

April 10, 2024

चैत्र शुक्ल पक्ष, द्वितीया,
विक्रम संवत्, २०८१

**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 / year ended
on March 31, 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, 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 / year ended on March 31, 2024.

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

CIN : L18101GJ2020PLC114004, E-mail : info@ghcltextiles.co.in, Website : www.ghcltextiles.co.in

Regd. Office : GHCL House, Opp. Punjabi Hall, Near Navrangpura Bus Stand, Navrangpura, Ahmedabad - 380009, India

Compliance Report on Corporate Governance as per Reg. 27(2) of the Listing Regulations, 2015 by GHCL Textiles Limited for the quarter ended March 31, 2024

1	Name of Listed Entity	GHCL Textiles Limited
2	Quarter ending	March 31, 2024

I Composition of Board of Directors															
Title (Mr./Ms)	Name of the Director	PAN ⁵	DIN	Category (Chairperson/ Executive / Non-Executive / Independent / Nominee) ⁶	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 Director-Chairperson	06-03-2023	06-03-2023		13 months	24-05-1961	yes	09-09-2023	2	2	0	2
Mrs.	Vijaylaxmi Joshi	ADAPJ2125Q	00032055	Non Executive - Independent- Woman Director	06-03-2023	06-03-2023		13 months	01-08-1958	yes	09-09-2023	3	3	3	1
Mr.	Arun Kumar Jain	ABZPJ6664P	07563704	Non Executive - Independent Director	06-03-2023	06-03-2023		13 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

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

⁶ 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 ended March 31, 2024

1	Name of Listed	GHCL Textiles Limited
2	Quarter ending	March 31, 2024

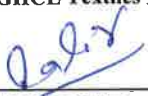
II Composition of Committees*

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 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	
03-11-2023	03-02-2024	91	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*		
03-02-2024	Yes	03-11-2023	91	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 03-02-2024				
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*		
15-01-2024	Yes	07-10-2023	99	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 15-01-2024				
*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) ^{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 Company Secretary & Compliance Officer
Date:	10-04-2024



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 ended on March 31, 2024		NO
Date of the event		Brief details of the event

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

Name of Listed Entity	: GHCL Textiles Limited
Half Year Ended	October 01, 2023 - March 31, 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	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	<p align="center">For GHCL Textiles Limited</p> <p align="center">  GAURAV Digitally signed by GAURAV Date: 2024.04.08 15:44:36 +05'30' </p> <p>Gaurav V. CFO</p>
Date:	08.04.2024

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 : L18101GJ2020PLC114004, E-mail : info@ghcltextiles.co.in, Website : www.ghcltextiles.co.in

Regd. Office : GHCL House, Opp. Punjabi Hall, Near Navrangpura Bus Stand, Navrangpura, Ahmedabad - 380009, India. Ph.:+91-079-26434100
 Head Office : GHCL House, B-38, Institutional Area, Sector-1, Noida, Uttar Pradesh - 201301, India. Ph.: +91-120-2535335, 4939900, Fax: +91-120-2535209

ANNUAL COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity		GHCL Textiles Limited
Year ending		March 31, 2024
I. Disclosure on website in terms of Listing Regulations		
Item		Compliance Status (Yes/No/NA)
As per regulation 46(2) of the LODR:		
1	Details of business	Yes
2	Terms and conditions of appointment of independent directors	Yes
3	Composition of various committees of board of directors	Yes
4	Code of conduct of board of directors and senior management personnel	Yes
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
6	Criteria of making payments to non-executive directors	Yes
7	Policy on dealing with related party transactions	Yes
8	Policy for determining 'material' subsidiaries	Yes
9	Details of familiarization programmes imparted to independent directors	Yes
10	Email address for grievance redressal and other relevant details	Yes
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
12	Financial results	Yes
13	Shareholding pattern	Yes
14	Details of agreements entered into with the media companies and/or their associates	NA
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
15.2	Audio or video recordings and transcripts of post earnings /quarterly call	Yes
16	New name and the old name of the listed entity	NA
17	Advertisements as per regulation 47 (1)	Yes
18	Credit rating or revision in credit rating obtained	Yes
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year.	NA
20	Secretarial Compliance Report	Yes
21	Materiality Policy as per Regulation 30(4)	Yes
22	Disclosure of contact details of KMP who are authorised for the purpose of determining materiality as required under Regulation 30(5)	Yes
23	Disclosures under Regulation 30(8)	Yes
24	Statement of deviation(s) or variations(s) as specified in regulation 32	NA
25	Dividend Distribution policy as per regulation 43A(1)	Yes

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26	Annual Return as provided under section 92 of the Companies Act, 2013.	Yes
27	Confirmation that the above disclosures are in separate section as specified in regulation 46(2)	Yes
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating.	Yes
29	Disclosure of notes on website in terms of Listing Regulation explanatory	
II Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes

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Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24A	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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 |
| 2 | If status is "No" details of non-compliance may be given here. |
| 3 | If the Listed Entity would like to provide any other information the same may be indicated here. |

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For GHCL Textiles Limited

Lalit Narayan Dwivedi



Lalit Narayan Dwivedi

Company Secretary