

January 13, 2025

पौष शुक्ल पक्ष, पूर्णिमा,
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 December 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 ended on December 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

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

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

I Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	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	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	00157082	Non Executive - Independent Director	06-03-2023	06-03-2023	N/A	22 months	24-05-1961	yes	09-09-2023	2	2	0	2
Mrs.	Vijaylaxmi Joshi	00032055	Non Executive - Independent- Woman Director	06-03-2023	06-03-2023	N/A	22 months	01-08-1958	yes	09-09-2023	3	3	3	1
Mr.	Arun Kumar Jain	07563704	Non Executive - Independent Director	06-03-2023	06-03-2023	N/A	22 months	04-01-1956	yes	09-09-2023	2	2	3	1
Mr.	Ravindra Singh	08344852	Non Executive - Independent	01-04-2024	01-04-2024	N/A	9 months	02-07-1953	yes	16-03-2024	2	2	0	1
Mr.	R. S. Jalan	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	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	00121760	Non Executive	17-06-2020	17-06-2020	N/A	N/A	16-08-1983	N/A	N/A	2	0	2	0

§ 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.



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

1	Name of Listed	GHCL Textiles Limited
2	Quarter ending	December 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 (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	Whether requirement of Quorum met (details)	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	
01-08-2024	Yes	29-10-2024	88	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*			
29-10-2024	Yes	01-08-2024	88	3	3	
	All three (3) members of the Audit Committee (i.e. Dr. Manoj Vaish, Mrs. Vijaylaxmi Joshi & Mr. Arun Kumar Jain) attended the meeting held on 29-10-2024					
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*			
15-10-2024	Yes	15-07-2024	92	4	1	
	All Four (4) 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 07-10-2024					
VI 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*			
27-11-2024	All three (3) members of the Risk Management Committee (i.e. Mr. Anurag Dalmia, Mr. Neelabh Dalmia, Mr. Raman Chopra, Mr. R S Jalan & Mr. Arun Kumar Jain) attended the meeting held on 27-11-2024	No Meeting	NA	5	1	
VII Meeting of Committees (i.e. Nomination and Remuneration Committee (NRC))						
Date(s) of meeting of the Nomination and Remuneration 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*			
28-10-2024	Yes	No Meeting	NA	3	3	
	All three (3) members of the Nomination and Remuneration Committee (i.e. Mrs. Vijaylaxmi Joshi, Dr. Manoj Vaish, & Mr. Arun Kumar Jain) attended the meeting held on 28-10-2024					
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					

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Note	
1	In the column "Compliance Status," compliance or non-compliance may be indicated by Yes/No/NA. 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:	13-01-2025

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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 September 30, 2024		NO
Date of the event		Brief details of the event

