

July 16, 2025

श्रावण कृष्ण पक्ष, षष्ठी,  
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,  
1<sup>st</sup> 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 June 30, 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 June 30, 2025 as per Annexure I of the 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 on June 30, 2025

1	Name of Listed Entity	GHCL Textiles Limited
2	Quarter ending	June 30, 2025

I Composition of Board of Directors															
Title (Mr. / Ms)	Name of the Director	PAN <sup>s</sup>	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>&amp;</sup>	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		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		08344852	Non Executive - Independent	01-04-2024	01-04-2024	N/A	15 months	02-07-1953	yes	16-03-2024	2	2	0	2
Mrs.	Sudha Pillai		02263950	Non Executive - Independent Woman Director	01-03-2025	01-03-2025	N/A	4 months	01-05-1950	yes	27-12-2024	3	3	2	2
Mr.	Virusangulaam Kumarasamy Jeyakodi		03636599	Non Executive - Independent Director	01-03-2025	01-03-2025	N/A	4 months	20-12-1959	yes	27-12-2024	2	2	1	0
Mr.	Chathamur Raman Rajagopal		08853688	Non Executive - Independent Director	01-03-2025	01-03-2025	N/A	4 months	08-01-1960	yes	27-12-2024	2	2	1	2
Mr.	Ravi Shanker Jalan		00121260	Non Executive Director	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 Director	17-06-2020	17-06-2020	N/A	N/A	25-11-1965	N/A	N/A	2	0	3	0
Mr.	Neelabh Dalmia		00121760	Non Executive Director	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.

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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 on June 30, 2025**

1	Name of Listed	GHCL Textiles Limited
2	Quarter ending	June 30, 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.  
Please note that the Board had voluntarily constituted the Risk Management Committee.

2.

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							
		Mr. Raman Chopra	Non-Executive	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. Ravi Shanker Jalan	Non -Executive	06-03-2023							
		Mr. Raman Chopra	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. Sudha Pillai	Independent	06-03-2025							
		Justice Ravindra Singh	Independent	06-05-2024							
		Mr. Neelabh Dalmia	Non -Executive	06-03-2023							


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<b>III</b>	<b>Meeting of Board of Directors</b>				
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
03-02-2025	Yes	05-05-2025	90	8	4
	All eight (8) members of the Board of Directors (i.e. Mr. Anurag Dalmia, Justice Ravindra Singh, Mrs. Sudha Pillai, Mr. V K Jeyakodi, Mr. C R Rajagopal, Mr. Ravi Shanker Jalan, Mr. Raman Chopra and Mr. Neelabh Dalmia) attended the meeting held on 05-05-2025				
<b>IV</b>	<b>Meeting of Committees (i.e. Audit Committee)</b>				
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*		
05-05-2025	Yes	03-02-2025	90	3	3
	All three (3) members of the Audit Committee (i.e. Mr. C R Rajagopal, Mr. V K Jeyakodi and Mr. Raman Chopra) attended the meeting held on 05-05-2025				
<b>V</b>	<b>Meeting of Committees (i.e. Stakeholders' Relationship Committee)</b>				
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*		
15-04-2025	Yes	20-01-2025	96	4	1
	All Four (4) members of the Stakeholders' Relationship Committee (i.e. Justice Ravindra Singh, Mr. R S Jalan, Mr. Raman Chopra and Mr. Neelabh Dalmia) attended the meeting held on 15-04-2025				
<b>VI</b>	<b>Meeting of Committees (i.e. Risk Management Committee)</b>				
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*		
21-06-2025	Yes	No Meeting	NA	5	1
<b>VII</b>	<b>Meeting of Committees (i.e. Nomination and Remuneration Committee (NRC) )</b>				
Date(s) of meeting of the Nomination and Remuneration Committee in the relevant	Whether requirement of Quorum met (details)	Date of meeting of the committee in the previous	Maximum gap between any two consecutive meeting in number of days*		
05-05-2025	Yes	28-02-2025	122	3	3
	All three (3) members of the Nomination and Remuneration Committee (i.e. Mrs. Sudha Pillai, Justice Ravindra Singh and Mr. V K Jeyakodi) attended the meeting held on 05-05-2025				
<b>VIII</b>	<b>Meeting of Committees (i.e. Corporate Social Responsibility Committee )</b>				
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*		
05-05-2025	Yes	No Meeting	NA	3	3
	All three (4) members of the CSR Committee (i.e. Mr. Anurag Dalmia, Mrs. Sudha Pillai, Justice Ravindra Singh and Mr. Neelabh Dalmia) attended the meeting held on 05-05-2025				

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<b>VIII Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes / No / NA)</b> <sup>refer note below</sup>
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
<b>Note</b>	
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.
<b>IX Affirmations</b>	
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:	16-07-2025



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 June 30, 2025			NO
Date of the event		Brief details of the event	



GHCL Textiles - Integrated Governance

Investors Grievance Details for the quarter ended on June 30, 2025	
Particulars	Number of Complaints (including SCORES)
No. of investors complaints pending at the beginning of the quarter	0
No. of investors complaints received during the quarter	2
No. of investors complaints disposed of during the quarter	2
No. of investors complaints remaining unresolved at the end of the quarter	0





**Disclosure of imposition penalty or fines for the quarter ended on June 30, 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 for the quarter ended on June 30, 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			
<b>Note:</b>	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.			



**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 June 30, 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				
<b>Note</b>	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.				



July 16, 2025

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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,  
1<sup>st</sup> Floor, New Trading Ring, Rotunda  
Building, P.J. Towers,  
Dalal Street, Fort, Mumbai – 400 001  
**BSE Code: 543918**

Dear Sir/Madam,

**Scores Registration ID: COMG00700****Sub: Statement regarding Grievance Redressal Mechanism for the quarter ended on June 30, 2025**

Pursuant to requirement of Regulation 13(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, please find given below the statement regarding grievance redressal mechanism for the quarter ended on June 30, 2025.

Particulars	Number of Complaints (including SCORES)
No. of investors complaints pending at the beginning of the quarter	0
No. of investors complaints received during the quarter	2
No. of investors complaints disposed of during the quarter	2
No. of investors complaints remaining unresolved at the end of the quarter.	0

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

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