

July 12, 2024

आषाढ शुक्ल पक्ष, षष्ठी,
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 ended on
June 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, 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 ended on June 30, 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 June 30, 2024

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

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.	Anurag Dalmia	AADPD9439P	00120710	Non Executive - Chairman - Promoter	01-04-2024#	01-04-2024	N/A	N/A	11-05-1956	N/A	N/A	2	0	0	0
Dr.	Manoj Vaish	AAAPV5957F	00157082	Non Executive - Independent Director- Chairperson	06-03-2023	06-03-2023	N/A	16 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	N/A	16 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	N/A	16 months	04-01-1956	yes	09-09-2023	2	2	3	1
Mr.	Ravindra Singh	ATZPS1677H	08344852	Non Executive - Independent	01-04-2024*	01-04-2024	N/A	3 months	02-07-1953	yes	16-03-2024	2	2	0	1
Mr.	R. S. Jalan	ABBPJ6847Q	00121260	Non Executive	17-06-2020	17-06-2020	N/A	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	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	N/A	16-08-1983	N/A	N/A	2	0	2	0

Note 1:# Shareholders of the Company, on March 16, 2024, by passing Ordinary Resolution through postal ballot approved the appointment of Mr. Anurag Dalmia as Non- Executive Director w.e.f April 01, 2024. Board of Directors in its meeting held on May 06, 2024, appointed him as Chairman of the Board.

Note 2:*Shareholders of the Company, on March 16, 2024, by Passing Spacial Resolution through postal ballot approved the appointment of Justice Ravindra Singh (retd.) as Independent Director of the Company for two years w.e.f. April 01, 2024.

\$ 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 ended June 30, 2024

1	Name of Listed	GHCL Textiles Limited
2	Quarter ending	June 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 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 (not applicable, however constituted voluntary on March 06, 2023)	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. Anurag Dalmia	Non -Executive	06-05-2024			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	Mr. Anurag Dalmia - Chairman of the Committee	Non -Executive	06-05-2024					
		Mrs. Vijaylaxmi Joshi	Independent	06-03-2023					
		Justice Ravindra Singh	Independent	06-05-2024					
		Mr. Neelabh Dalmia	Non -Executive	06-03-2023					


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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	
03-02-2024	06-05-2024	92	8	4	
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*		
06-05-2024	Yes	03-02-2024	92	3	3
	All three members of the Audit Committee (i.e. Dr. Manoj Vaish, Mrs. Vijaylaxmi Joshi & Mr. Arun Kumar Jain) attended the meeting held on 06-05-2024				
V Meeting of Committees (i.e. Nomination & Remuneration Committee)					
Date(s) of meeting of the Nomination & Remuneration 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*		
06-05-2024	Yes	23-01-2024	103	3	3
	All three members of the Audit Committee (i.e. Dr. Manoj Vaish, Mrs. Vijaylaxmi Joshi & Mr. Arun Kumar Jain) attended the meeting held on 06-05-2024				
VI Meeting of Committees (i.e. CSR Committee)#					
Date(s) of meeting of the Corporate Social Responsibility 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*		
30-04-2024	Yes	NA	0	3	3
	All the members of the CSR Committee (i.e. Mrs. Vijaylaxmi Joshi, Mr. R S Jalan, Mr. Raman Chopra & Mr. Neelabh Dalmia) attended the meeting held on 30-04-2024				
VII 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*		
20-04-2024	Yes	15-01-2024	96	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 20-04-2024				
VIII Meeting of Committees (i.e. Risk Management Committee)#					
Date(s) of meeting of the Risk Management 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*		
06-06-2024	Yes	NA	NA	5	1
	All the members of the Risk Management Committee (i.e. Mr. Arun Kumar Jain, Mr. Anurag Dalmia, Mr. R S Jalan, Mr. Raman Chopra and Mr. Neelabh Dalmia) attended the meeting held on 06-06-2024				
#This is the first Committee Meeting of CSR Committee and Risk Management Committee of the Company.					
*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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IX Related Party Transactions		
Subject	Compliance status (Yes / No / NA) <small>refer note below</small>	
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.	
X 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 observations/advice of Board of Directors may be mentioned here: NA	b. Any comments /
Name & Designation	For GHCL Textiles Limited  Lalit Narayan Dwivedi Company Secretary & Compliance Officer	
Date:	11-07-2024	



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

