

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **HFCL Limited**
 2. Quarter ending - **31-Mar-2022**

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 Directors hip 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 Nahata	00052898	C & ED	MD	11-May-1987				19-May-1959	NA		1	0	0	0	RMC	
Mr.	Arvind Kharabanda	00052270	NED		31-Oct-2004				09-Mar-1947	Yes	07-Mar-2022	1	0	2	1	AC,SC,R C,NRC	
Mr.	Ranjeet Mal Kastia	00053059	NED		07-Feb-1996				10-Oct-1941	Yes	30-Sep-2021	1	0	2	0	SC	
Mr.	Surendra Singh Sirohi	07595264	ID		27-Aug-2018	27-Aug-2021		43	23-Jul-1955	NA		1	1	1	0	AC,NRC	
Mrs.	Tamali Sengupta	00358658	ID		24-Dec-2018	24-Dec-2021		39	27-Sep-1962	NA		1	1	3	1	AC,SC	
Mr.	Bharat Pal Singh	00739712	ID		21-Jan-2020	21-Jan-2020		26	13-Jan-1952	NA		1	1	1	1	AC,RC,N RC	
Mr.	Ramakrishna Eda	07677647	NED,ND		22-Feb-2021				14-Jun-1972	NA		2	0	1	0		
Mr.	Ajai Kumar	02446976	ID		25-Nov-2021	25-Nov-2021		4	26-Jun-1953	NA		2	2	6	4		

Company Remarks	Since the Board of Director of the Company has not appointed any person as Regular Chairperson, the Members of the Board elect Chairperson among themselves in every Board Meeting. Mr. Mahendra Nahata was elected as the Chairperson of the Board Meeting held on 17.01.2022.
Whether Permanent chairperson appointed	No
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	Bharat Pal Singh	ID	Chairperson	21-Jan-2020	
2	Surendra Singh Sirohi	ID	Member	27-Aug-2018	
3	Arvind Kharabanda	NED	Member	30-Oct-2004	
4	Tamali Sengupta	ID	Member	08-Feb-2019	

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	Arvind Kharabanda	NED	Chairperson	30-Oct-2004	
2	Ranjeet Mal Kastia	NED	Member	27-Jan-2001	
3	Tamali Sengupta	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	C & ED	Chairperson	17-Oct-2014	
2	Arvind Kharabanda	NED	Member	17-Oct-2014	
3	Bharat Pal Singh	ID	Member	10-May-2021	

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	Bharat Pal Singh	ID	Member	21-Jan-2020	
3	Arvind Kharabanda	NED	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
11-Oct-2021	17-Jan-2022	Yes	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	97

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	11-Oct-2021		Yes	4	3
Audit Committee		17-Jan-2022	Yes	4	3
Audit Committee		21-Feb-2022	Yes	4	3
Risk Management Committee		30-Mar-2022	Yes	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	97

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	Yes	
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:

The Report for the previous quarter ended 31st December, 2021 which was filed with the Stock Exchanges on 18.01.2022 and the Report for year ended 31st March, 2022 shall be placed before the Board of Directors in the ensuing Board Meeting as per the requirement of SEBI Circular No. CIR/CFD/CMD/5/2015 dated September 24, 2015

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	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		http://www.hfcl.com
Terms and conditions of appointment of independent directors	Yes		http://www.hfcl.com
Composition of various committees of board of directors	Yes		http://www.hfcl.com
Code of conduct of board of directors and senior management personnel	Yes		http://www.hfcl.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.hfcl.com
Criteria of making payments to non-executive directors	Yes		http://www.hfcl.com
Policy on dealing with related party transactions	Yes		http://www.hfcl.com
Policy for determining 'material' subsidiaries	Yes		http://www.hfcl.com
Details of familiarization programs imparted to independent directors	Yes		http://www.hfcl.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		http://www.hfcl.com
Contact information of the designated officials of the listed entity who are	Yes		http://www.hfcl.com
Financial results	Yes		http://www.hfcl.com
Shareholding pattern	Yes		http://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 analysts or institutional investors simultaneously with submission to	Yes		http://www.hfcl.com
New name and the old name of the listed entity	Yes		http://www.hfcl.com
Advertisements as per regulation 47 (1)	Yes		http://www.hfcl.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding	Yes		http://www.hfcl.com
Separate audited financial statements of each subsidiary of the listed entity in	Yes		http://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		http://www.hfcl.com
Materiality Policy as per Regulation 30	Yes		http://www.hfcl.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		http://www.hfcl.com
It is certified that these contents on the website of the listed entity are correct.	Yes		http://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	
<i>Recommendation of Board</i>	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),(7) &	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)	Yes	
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	
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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 & Compliance Officer**

ANNEXURE IV

500183	HFCL Limited	31 st March, 2022
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	Bank Guarantee	0	65000000
<i>Promoter Group or any other entity controlled by them</i>	NA	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	NA	0	0
<i>KMPs or any other entity controlled by them</i>	NA	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>	NA	0	0
<i>Promoter Group or any other entity controlled by them</i>	NA	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	NA	0	0
<i>KMPs or any other entity controlled by them</i>	NA	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

Name: Vijay Raj Jain
Designation: Chief Financial Officer
Place: NEW DELHI
Date: 21-Apr-2022

Signatory Details

Name : **Manoj Baid**
Designation : **Company Secretary & Compliance Officer**
Place : **NEW DELHI**
Date : **21-Apr-2022**