

October 7, 2024

आश्विन – शुक्ल पक्ष, चतुर्थी
विक्रम सम्वत् २०८१

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

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

Dear Sir / Madam,

**Sub: Compliance Report on Corporate Governance for the quarter ended
September 30, 2024**

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 September 30, 2024 as per Annexure I of the circular.

In addition to the above, please also find enclosed herewith compliance report on Corporate Governance for the financial year ended September 30, 2024 as per Annexure III & IV of the above circular.

You are requested to kindly take note of the same.

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

Thanking you

Yours faithfully

For GHCL LIMITED



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 September 30, 2024

1	Name of Listed Entity	GHCL Limited
2	Quarter ending	September 30, 2024

I Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN [§]	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)*	Initial Date of Appointment	Date of Re-appointment in the current term / cessation	Date of Cessation	Tenure*	Date of Birth	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.	Anurag Dalmia	AADPD9439P	00120710	Non Executive - Chairman - Promoter	19-04-1986	08-07-2024		N/A	11-05-1956	N/A	N/A	2	0	0	0
Mr.	Dr. Manoj Vaish	AAAPV5957F	00157082	Non Executive - Independent	01-04-2019	01-04-2024		66 months	24-05-1961	YES**	28-02-2024	2	2	0	2
Mr.	Justice Ravindra Singh	ATZPS1677H	08344852	Non Executive - Independent	01-04-2019	01-04-2024		66 months	02-07-1953	YES**	28-02-2024	2	2	0	1
Mr.	Arun Kumar Jain	ABZPJ6664P	07563704	Non Executive - Independent	01-04-2019	01-04-2024		66 months	04-01-1956	YES**	28-02-2024	2	2	3	1
Mrs.	Vijaylaxmi Joshi	ADAPJ2125Q	00032055	Non Executive - Independent- Woman Director	20-04-2017	20-04-2022		89 months	01-08-1958	YES*	30-06-2022	3	3	3	1
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 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 2:** Company appointed Dr. Manoj Vaish, Justice Ravindra Singh and Mr. Arun kumar jain as an Independent Directors of the Company for second term of five years w.e.f April 01, 2024. Hence, pursuant to requirement of Section 149(10) of the Companies Act, 2013 Special Resolution was passed.

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

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

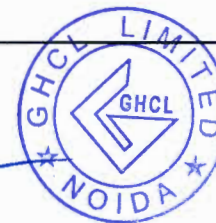
* To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

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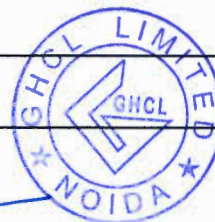
Compliance Report on Corporate Governance as per Reg. 27(2) of the Listing Regulations, 2015 by GHCL Limited for the quarter ended September 30, 2024									
1	Name of Listed Entity	GHCL Limited							
2	Quarter ending	September 30, 2024							
II Composition of Committees									
Name of Committee	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 - Chairperson 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
					Note: Mr. Anurag Dalmia, Non-Executive Chairman of the Company is invitee of the Nomination & Remuneration Committee w.e.f. November 7, 2023				
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)	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					

B. Anurag Dalmia

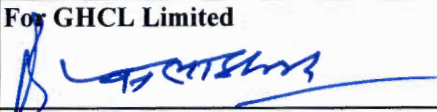
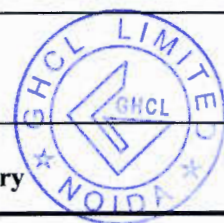


III Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the current quarter	Maximum gap between any two consecutive meeting (in number of days)	No. of Directors Present (All Directors including Independent Directors)	No. of Independent Directors present in the meeting	
06-05-2024	01-08-2024	86	8	4	
01-08-2024	16-09-2024	45	8	4	
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*		
01-08-2024	Yes	06-05-2024	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 01-08-2024				
V Meeting of Committees (i.e. Stakeholders Relaship Committee)					
Date of meeting of the committee in the Relevant	19-07-2024			5	2
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.					
VI Related Party Transactions					
Subject	Compliance status (Yes / No / NA) ^{refer note below}				
Whether prior approval of audit committee obtained	Yes				
Whether shareholder approval obtained for material RPT	NA				

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Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes
Note		
1	In the column "Compliance Status," compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2	If status is "No" details of non-compliance may be given here.	
VII Details of Cyber Security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
VIII Affirmations		
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
a.	Audit Committee	
b.	Nomination & remuneration committee	
c.	Stakeholders relationship committee	
d.	Risk management committee (applicable to the top 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. Yes b. Any comments / observations/advice of Board of Directors may be mentioned here: NA	
Name & Designation	For GHCL Limited  Bhuneshwar Mishra VP-Sustainability & Company Secretary	
Date: 07-10-2024		

HALF YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity : GHCL Limited

Half Year Ended : April 1, 2024 - September 30, 2024

I. Affirmations			
Sr. No.	Broad Headings	Regulation Number	Compliance Status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5	Submission of Secretarial Audit Report of the listed entity and the material subsidiaries in the annual report	24A(1)	Yes
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For GHCL Limited




Bhuwleshwar Mishra

Vice President-Sustainability & Company Secretary as well as Compliance Officer

Date: 07.10.2024

Place: Noida



HALF-YEARLY COMPLIANCE REPORT ON DISCLOSURE OF LOANS/GUARANTEES/ COMFORT LETTERS /SECURITIES ETC.

Name of Listed Entity	GHCL Limited
Half Year Ended	April 1, 2024 – September 30, 2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	The aggregate amount advanced during six months	Balance outstanding at the end of six months
The promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

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





Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL
II. Affirmations:			
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
Name & Designation	For GHCL Limited RAMAN CHOPRA <small>Digitally signed by RAMAN CHOPRA DN: cn=, c=India, postalCode=201301, o=GHCL Limited, ou=Finance, email=raman.chopra@ghcl.com, o=GHCL Limited, ou=Finance, email=raman.chopra@ghcl.com, o=GHCL Limited, ou=Finance, email=raman.chopra@ghcl.com, o=GHCL Limited, ou=Finance, email=raman.chopra@ghcl.com</small> Raman Chopra CFO & Executive Director (Finance)		
Date: 04-10-2024			

