

Date: April 24, 2025

वैशाख कृष्ण पक्ष, एकादशी,
विक्रम संवत्, २०८२

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 March 31, 2025

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with SEBI Circular (SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185) dated December 31, 2024 and other applicable provisions, if any, please find enclosed herewith compliance report on Corporate Governance for the quarter ended March 31, 2025 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 March 31, 2025 as per Annexure II & IV of the above circular.

Kindly take note of the same.

Thanking you

Yours faithfully

For GHCL Textiles Limited



Lalit Narayan Dwivedi
Company Secretary and Compliance officer
Encl: as above



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, 2025

1	Name of Listed Entity	GHCL Textiles Limited
2	Quarter ending	March 31, 2025

I Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN ⁵	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	01-04-2024	01-04-2024	N/A	N/A	11-05-1956	N/A	N/A	2	0	0	0
Mr.	Justice Ravindra Singh	ATZPS1677H	08344852	Non Executive - Independent	01-04-2024	01-04-2024	N/A	12 months	02-07-1953	yes	16-03-2024	2	2	0	2
Mrs.	Sudha Pillai	AENPP4151N	02263950	Non Executive - Independent Director	01-03-2025	01-03-2025	N/A	1 months	01-05-1950	yes	27-12-2024	3	3	2	2
Mr.	Virusangulaam Kumarasamy Jeyakodi	AAEPJ0364N	03636599	Non Executive - Independent- Woman Director	01-03-2025	01-03-2025	N/A	1 months	20-12-1959	yes	27-12-2024	1	1	1	0
Mr.	Chathamur Raman Rajagopal	ADNPR6788C	08853688	Non Executive - Independent Director	01-03-2025	01-03-2025	N/A	1 months	08-01-1960	yes	27-12-2024	2	2	1	2
Mr.	Manoj Vaish	AAAPV5957F	00157082	Non Executive - Independent Director	06-03-2023	06-03-2023	06-03-2025	24 Months	24-05-1961	yes	09-09-2023	1	1	0	1
Mrs.	Vijay Lakshmi Joshi	ADAPJ2125Q	00032055	Non Executive - Independent- Woman Director	06-03-2023	06-03-2023	06-03-2025	24 Months	01-08-1958	yes	09-09-2023	2	2	2	1
Mr.	Arun Kumar Jain	ABZPJ6664P	07563704	Non Executive - Independent Director	06-03-2023	06-03-2023	06-03-2025	24 Months	04-01-1956	yes	09-09-2023	1	1	2	0
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	3	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

⁵ 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 March 31, 2025

1	Name of Listed	GHCL Textiles Limited
2	Quarter ending	March 31, 2025


II Composition of Committees*

*1. Due to changes in composition of Board of Directors of the Company, all the above Committees have been reconstituted w.e.f. March 06, 2025.
2. Please note that the Board had voluntarily constituted the Risk Management Committee.

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	Mr. Chathamur Raman Rajagopal - Chairman of the Committee	Independent	06-03-2025		2 Nomination & Remuneration Committee	Mrs. Sudha Pillai -Chairperson of the Committee	Independent	06-03-2025	
	Mr. Virusangulaam Kumarasamy Jeyakodi	Independent	06-03-2025			Justice Ravindra Singh	Independent	06-03-2025	
	Dr. Manoj Vaish Chairman of the Committee	Independent	06-03-2023	06-03-2025		Mr. Manoj Vaish	Independent	06-03-2023	06-03-2025
	Mr. Vijay Lakshmi Joshi	Independent	06-03-2023	06-03-2025		Mr. Vijay Lakshmi Joshi -Chairperson of the Committee	Independent	06-03-2023	06-03-2025
	Mr. Arun Kumar Jain	Independent	06-03-2023	06-03-2025		Mr. Arun Kumar Jain	Independent	06-03-2023	06-03-2025
	Mr. Raman Chopra	Independent	06-03-2025			Mr. Virusangulaam Kumarasamy Jeyakodi	Independent	06-03-2025	
3 Risk Management Committee (not applicable, however constituted voluntary on March 06, 2023)	Mr. Chathamur Raman Rajagopal - Chairman of the Committee	Independent	06-03-2025		4 Stakeholders Relationship Committee	Justice Ravindra Singh -Chairman of the Committee	Independent	06-03-2025	
	Mr. Anurag Dalmia	Non -Executive	06-05-2024			Mr. Arun Kumar Jain Chairman of the Committee	Independent	06-03-2023	06-03-2025
	Mr. Arun Kumar Jain	Independent	06-03-2023	06-03-2025		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. Vijay Lakshmi Joshi	Independent	06-03-2023	06-03-2025					
	Mrs. Sudha Pillai	Independent	06-03-2025						
	Justice Ravindra Singh	Independent	06-05-2024						
	Mr. Neelabh Dalmia	Non -Executive	06-03-2023						

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
29-10-2024	Yes	03-02-2025	96	8	4
	All eight (8) members of the Board of Directors (i.e. Dr. Manoj Vaish, Mrs. Vijaylaxmi Joshi, Mr. Raman Chopra, Mr. Anuarg Dalmia, Mr. Neelabh Dalmia, Mr. R S Jalan, Mr. Ravindra Singh & Mr. Arun Kumar Jain) attended the meeting held on 03-02-2025				
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*		
03-02-2025	Yes	29-10-2024	96	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 03-02-2025				
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*		
20-1-2025	Yes	15-10-2024	96	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 20.01.2025				
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*		
No Meeting	NA	27-11-2024	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*		
28-02-2025	Yes	28-10-2024	122	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 28-02-2025				



VIII Related Party Transactions		Compliance status (Yes / No / NA) <small>refer note below</small>
Subject		
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) - Yes (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:		24-04-2025



ANNUAL COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity		GHCL Textiles Limited
Year ending		31-Mar-25
I. Disclosure on website in terms of Listing Regulations		
Item		Compliance Status (Yes/No/NA)
As per regulation 46(2) of the LODR:		
1.1	Details of business	Yes
1.2	Memorandum of Association and Articles of Association	Yes
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	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



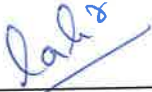

26.1	Annual Return as provided under section 92 of the Companies Act, 2013.	Yes
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA
27	Confirmation that the above disclosures are in separate section as specified in regulation 46(2)	Yes
28	Compliance with regulation 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	NA

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)	Yes
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
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

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Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA		
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				
Company Secretary				

Disclosure of imposition penalty or fines for the quarter ended March 31, 2025

The details of imposition of fine or penalty during the in terms of sub para 20 of Para A of part A of Schedule III are given below

Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Nil	NA	NA	NA	NA



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Disclosure of updates to ongoing tax litigations or disputes - March 31, 2025				
The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:				
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
	Not Applicable			
Note:	The Company reports all the material events within the stipulated time period of 24 hours. Please note that there is no further updates reportable for the quarter. Hence, Annexure 1 (Part E) of said SEBI Circular is not applicable to the Company.			



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Disclosure of acquisition of shares or voting rights in unlisted Companies					
The details of acquisition of shares or voting rights in unlisted companies during the quarter ended March 31, 2025 in terms of sub para 1 of Para A of part A of Schedule III are given below					
Sr. No.	Name of unlisted company in which shares or voting rights have been acquired	Date of acquisition	Average holding (% shares or voting rights) as at the end of the previous quarter	% Shares or voting rights acquired during the quarter	Aggregate holding (%shares or voting rights) as end of the quarter
	Not Applicable				
Note	During the quarter, the Company has not acquired any shares or voting rights in any unlisted coompany. Hence, Annexure 1 (Part C) of said SEBI Circular is not applicable to the Company.				



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