Regulations, particulars of Directors seeking appointment/ re-appointment are given in Notice to the ensuing Annual General Meeting.	

7. Corporate Benefits to Shareholders

Financial Year	Dividend declared for last 10 years	
	Dividend	Dividend (Rs. per Share)
2011-12	20.00%	2.00
2012-13	20.00%	2.00
2013-14	20.00%	2.00
2014-15	22.00%	2.20
2015-16	35.00%	3.50
2016-17	50.00%	5.00*
2017-18	50.00%	5.00
2018-19	50.00%	5.00
2019-20	30.00%	3.00**
2020-21	55.00%	5.50

*Interim dividend @ Rs.1.50 per share & Final dividend @ Rs. 3.50 per share.

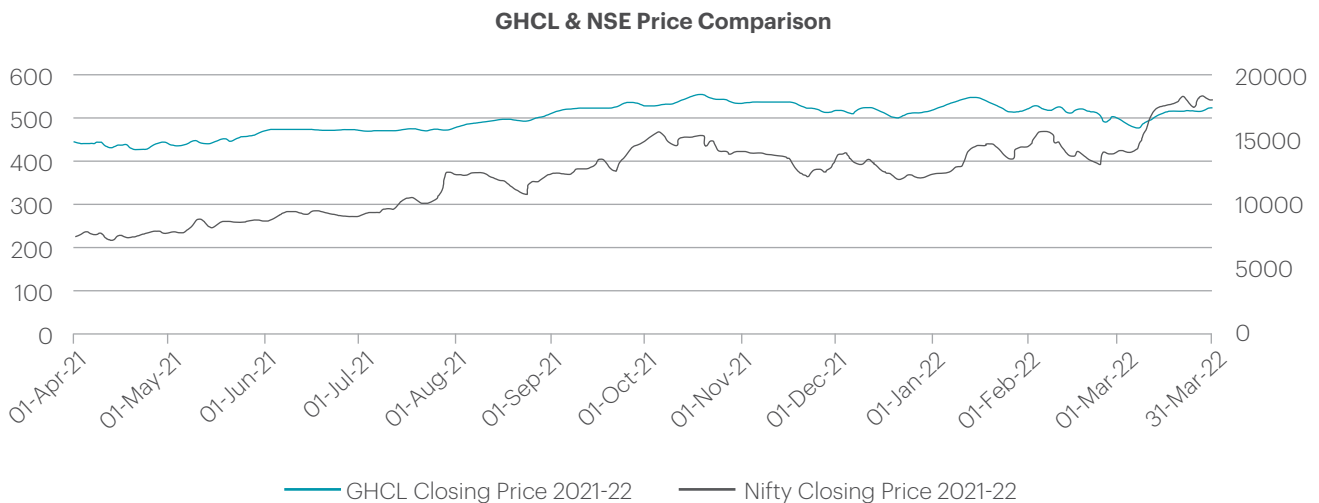
**Interim Dividend @ Rs. 3.00 per share.

Equity share of paid up value of Rs. 10 per share.

8. Month-wise stock market data (BSE & NSE) relating to equity shares of the company for the financial year ended March 31, 2022

Month of the financial year 2021-22	MARKET PRICE DATA					
	BSE, MUMBAI			NSE, MUMBAI		
	Share Price		Traded Quantity	Share Price		Traded Quantity
	High	Low		High	Low	
April 2021	249.70	215.35	462097	249.95	215.05	5449787
May 2021	275.00	234.25	1014792	274.95	234.10	8741180
June 2021	296.50	255.20	920738	296.55	255.20	6426309
July 2021	397.70	268.30	1248940	398.00	268.45	16749117
August 2021	401.75	310.00	1006752	401.60	310.00	8752266
September 2021	455.45	360.00	1294669	455.50	360.70	17557913
October 2021	483.10	406.30	617671	483.00	405.00	7728297
November 2021	438.00	359.60	324228	438.20	359.65	3101236
December 2021	432.00	349.00	277085	434.90	348.50	4270269
January 2022	459.90	374.65	606047	459.90	375.00	7419013
February 2022	488.00	385.45	578086	488.40	385.00	6173326
March 2022	577.95	400.30	9,96,104	578.25	408.30	12661492

9. Performance in comparison to broad based indices such as NSE





Corporate Governance

For the Financial Year ended March 31, 2022

(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

10. Shareholders Reference

Unclaimed Dividend

Pursuant to Section 124 of the Companies Act, 2013 read with provisions of Investors Education & protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules 2016, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more, already transferred by the Company in favour of Investor Education and Protection Fund (IEPF). The unclaimed dividend for the financial year 2013-14 have also been transferred to the Investors Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie with the Company in respect of the unclaimed dividend and shares transferred to IEPF for the financial year 2013-14. The Company had communicated to all the concerned shareholders individually whose shares were liable to be transferred to IEPF. The Company had also given newspaper advertisements, before such transfer in favour of IEPF. The

Company had also uploaded the details of such shareholders including the shares and unclaimed dividends transferred to IEPF on the website of the Company at www.ghcl.co.in.

Shareholders may note that both the unclaimed dividend and corresponding shares transferred to the IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from IEPF Authority after following the procedure (i.e. an application in E-form No. IEPF-5) prescribed in the Rules. Shareholders may refer Rule 7 of the said Rules for Refund of shares / dividend etc.

The dividend for the following years remaining unclaimed for seven years, will be transferred by the Company to IEPF according to the schedule given below. Shareholders who have not so far encashed their dividend warrant or have not received the same are requested to seek issue of duplicate warrant by writing to Link Intime India Private Limited confirming non - encashment / non - receipt of dividend warrant.

Financial Year	Date of Meeting	Due for Transfer to IEPF
2014-15	23-07-2015	July 2022
2015-16	19-07-2016	July 2023
2016-17 (Interim Dividend)	31-01-2017	January 2024
2016-17 (Final Dividend)	29-06-2017	June 2024
2017-18	31-05-2018	May 2025
2018-19	30-05-2019	May 2026
2019-20 (Interim Dividend)	15-03-2020	March 2027
2020-21	19-06-2021	June 2028

DISTRIBUTION OF SHAREHOLDING AS ON 31st MARCH 2022

No. of Shares held of Rs. 10 each between		No. of shareholders	% of total shareholders	No. of shares	% of total shares
From	To				
1	500	63746	90.50%	7147915	7.50%
501	1000	3477	4.94%	2833357	2.98%
1001	2000	1510	2.14%	2342459	2.46%
2001	3000	487	0.69%	1243303	1.30%
3001	4000	236	0.34%	848897	0.89%
4001	5000	240	0.34%	1133942	1.19%
5001	10000	311	0.44%	2305488	2.41%
10001	Above	431	0.61%	77495425	81.27%
		70438	100.00%	95350786	100.00

SHAREHOLDING PATTERN AS ON 31ST MARCH 2022

Category	No. of shareholders	% of shareholding
A Promoters & Promoters Group Holding		
1 Promoters		
Indian Promoters	12674910	13.29%
Foreign Promoters	5507900	5.78%
2 Others	0	0.00%
Sub-Total	18182810	19.07%
B Non-promoters Holding		
3 Institutional Investors		
Mutual Funds	14450142	15.15
Banks, Financial Institutions	7004	0.007%
Insurance Companies (including LIC ASM Non Par)	3565848	3.74%
Foreign Portfolio Investors (including FIIs)	14702681	15.42%
Alternate Investment Funds	169186	0.18%
Sub-Total	32894861	34.50%
4 Non-institutional Investors		
Bodies Corporate	15937810	16.71%
NBFC registered with RBI	1250	0.001%
Indian public (Individuals & HUF)	23324269	24.46%
NRIs & Foreign Companies	1543206	1.62%
Government Companies (i.e. IEPF)	1023113	1.07%
Other Directors & relatives	575100	0.60%
Others (Trusts ,Clearing Members, Body Corp-Ltd Liability Partner-ship and Central & State Government)	1868367	1.96%
Sub-Total	44273115	46.43%
Grand Total	95350786	100.00%



Corporate Governance

For the Financial Year ended March 31, 2022

(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Plant Locations:

Inorganic Chemical Division:	No. of Complaints pending as on March 31, 2021
Soda Ash Plant:	Village: Sutrapada Near Veraval, Distt.: Gir Somnath, Gujarat - 362275
Salt works:	Port Albert Victor, Via Dungar, Distt.: Amreli, Gujarat - 364555
Lignite Mines:	713/B, Deri Road, Near Diamond Chowk, Krishnanagar, Bhavnagar, Gujarat - 364001
Limestone Mines:	GHCL Limited, Sutrapada, Distt.: Gir Somnath, Gujarat (Mines in Har-nasa, Nakhda, Bhimdeo, Dhamanva & Gabha)
Consumer Products Division - Salt Works & Refinery:	(a) Kadinal Vayal, Vedaranyam, Distt. Nagapattanam, Tamil Nadu - 614707 (b) Nemeli Road, Thiruporur, Distt.: Kancheepuram, Tamilnadu - 603110
Textile Division:	
Plant - Yarn Division:	(a) Paravai, Samayanallur P.O, Distt.: Madurai, Tamil Nadu - 625402 (b) Thiagesar Alai P.O, Manaparai, Distt.: Trichy, Tamil Nadu - 621312
*Plant - Home Textile Division:	S. No. 191 & 192, Mahala Falia, Village - Bhilad, Distt.: Valsad, Vapi, Gujarat - 396191
Wind Energy Division	(a) Muppandal, Village: Irukkandurai, Post: Sankaneri, Taluk: Radhapuram, Distt.: Tirunelveli, Tamil Nadu (b) Village: Chinnaputhur, Taluk: Dharapuram, Distt.: Erode, Tamil Nadu (c) Village: Kayathar, Distt.: Tuticorin, Tamilnadu.

**Effective from April 2, 2022, HT Business of the Company situated in Bhilad (Vapi), Gujarat, has been formally transferred (Slump Sale) to Indo Count Industries Limited and ownership of GHCL Limited has been ceased.*

11. List of all Credit Ratings (along with revisions) obtained by the Company during the financial year ended March 31, 2022:

The complete details on Credit Ratings obtained by the Company during the financial year ended March 31, 2022, are placed in the Board's Report under finance section.

12. Management Discussion and Analysis Report form part of this Annual Report

The complete reports on Management Discussion and Analysis report are placed in the separate section of the Annual Report.

13. Disclosures:

13.1 Disclosure on materially significant related party transactions

No transactions of a material nature have been entered into by the Company with its promoters, Directors, or the management or relatives etc. that may have

potential conflict of interest of the Company. However, the management furnishes the details of related party transactions on quarterly basis before the Audit Committee / Board of Directors meetings, which are in conformity with the Ind-AS. The particulars of transactions between the Company and the related parties for the year ended March 31, 2022, are disclosed in the notes to the accounts in this Annual Report. None of these transactions are likely to have any conflict with the Company's interest.

13.2 Details of non - compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on the matter related to capital markets, during the last three years.

The company has an excellent track record of statutory compliances and committed for excellence in governance, compliance and protection of stakeholders interest. GHCL Limited has complied with all the requirement of regulatory authorities. No penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on the matter related to capital markets, during

the current year (i.e. 2021-22). However, during the financial year 2019-20, Company had paid fine of Rs. 10,000/- each to BSE Limited and National Stock Exchange of India Ltd. under Standard Operating Procedure (SOP) on account of a technical non-compliance of Regulation 29 of the Listing Regulations. Detailed notes had already been given in the previous annual report.

Further, in line with the undertaking submitted to NSE, while seeking their No objection on the proposed demerger of spinning division of the Company and as advised by NSE, we would like to inform about a pending case (not related to GHCL) against Golden Tobacco Limited, a promoter entity and some of its past directors (including Mr. Anurag Dalmia), which was filed by SFIO and is pending with the Tis Hazari Court in Delhi. The matter is sub-judice.

13.3 Vigil mechanism / Whistle Blower Policy

Regulation 22 of the Listing Regulations & Sub-section (9 & 10) of Section 177 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, inter-alia, provides, for all listed companies to establish a vigil mechanism called "Whistle Blower Policy" for directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

As a conscious and vigilant organization, GHCL Limited believes in the conduct of the affairs of its constituents in a fair and transparent manner, by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. In its endeavour to provide its employee a secure and a fearless working environment, GHCL Limited has established the "Whistle Blower Policy", which has made effective from October 1, 2014. The Whistle Blower policy and establishment of Vigil Mechanism have been appropriately communicated within the Company. The Whistle Blower Policy is also posted on the website of the Company.

The purpose of the policy is to create a fearless environment for the directors, employees and other stakeholders to report any instance of unethical behaviour, actual or suspected fraud or violation of GHCL's code of conduct or Ethics Policy to the Managing Director (Mr. R S Jalan), Ombudsperson (Mr. Arun Kumar Jain, independent director of the company), Whistle Officer (Mr. Bhuneshwar Mishra – Compliance Officer) or Whistle Committee.

The details of person with whom complaints can be filed:

Mr. Arun Kumar Jain

Independent Director and Ombudsman for Whistle Blower Policy

Email: akjaincit@gmail.com

Mobile No: 9428511559

Address: B-802, Prateek Stylome, Sector - 45, Noida – 201301

Mr. R S Jalan

Managing Director – GHCL Limited

Email: rsjalan@ghcl.co.in

Mr. Bhuneshwar Mishra Sr. GM - Sustainability & Company Secretary

Email: bmishra@ghcl.co.in

In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, he or she can make a direct appeal to the Chairman of the Audit & Compliance Committee.

In order to strengthen the existing reporting system under Vigil mechanism, the Company had successfully launched online reporting system to report any kind of Whistle Blower related issues in the prescribed format. Pursuant to the requirement of the Schedule V of the Listing Regulations, we would like to affirm that no personnel has been denied access to the Audit & Compliance Committee of the Company.

During the year, the Company has not received any complaint under Vigil Mechanism/ Whistle Blower Policy.

13.4 Disclosures regarding web link of the Company

Policy for determining material subsidiaries and RPT Policy on materiality and dealing with related party of the Company are posted on the Company's website (URL: <https://www.ghcl.co.in/code-of-conduct>).

13.5 Details of compliance with mandatory requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and adoption of the non- mandatory requirements of Regulation 27(1) of the Listing Regulations.

The Company is in compliance with all the mandatory provisions related to Corporate Governance pursuant to the requirement of the Listing Regulations read with other applicable provisions, if any.



Corporate Governance

For the Financial Year ended March 31, 2022

(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

The status of compliance with non-mandatory requirements of Regulation 27(1) read with Part E of Schedule II of the Listing Regulations are as under:

- (a) **Non-Executive Chairman's Office:** A non-executive Chairman may be entitled to maintain a Chairman's office at the company's expense and also allowed reimbursement of expenses incurred in performance of his / her duties. The Company is having non-executive Chairman. The Company does not incur expenses for maintaining Chairman's office.
- (b) **Shareholders' Rights:** As the half-yearly (including quarterly) financial performance are published in the newspapers and are also posted on the Company's website. The Company also used to report significant events to the stock exchanges from time to time. With effect from publication of quarterly results of June 2021, the Company through its mass email service, has sent its quarterly results and statement of MD as well as statement of CFO to its shareholders holding 10 share and more.
- (c) **Audit Qualifications:** During the period under review, there is no audit qualifications in the Company's financial statements. GHCL continues to adopt best practices to ensure a regime of unqualified financial statements.
- (d) **Reporting of Internal Auditor:** The Company is having independent Internal Auditors (separate from the employees) for all the division. The Internal Auditors used to send their reports to the CFO / person authorised for this purpose and in turn the reports were circulated to the members of the Audit & Compliance Committee for their perusal.

13.6 Details of utilization of funds raised through preferential allotment or qualified institutional placement (QIP) as specified under regulation 32(7A).

This clause is not applicable to the Company as the Company has not raised any funds through preferential allotment and /or QIP.

13.7 Certificate from a company secretary in practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Board / Ministry of Corporate Affairs or any such statutory authority.

The Company has obtained a certificate from M/s Chandrasekaran Associates, Company Secretaries

(Secretarial Auditor of the Company), regarding confirmation that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Board (i.e. SEBI) / Ministry of Corporate Affairs or any such statutory authority. This certificate is annexed to this Report.

13.8 Total fees for all services paid by GHCL Limited and its subsidiaries, on a consolidated basis, to S. R. Batliboi & Co. LLP and other firms in the network entity of which the statutory auditor is a part, as included in the consolidated financial statements of the Company for the year ended March 31, 2022, is as follows:

	Amount (INR in Crore)
Fees to S.R. Batliboi & Co. LLP : Audit fees	1.32
Other services:	0.33
Fees for other related services paid to S.R. Batliboi & Associates firms and to entities of the network of which the statutory auditor is a part	0.28
Out of Pocket Expenses	0.02
Total Fees	1.95

13.9 The disclosures of the compliance with corporate governance requirements specified in regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015.

The Company is in compliance with corporate governance requirements specified in regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015.

13.10 The disclosure about Directors and Officers (D & O) Liability Insurance in line with the requirement of Regulation 25 (10) of the SEBI (LODR) Regulations, 2015.

As per the provisions of the Companies Act and in compliance with Regulation 25 (10) of the Listing Regulations, the Company has taken a Directors and Officers (D & O) Liability Insurance on behalf of all Directors including Independent Directors, Officers, Managers and Employees of the Company for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company.

14. Code of Conduct to Regulate, Monitor And Report Trading by Insiders

In compliance with the SEBI regulation on prevention of Insider Trading, the Company had placed a comprehensive code of conduct for its promoters, directors, designated employees of the Company and their immediate relatives. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations. Subsequently, the Company has its code in line with the requirement of SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Company had also implemented automated track in system for effective administration and monitoring of trading by insiders in the shares of the Company. There is system generated report prepared by service provider after comparing with benepose report. Automatic email sent to respective employees for giving them instructions that they should not indulge in contra transaction within the prohibited time period.

The Company has also adopted Policy on Enquiry in case of leak or suspected leak of UPSI and Policy for Determination of Legitimate Purposes. The Code of Corporate Disclosure Practices along with the Policy for Determination of Legitimate Purposes is also available on the website of the Company.

15. Code of Conduct:

GHCL Limited has well defined policy framework which lays down procedures to be adhered to by all Board Members and Senior Management for ethical professional conduct. The Code outlines fundamental ethical considerations as well as specified considerations that need to be maintained for professional conduct. The Annual Report contains the declaration to this effect that the Code of Conduct has been complied by the Board Members and Senior Management. The Code of Conduct is also posted on the website of the company <https://www.ghcl.co.in/code-of-conduct>.

16. CEO/CFO Certification

The Managing Director and Chief Financial Officer of the Company have jointly given annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. Further,

the quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations were jointly certified and issued by the Managing Director and Chief Financial Officer of the Company.

17. Functional website of the Company as per Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Pursuant to the requirement of Regulation 46 of the Listing Regulations, the Company maintains a functional website of the Company and website address of the Company is www.ghcl.co.in. Website of the Company provides the basic information about the Company e.g. details of its business, financial information, various policies, shareholding pattern & other details relevant to the shareholders and the Company is regularly updating the Information provided on its website.

18. Share Capital & Reconciliation of Share Capital Audit

A qualified practicing Company Secretary has carried out Audit every quarter to reconcile the total admitted capital with National Securities Depositories Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) and the total issued and listed capital. The Audit confirms that total issued / paid up capital is in agreement with the aggregate of total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

19. Compliance Management System

At GHCL Limited, compliance has always been an integral part of our functioning and continues to remain one of the top priorities. We believe that Company's actions are reflected by its ideologies and doing business legally and ethically is a part of the Company's day-to-day working.

The Company has in place an online Compliance Management System which monitors compliance with all laws which are applicable to the Company. The Board periodically reviews the compliance reports of all the laws applicable to the Company. The status of statutory compliance with respect to BRSR principle are given below:



Corporate Governance

For the Financial Year ended March 31, 2022

(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Principle	Principle 1	Principle 2	Principle 3	Principle 4	Principle 5	Principle 6	Principle 7	Principle 8	Principle 9
List of Laws	Integrity, Ethics, Transparency & Accountability	Safe and Sustainable goods & services	Well-being of Employees	Respect for and responsiveness to all stakeholders	Respect and promote Human Rights	Respect, Protect and restore the Environment	Responsible and Transparent Policy Advocacy	Promote inclusion growth and equitable development	Provide Value to consumer responsibly
Factories Act, 1948	√	√	√		√		√		
Companies Act, 2013	√			√			√	√	
Trade Mark Act, 1999		√					√		√
Patents Act, 1970							√	√	
Designs Act, 2000		√					√		√
Competition Act, 2002	√						√	√	√
Prevention of Money Laundering Act, 2002	√								
Right to Information Act, 2005	√		√	√			√		
Industrial Disputes Act, 1947	√		√		√		√		
Trade Union Act, 1956			√	√	√		√		
Equal Remuneration Act, 1976	√		√		√				
Persons with Disabilities (Equal Opportunities, Protection of Rights and Full Participation) Act, 1995	√		√		√		√	√	
Juvenile Justice (Care and Protection of Children) Act, 2000			√		√		√		
Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013	√	√		√	√	√	√	√	
The Protection of Women against Sexual Harassment at Work Place Bill, 2010	√			√					
Environment (Protection) Act, 1986	√	√		√		√	√		

Principle	Principle 1	Principle 2	Principle 3	Principle 4	Principle 5	Principle 6	Principle 7	Principle 8	Principle 9
List of Laws	Integrity, Ethics, Transparency & Accountability	Safe and Sustainable goods & services	Well-being of Employees	Respect for and responsiveness to all stakeholders	Respect and promote Human Rights	Respect, Protect and restore the Environment	Responsible and Transparent Policy Advocacy	Promote inclusion growth and equitable development	Provide Value to consumer responsibly
Public Liability Insurance Act, 1991	√		√			√		√	√
Biological Diversity Act, 2002						√		√	
Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016		√				√			√
E-waste (Management) Rules, 2016			√		√		√		√
Workmen's Compensation Act, 1913			√		√		√		√
Children (Pledging of Labour) Act, 1933			√		√		√		
Payment of Wages Act, 1936			√		√		√		
Industrial Employment (Standing Orders) Act, 1946			√		√		√		
Employees State Insurance Act, 1948			√		√		√		
Minimum Wages Act, 1948			√		√		√		
Employees Provident Fund and Miscellaneous Provisions Act, 1952			√		√		√		
Maternity Benefits Act, 1961			√		√		√		
Payment of Bonus Act, 1965			√		√		√		
Contract Labour (Regulation & Abolition) Act, 1970			√		√		√		
Payment of Gratuity Act, 1972			√		√		√		
Child Labour (Prohibition & Regulation) Act, 1986			√		√		√		
Water (Prevention and Control of Pollution) Act, 1974		√				√	√		√



Corporate Governance

For the Financial Year ended March 31, 2022

(as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Principle	Principle 1	Principle 2	Principle 3	Principle 4	Principle 5	Principle 6	Principle 7	Principle 8	Principle 9
List of Laws	Integrity, Ethics, Transparency & Accountability	Safe and Sustainable goods & services	Well-being of Employees	Respect for and responsiveness to all stakeholders	Respect and promote Human Rights	Respect, Protect and restore the Environment	Responsible and Transparent Policy Advocacy	Promote inclusion growth and equitable development	Provide Value to consumer responsibly
Air (Prevention and Control of Pollution) Act, 1981		√				√	√		√
Forest (Conservation) Act, 1980- Amendments in 1988		√				√	√		√
Energy Conservation Act, 2001		√				√	√		√
Coastal Aquaculture Authority Act, 2005		√				√	√		√
Customs (Amendment) Act, 1985							√	√	
Direct Tax Laws (Amendment) Act, 1988							√	√	
Foreign Trade (Development and Regulation) Act, 1992							√	√	
Securities and Exchange Board of India Act, 1992							√	√	

DECLARATION

The Board has laid down a code of conduct for all Board Members and Senior Management of the Company, which is posted on the Website of the Company. The Board Members and Senior Management Personnel have affirmed to the compliance with the Code of Conduct for the financial year ended March 31, 2022.

For **GHCL LIMITED**

R S Jalan
Managing Director
 DIN: 00121260

Raman Chopra
CFO & Executive Director (Finance)
 DIN: 00954190

Date: April 30, 2022

Certificate under Regulation 17 (8) of the SEBI (LODR) Regulations, 2015

The Board of Directors
GHCL Ltd.

We the undersigned certify to the Board that:

- (a) We have reviewed financial statements and the cash flow statement for the financial year ended March 31, 2022 and that to the best of our knowledge and belief :
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee-
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For **GHCL LIMITED**

R S Jalan
 Managing Director
 DIN: 00121260

Raman Chopra
 CFO & Executive Director (Finance)
 DIN: 00954190

Date: April 30, 2022



CERTIFICATE OF NON DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members

GHCL Limited

GHCL House Opp. Punjabi Hall, Navrangpura
Ahmedabad, Gujrat-380009

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of GHCL Limited and having CIN L24100GJ1983PLC006513 and having registered office at GHCL House Opp. Punjabi Hall Navrangpura, Ahmedabad, Gujarat-380009 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sl. No.	Name of director	DIN	Original Date of appointment in Company
1	Sanjay Dalmia	00206992	20/10/1983
2	Anurag Dalmia	00120710	19/04/1986
3	Neelabh Dalmia	00121760	20/07/2005
4	Ravi Shanker Jalan	00121260	24/09/2002
5	Manoj Vaish	00157082	01/04/2019

Sl. No.	Name of director	DIN	Original Date of appointment in Company
6	Vijaylaxmi Joshi	00032055	20/04/2017
7	Raman Chopra	00954190	12/09/2008
8	Lavanya Rastogi	01744049	24/11/2014
9	Arun Kumar Jain	07563704	01/04/2019
10	Ravindra Singh	08344852	01/04/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Chandrasekaran Associates**

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 1428/2021

Dr. S. Chandrasekaran

Senior Partner

Membership No. FCS 1644

Certificate of Practice No. 715

UDIN: F001644D000160957

Date: April 19, 2022

Place: New Delhi

Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

The Members
GHCL Limited
GHCL House
Opp. Punjabi Hall Navrangpura
Ahmedabad, Gujarat 380009

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by GHCL Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 ('Period under review') according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 prior to its repealment;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable during the year under review.
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable during the year under review.
 - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; Not Applicable during the period under review.
- (vi) The other laws, as informed and certified by the Management of the Company which are specifically applicable to the Company based on the Sectors/ Industry are:
 - (a) Food Safety and Standards Act, 2006, rules and regulations thereunder and;
 - (b) Legal Metrology Act, 2009 and rules and regulations thereunder.

We have also examined compliance with the applicable clauses/Regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.



- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance except in cases where meetings were convened at a shorter notice. The Company has complied with the provisions of Act for convening meeting at the shorter notice., and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules and regulations and guidelines.

We further report that during the audit period following major event has happened which is deemed to have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc:

- (i) Pursuant to approval of the Board of Directors in their meeting held on December 6, 2021, withdrawal of Scheme of arrangement consisting of demerger of

Textiles Business of the Company into its wholly owned subsidiary i.e. GHCL Textiles Limited already filed with Hon'ble NCLT Ahmedabad (Gujarat). Thereafter, the Hon'ble NCLT, Ahmedabad had approved the withdrawal of said scheme vide its order dated December 14, 2021.

- (ii) Board of Directors of the Company in their meeting held on December 6, 2021 subject to approval of shareholders, had approved a Business Transfer Agreement ('BTA') for transfer of its Home Textiles Business (located at Vapi, Gujarat) ('HT Business') to Indo Count Industries Limited ('ICIL') by way of a slump sale, on a debt free basis. Said transfer of HT Business had also been approved by the Shareholders of the Company by passing special resolution through postal ballot on January 21, 2022. Hence, effective from April 2, 2022, HT Business of the Company situated in Bhilad (Vapi), Gujarat, has been formally transferred to Indo Count Industries Limited and ownership of GHCL Limited has been ceased.
- (iii) Approval by Board of Directors in their meeting held on December 6, 2021 for new Scheme of Arrangement consisting of demerger of the Spinning Business of the Company into its wholly owned subsidiary i.e GHCL Textiles Limited., subject to requisite approvals.

For **Chandrasekaran Associates**

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 1428/2021

Dr. S. Chandrasekaran

Senior Partner

Membership No. FCS 1644

Certificate of Practice No. 715

UDIN: F001644D000160726

Date: April 19, 2022

Note:

- i. This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

Annexure-A

The Members

GHCL Limited

GHCL House
Opp. Punjabi Hall Navrangpura
Ahmedabad, Gujarat 380009

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Chandrasekaran Associates**

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 1428/2021

Dr. S. Chandrasekaran

Senior Partner

Membership No. FCS 1644

Certificate of Practice No. 715

UDIN: F001644D000160726

Date: April 19, 2022



Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

The Members of GHCL Limited
GHCL House, Opp: Punjabi Hall, Navrangpura
Ahmedabad 380009

1. The Corporate Governance Report prepared by GHCL Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub - regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") for the year ended March 31, 2022 as required by the Company for annual submission to the Stock exchange.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.
 5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
 - ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
 - iii. Obtained and read the Register of Directors as on March 31, 2022 and verified that at least one independent woman director was on the Board of Directors throughout the year;
 - iv. Obtained and read the minutes of the following meetings of Board of Directors / committee meetings / other meetings held from April 1, 2021 to March 31, 2022:
 - a. Board of Directors;
 - b. Audit & Compliance Committee;
 - c. Annual General Meeting (AGM);
 - d. Nomination and Remuneration Committee;
 - e. Stakeholders Relationship Committee;
 - f. Risk & Sustainability Committee
 - g. Banking & Operations Committee
 - h. Separate Meeting of Independent Directors
 - i. CSR Committee
 - j. Members' meeting through Postal Ballot for slump sale of Home Textile business; and

- k. Meetings of Shareholders, Unsecured Creditors and Secured Creditors held pursuant to the direction of Hon'ble NCLT regarding Scheme of Arrangement for demerger of Textiles business.
 - v. Obtained necessary declarations from the directors of the Company.
 - k. Meetings of Shareholders, Unsecured Creditors and Secured Creditors held pursuant to the direction of Hon'ble NCLT regarding Scheme of Arrangement for demerger of Textiles business.
 - vi. Obtained and read the policy adopted by the Company for related party transactions.
 - vii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit & compliance committee meeting where in such related party transactions have been pre-approved prior by the audit committee.
 - viii. Performed necessary inquiries with the management and also obtained necessary specific representations from the management.
8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the

Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2022, referred to in paragraph 4 above.

Other matters and Restriction on Use

10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Atul Seksaria

Partner

Membership No. 086370

UDIN: 22086370AIEKLB5482

Place of Signature: New Delhi

Date: April 30, 2022