

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity **HFCL Limited**
 2. Quarter ending **31-03-2020**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	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	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Mahendra Pratap Shukla	00052977	C & NED		14-Jun-2004	29-Sep-2018			18-Jun-1932	Yes	29-Sep-2018	1	0	2	2	SC,RC,NRC	
Mr.	Mahendra Nahata	00052898	ED	MD	11-May-1987	01-Oct-2018			19-May-1959	NA		1	0	0	0	RMC	
Mr.	Arvind Kharabanda	00052270	NED		31-Oct-2004	28-Sep-2019			09-Mar-1947	NA		1	0	2	0	AC,SC,RC,NRC	
Mr.	Ranjeet Mal Kastia	00053059	NED		07-Feb-1996	29-Sep-2018			10-Oct-1941	Yes	29-Sep-2018	1	0	2	0	SC	
Mr.	Ranjeet Anand Kumar Soni	07977478	NED,ND		07-Nov-2017	07-Nov-2017			21-Jun-1973	NA		1	0	0	0	NRC	
Mr.	Surendra Singh Sirohi	07595264	ID		27-Aug-2018	27-Aug-2018		19	23-Jul-1955	NA		2	2	2	0	AC,NRC	
Mrs.	Tamali Sen Gupta	00358658	ID		24-Dec-2018	24-Dec-2018		15	27-Sep-1962	NA		2	2	3	1	AC,SC	
Mr.	Bharat Pal Singh	00739712	ID		21-Jan-2020	21-Jan-2020		2	13-Jan-1952	NA		1	1	1	1	AC,NRC	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. **Composition of Committees**

a. **Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Surendra Singh Sirohi	ID	Member	27-Aug-2018	
2	Arvind Kharabanda	NED	Member	30-Oct-2004	
3	Tamali Sen Gupta	ID	Member	08-Feb-2019	
4	Bharat Pal Singh	ID	Chairperson	21-Jan-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mahendra Pratap Shukla	C & NED	Chairperson	12-Aug-2005	
2	Ranjeet Mal Kastia	NED	Member	27-Jan-2001	
3	Arvind Kharabanda	NED	Member	30-Oct-2004	
4	Tamali Sen Gupta	ID	Member	01-Apr-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. **Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mahendra Nahata	ED	Chairperson	17-Oct-2014	
2	Mahendra Pratap Shukla	C & NED	Member	17-Oct-2014	
3	Arvind Kharabanda	NED	Member	17-Oct-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. **Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Surendra Singh Sirohi	ID	Chairperson	27-Aug-2018	
2	Mahendra Pratap Shukla	C & NED	Member	30-Oct-2004	
3	Ranjeet Anand Kumar Soni	NED,ND	Member	27-Aug-2018	21-Jan-2020
4	Arvind Kharabanda	NED	Member	21-Jan-2020	
5	Bharat Pal Singh	ID	Member	21-Jan-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. **Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
21-Oct-2019	20-Jan-2020	Yes	7	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	90

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	21-Oct-2019	20-Jan-2020	Yes	3	2
Nomination & Remuneration Committee		20-Jan-2020	Yes	3	1
Stakeholders Relationship Committee	21-Oct-2019	10-Feb-2020	Yes	2	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	90

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **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 100 listed entities) - **Yes**
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. This 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:

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Name : **Manoj Baid**
 Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.hfcl.com
Terms and conditions of appointment of	Yes		www.hfcl.com
Composition of various committees of board of	Yes		www.hfcl.com
Code of conduct of board of directors and senior	Yes		www.hfcl.com
Details of establishment of vigil mechanism/	Yes		www.hfcl.com
Criteria of making payments to non-executive	Yes		www.hfcl.com
Policy on dealing with related party transactions	Yes		www.hfcl.com
Policy for determining 'material' subsidiaries	Yes		www.hfcl.com
Details of familiarization programs imparted to	Yes		www.hfcl.com
Email address for grievance redressal and other relevant details entity who are responsible for	Yes		www.hfcl.com
Contact information of the designated officials of	Yes		www.hfcl.com
Financial results	Yes		www.hfcl.com
Shareholding pattern	Yes		www.hfcl.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to	Yes		www.hfcl.com
New name and the old name of the listed entity	Yes		www.hfcl.com
Advertisements as per regulation 47 (1)	Yes		www.hfcl.com
Credit rating or revision in credit rating obtained	Yes		www.hfcl.com
Separate audited financial statements of each	Yes		www.hfcl.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.hfcl.com
Materiality Policy as per Regulation 30	Yes		www.hfcl.com
Dividend Distribution policy as per Regulation	Yes		www.hfcl.com
It is certified that these contents on the website	Yes		www.hfcl.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	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	22	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),	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)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
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	
D & O Insurance for Independent Directors	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	

Other Information	Due to lockdown in the Country on account of Covid-19 disease pandemic, the convening of meeting of Risk Management Committee, in compliance of Regulation 21(3A), could not be held during quarter/year ended 31.03.2020. n nHowever, as per SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/48 dated March 26, 2020 as a one-time relaxation, the meeting of Risk Management Committee can be held till June 30, 2020 and shall be complied accordingly.
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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. - **Yes**

Other Information	
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Name : **Manoj Baid**
Designation : **Company Secretary**