

July 12, 2023

श्रावण – कृष्ण पक्ष- दशमी

विक्रम सम्वत् २०८०

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

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

Dear Sir / Madam,

**Sub: Compliance Report on Corporate Governance for the quarter ended June 30, 2023**

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CMD-2/CIR/P/2021/567 dated May 31, 2021 and other applicable provisions, if any, please find enclosed herewith compliance report on Corporate Governance for the quarter ended June 30, 2023 as per Annexure I of the circular.

You are requested to kindly take note of the same.

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

Thanking you

Yours faithfully

**For GHCL LIMITED**



**Bhwneshwar Mishra**  
VP –Sustainability & Company Secretary as well as Compliance Officer

Compliance Report on Corporate Governance as per Reg. 27(2) of the Listing Regulations, 2015 by GHCL Limited for the quarter ended June 30, 2023

1	Name of Listed Entity	GHCL Limited
2	Quarter ending	June 30, 2023

I Composition of Board of Directors															
Title (Mr./Ms)	Name of the Director	PAN <sup>5</sup>	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>6</sup>	Initial Date of Appointment	Date of Re-appointment in the current term / cessation	Date of Cessation	Tenure <sup>a</sup>	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directors in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	Number of membership in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee(s) held in listed entities including this listed entity (Refer Regulation 26(1) of the Listing Regulations)
Mr.	Sanjay Dalmia**	AADPD9438N	00206992	Non Executive Chairperson - Promoter	20-10-1983	19-06-2021		N/A	17-03-1944	Yes	19-06-2021	1	0	0	0
Mr.	Anurag Dalmia	AADPD9439P	00120710	Non Executive - Vice Chairman - Promoter	19-04-1986	30-06-2022		N/A	11-05-1956	N/A	N/A	1	0	0	0
Mr.	Dr. Manoj Vaish	AAAPV5957F	00157082	Non Executive - Independent	01-04-2019	01-04-2019		51 months	24-05-1961	N/A	N/A	2	2	0	2
Mr.	Justice Ravindra Singh	ATZPS1677H	08344852	Non Executive - Independent	01-04-2019	01-04-2019		51 months	02-07-1953	N/A	N/A	1	1	0	1
Mr.	Arun Kumar Jain	ABZPJ6664P	07563704	Non Executive - Independent	01-04-2019	01-04-2019		51 months	04-01-1956	N/A	N/A	2	2	3	1
Mrs.	Vijaylaxmi Joshi	ADAPJ2125Q	00032055	Non Executive - Independent- Woman Director	20-04-2017	20-04-2022		74 months	01-08-1958	YES*	30-06-2022	3	3	2	0
Mr.	Dr. Lavanya Rastogi	AFDPR4963H	01744049	Non Executive - Independent	24-11-2014	01-04-2019		102 months	08-03-1981	YES*	12-03-2019	1	1	0	0
Mr.	R. S. Jalan	ABBPJ6847Q	00121260	Executive (MD)	24-09-2002	07-06-2022		N/A	10-10-1957	N/A	N/A	2	0	2	0
Mr.	Raman Chopra	AADPC9604M	00954190	Executive (CFO)	01-04-2008	01-04-2023		N/A	25-11-1965	N/A	N/A	2	0	2	0
Mr.	Neelabh Dalmia	AFBPD8202R	00121760	Executive - Director (Growth and diversification projects)	20-07-2005	01-02-2020		N/A	16-08-1983	N/A	N/A	2	0	2	0

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

Note 2:\*\* Company appointed Mrs. Vijaylaxmi Joshi, as an Independent Director of the Company for second term of five years w.e.f April 20, 2022. Hence, pursuant to requirement of Section 149(10) of the Companies Act, 2013 Special Resolution was passed.

Note 3:\*\* We would like to inform that the 40th Annual General Meeting of GHCL Limited held on July 1, 2023 and special resolution for re-appointment of Shri Sanjay Dalmia as a director retire by rotation secured only 67.73% of the total voting against the mandatory requirement of 75% of the total voting exercised by the shareholders. Thus the said resolution does not get through in the democratic process exercised by the shareholders. Accordingly, subsequent to the quarter ended June 30, 2023, directorship of Shri Sanjay Dalmia (DIN: 00206992) is ceased effective from close of the working hours of July 1, 2023.

<sup>5</sup> PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>6</sup> & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating with hyphen.

\* To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



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**Compliance Report on Corporate Governance as per Reg. 27(2) of the Listing Regulations, 2015 by GHCL Limited for the quarter ended June 30, 2023**

1	Name of Listed	GHCL Limited
2	Quarter ending	June 30, 2023

**II Composition of Committees\***

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)&	Date of Appointment	Date of Cessation	Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)&	Date of Appointment	Date of Cessation
1	Audit & Compliance Committee	Dr. Manoj Vaish - Chairman of the Committee	Independent	18-09-2019	2	Nomination & Remuneration Committee	Mrs. Vijaylaxmi Joshi - Chairman of the Committee	Independent	18-07-2018
		Mrs. Vijaylaxmi Joshi	Independent	29-07-2017			Justice Ravindra Singh	Independent	18-09-2019
		Mr. Arun Kumar Jain	Independent	01-04-2019			Dr. Manoj Vaish	Independent	18-09-2019
3	Risk & Sustainability Committee (if applicable)	Mr. Arun Kumar Jain - Chairman of the Committee	Independent	01-04-2019	4	Stakeholders Relationship Committee	Justice Ravindra Singh - Chairman of the Committee	Independent	30-04-2022
		Mr. Anurag Dalmia	Non-Executive	29-07-2021			Mr. Arun Kumar Jain	Independent	01-04-2019
		Mr. R S Jalan	Executive (MD)	22-05-2015			Mr. R S Jalan	Executive (MD)	31-07-2004
		Mr. Raman Chopra	Executive (CFO)	22-05-2015			Mr. Raman Chopra	Executive (Finance & CFO)	10-06-2008
		Mr. Neelabh Dalmia	Executive - Director (Growth and diversification projects)	29-06-2017			Mr. Neelabh Dalmia	Executive - Director (Growth and diversification projects)	20-07-2005
5	Corporate Social Responsibility Committee	Mr. Anurag Dalmia - Chairman of the Committee	Non-Executive	30-07-2019					
		Mrs. Vijaylaxmi Joshi	Independent	25-04-2018					
		Justice Ravindra Singh	Independent	30-04-2022					
		Mr. R S Jalan	Executive (MD)	28-01-2013					
		Mr. Raman Chopra	Executive (CFO)	25-04-2018					
		Mr. Neelabh Dalmia	Executive - Director (Growth and diversification projects)	28-01-2013					



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III Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the current quarter	Maximum gap between any two consecutive meeting (in number of days)	No. of Directors Present (All Directors including Independent Directors)	No. of Independent Directors present in the meeting	
31-01-2023	29-04-2023	87	10	5	
IV Meeting of Committees (i.e. Audit & Compliance Committee)					
Date(s) of meeting of the Audit Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meeting in number of days*		
28-04-2023	Yes	31-01-2023	86	3	3
	All three members of the Audit & Compliance Committee (i.e. Dr. Manoj Vaish, Mrs. Vijaylaxmi Joshi & Mr. Arun Kumar Jain) attended the meeting held on 28-04-2023				
V Meeting of Committees (i.e. CSR Committee)					
Date of meeting of the committee in the Relevant quarter	28-04-2023			6	2
VI Meeting of Committees (i.e. Risk & Sustainability Committee)					
Date of meeting of the committee in the Relevant quarter	20-06-2023			5	1
VII Meeting of Committees (i.e. Stakeholders Relationship Committee)					
Date of meeting of the committee in the Relevant quarter	30-06-2023			5	2
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.					



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VIII Related Party Transactions	
Subject	Compliance status (Yes / No / NA) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>Note</b>	
1	In the column "Compliance Status," compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2	If status is "No" details of non-compliance may be given here.
<b>IX Affirmations</b>	
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
a.	Audit Committee
b.	Nomination & remuneration committee
c.	Stakeholders relationship committee
d.	Risk management committee (applicable to the top 1000 listed entities)
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015
5	a. The report and / or the report submitted in the previous quarter has been placed before Board of Directors. <b>Yes</b> b. Any comments / observations/advice of Board of Directors may be mentioned here: NA
Name & Designation	For GHCL Limited  Bhaweshwar Mishra Vice President-Sustainability & Company Secretary
Date:	12-07-2023

