

October 20, 2023

आश्विन शुक्ल पक्ष, षष्ठी
विक्रम संवत्, २०८०

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

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring, Rotunda Building,
P.J. Towers,
Dalal Street, Fort, Mumbai – 400 001
BSE Code: 543918

Dear Sir / Madam,

**Sub: Compliance Report on Corporate Governance for the quarter and half
year ended on September 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, SEBI Circular SEBI/LAD-NRO/GN/2023/131 dated June 14, 2023 and other applicable provisions, if any, please find enclosed herewith compliance report on Corporate Governance for the quarter and half year ended on September 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 Textiles Limited



Lalit Narayan Dwivedi
Company Secretary and Compliance officer

GHCL Textiles Limited (Formerly Sree Meenakshi Mills)

GHCL House, B- 38, Institutional Area, Sector- 1, Noida- 201301 (U.P.), India. Ph. : +91 - 120 - 2535335, 4939900, Fax : 91- 120- 2535209
CIN : U18101GJ2020PLC114004, E-mail : ghcltextilesinfo@ghcl.co.in, Website : www.ghcltextiles.co.in

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

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

I Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN ^S	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 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.	Dr. Manoj Vaish*	AAAPV5957F	00157082	Non Executive - Independent	06-03-2023	06-03-2023		7 months	24-05-1961	yes	09-09-2023	2	2	0	2
Mrs.	Vijaylaxmi Joshi*	ADAPJ2125Q	00032055	Non Executive - Independent- Woman	06-03-2023	06-03-2023		7 months	01-08-1958	yes	09-09-2023	3	3	3	0
Mr.	Arun Kumar Jain*	ABZPJ6664P	07563704	Non Executive - Independent	06-03-2023	06-03-2023		7 months	04-01-1956	yes	09-09-2023	2	2	3	1
Mr.	R. S. Jalan	ABBPJ6847Q	00121260	Non Executive	17-06-2020	17-06-2020		N/A	10-10-1957	N/A	N/A	2	0	2	0
Mr.	Raman Chopra	AADPC9604M	00954190	Non Executive	17-06-2020	17-06-2020		N/A	25-11-1965	N/A	N/A	2	0	2	0
Mr.	Neelabh Dalmia	AFBPD8202R	00121760	Non Executive	17-06-2020	17-06-2020		N/A	16-08-1983	N/A	N/A	2	0	2	0

Note 1: * Company appointed Dr. Manoj Vaish, Mrs. Vijaylaxmi Joshi and Mr. Arun Kumar Jain, as Additional Director in category of Independent Director of the Company for a term of two years w.e.f March 06,2023.

\$ 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 Textiles Limited for the quarter and half year ended September 30, 2023

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


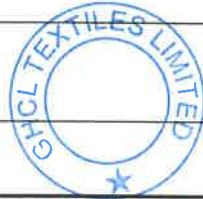
II Composition of Committees*

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 Committee	Dr. Manoj Vaish - Chairman of the Committee	Independent	06-03-2023	2	Nomination & Remuneration Committee	Mrs. Vijaylaxmi Joshi - Chairperson of the Committee	Independent	06-03-2023
		Mrs. Vijaylaxmi Joshi	Independent	06-03-2023			Dr. Manoj Vaish	Independent	06-03-2023
		Mr. Arun Kumar Jain	Independent	06-03-2023			Mr. Arun Kumar Jain	Independent	06-03-2023
3	Risk Management Committee (if applicable)	Mr. Arun Kumar Jain - Chairman of the Committee	Independent	06-03-2023	4	Stakeholders Relationship Committee	Mr. Arun Kumar Jain - Chairman of the Committee	Independent	06-03-2023
		Mr. R S Jalan	Non -Executive	06-03-2023			Mr. R S Jalan	Non -Executive	06-03-2023
		Mr. Raman Chopra	Non -Executive	06-03-2023			Mr. Raman Chopra	Non -Executive	06-03-2023
		Mr. Neelabh Dalmia	Non -Executive	06-03-2023			Mr. Neelabh Dalmia	Non -Executive	06-03-2023
5	Corporate Social Responsibility Committee	Mrs. Vijaylaxmi Joshi - Chairman of the Committee	Independent	06-03-2023					
		Mr. R S Jalan	Non -Executive	06-03-2023					
		Mr. Raman Chopra	Non -Executive	06-03-2023					
		Mr. Neelabh Dalmia	Non -Executive	06-03-2023					

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	
12-04-2023	07-08-2023	116	6	3	
IV Meeting of Committees (i.e. Audit 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*		
07-08-2023	Yes	12-04-2023	116	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 07-08-2023				
V Meeting of Committees (i.e. Stakeholders' Relationship Committee)					
Date(s) of meeting of the Stakeholders relationship 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*		
15-07-2023	Yes	NA	NA	4	1
	All the members of the Stakeholders' relationship Committee (i.e. Mr. Arun Kumar Jain, Mr. R S Jalan, Mr. Raman Chopra and Mr. Neelabh Dalmia) attended the meeting held on 15-07-2023				
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.					

Jan 18

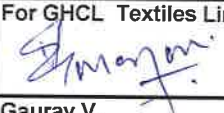



VIII Related Party Transactions			
Subject		Compliance status (Yes / No / NA) ^{refer note below}	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by 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.		
IX Affirmations			
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- Yes		
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015		
a.	Audit Committee - Yes		
b.	Nomination & remuneration committee -Yes		
c.	Stakeholders relationship committee - Yes		
d.	Risk management committee (applicable to the top 1000 listed entities) - NA (voluntarily constituted on March 06, 2023)		
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.- Yes		
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 - Yes		
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 Textiles Limited	
		 	
		Lalit Narayan Dwivedi Compliance Officer	
		Company Secretary &	
Date: 20-10-2023			

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
Date of the event		Brief details of the event



HALF YEARLY COMPLIANCE REPORT ON DISCLOSURE OF LOANS/GUARANTEES/ COMFORT LETTERS /SECURITIES ETC.			
Name of Listed Entity		: GHCL Textiles Limited	
Half Year Ended		: April 01, 2023 - September 30, 2023	
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	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(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	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(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	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
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 Textiles Limited		
	 		
	Gaurav V. CFO		
Date:	19.10.2023		

GHCL Textiles Limited (Formerly Sree Meenakshi Mills)

Madurai Unit : Paravai, Samayanallur Post, Madurai District, Tamil Nadu - 625402, India. Ph. +91-452-7185100
 Manaparai Unit : Thiakesar Alai Post, Manaparai, Trichy District, Tamil Nadu - 621312, India. Ph.: +91-4332-260525
 CIN : U18101GJ2020PLC114004, E-mail : info@ghcltextiles.co.in, Website : www.ghcltextiles.co.in