

January 18, 2926

माघ कृष्ण पक्ष, अमावस्या,
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 on
December 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 December 31, 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

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 on December 31, 2025

1	Name of Listed Entity	GHCL Textiles Limited																									
2	Quarter ending	December 31, 2025																									
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 provisio 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	21 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	10 months	01-05-1950	yes	27-12-2024	3	3	2	2													
Mr.	V K Jeyakodi	03636599	Non Executive - Independent Director	01-03-2025	01-03-2025	N/A	10 months	20-12-1959	yes	27-12-2024	2	2	2	0													
Mr.	C R Rajagopal	08853688	Non Executive - Independent Director	01-03-2025	01-03-2025	N/A	10 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.

Dalmia



Compliance Report on Corporate Governance as per Reg. 27(2) of the Listing Regulations, 2015 by GHCL Textiles Limited for the quarter ended on December 31, 2025

1 Name of Listed **GHCL Textiles Limited**

2 Quarter ending **December 31, 2025**

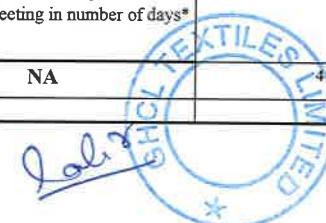
II Composition of Committees*

*1. Please note that the Board had voluntarily constituted the Risk Management Committee.

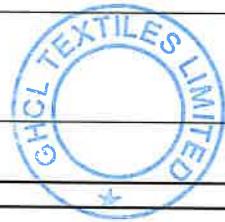
Name of Committee		Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)&	Date of Appointment	Date of Cessation	Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)S	Date of Appointment	Date of Cessation
1 Audit Committee	Mr. Chathamur Raman Rajagopal - Chairman of the Committee	Independent	06-03-2025			2 Nomination & Remuneration Committee	Mrs. Sudha Pillai Chairman of the Committee	Independent	06-03-2025	
	Mr. Virusangulaam Kumarasamy Jeyakodi	Independent	06-03-2025				Justice Ravindra Singh (Retd.)	Independent	06-03-2025	
	Mr. Raman Chopra	Non-Executive	06-03-2025				Mr. Virusangulaam Kumarasamy Jeyakodi	Independent	06-03-2025	
3 Risk Management Committee	Mr. Chathamur Raman Rajagopal - Chairman of the Committee	Independent	06-03-2025			4 Stakeholders Relationship Committee	Justice Ravindra Singh(Retd.) 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. Ravi Shanker 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. Sudha Pillai	Independent	06-03-2025							
	Justice Ravindra Singh(Retd.)	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
29-07-2025		Yes	01-11-2025	94	8	4
		All Directors (i.e. Mr. Anuarg 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 01-11-2025 through VC				
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*		
01-11-2025		Yes	29-07-2025	94	3	2
		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 01-11-2025 through VC				
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*		
15-10-2025		Yes	15-07-2025	91	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 15-10-2025				
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		Yes	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		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*		
No Meeting		NA	No Meeting	NA	3	3
VIII		Meeting of Committees (i.e. Corporate Social Responsibility Committee)				
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*		
No Meeting		NA	No Meeting	NA	4	2



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	<p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>
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	<p>For GHCL Textiles Limited</p> <p><i>Lalit</i></p> <p>Lalit Narayan Dwivedi Company Secretary & Compliance Officer</p>
Date:	18-01-2026



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 December 31, 2025.			NO
Date of the event		Brief details of the event	



Disclosure of imposition penalty or fines for the quarter ended on December 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
There is no imposition of fine or penalty upon the Company during the quarter ended on December 31, 2025, accordingly no such disclosure required to be reported as per Annexure 1 (Part D) of the said SEBI Circular dated Decemebr 31, 2024					



Disclosure of updates to ongoing tax litigations or disputes for the quarter ended on December 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.			



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 December 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	Company has not acquired any shares or voting rights in any unlisted company during the quarter ended on December 31, 2025, hence no such reporting is required in terms of Annexure 1 (Part C) of SEBI Circular dated Decemebr 31, 2024.				



Investors Grievance Details for the quarter ended on December 31, 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	1
No. of investors complaints disposed of during the quarter	1
No. of investors complaints remaining unresolved at the end of the quarter	0





National Stock Exchange Of India Limited

Date of

18-Jan-2026

NSE Acknowledgement

Symbol :-	GHCLTEXTIL
Name of the Company :-	Ghcl Textiles Limited
Submission Type :-	Integrated Filing- Governance
Date of Submission :-	18-Jan-2026 20:36:04
NEAPS App. No :-	135643

Disclaimer :We acknowledge the receipt of your submission through NEAPS. The information provided by you has been disseminated on the website on as is basis.

BSE LTD
ACKNOWLEDGEMENT

Acknowledgement No	:	1801202608360327	Date & Time : 18/01/2026 08:36:04 PM
Scrip Code	:	543918	
Entity Name	:	GHCL TEXTILES LIMITED	
Compliance Type	:	Regulation 27(2)- Integrated Governance	
Quarter / Period	:	31/12/2025	
Mode	:	XBRL E-Filing	