

General information about company	
Scrip code	500183
NSE Symbol	HFCL
MSEI Symbol	NOTLISTED
ISIN	INE548A01028
Name of the entity	HFCL LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Half Yearly
Date of Report	30-09-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I																		
Annexure I to be submitted by listed entity on quarterly basis																		
I. Composition of Board of Directors																		
Disclosure of notes on composition of board of directors explanatory																		
Whether the listed entity has a Regular Chairperson												Yes						
Whether Chairperson is related to MD or CEO												No						
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Mahendra Pratap Shukla	ABEPS0581K	00052977	Non-Executive - Non Independent Director	Chairperson		18-06-1932	14-06-2004	29-09-2018		1	0	2	2			
2	Mr	Mahendra Nahata	AAOPN6698M	00052898	Executive Director	Not Applicable	MD	19-05-1959	11-05-1987	01-10-2018		1	0	0	0			
3	Mr	Arvind Kharabanda	AHIPK7827Q	00052270	Non-Executive - Non Independent Director	Not Applicable		09-03-1947	31-10-2004			1	0	2	0			
4	Mr	Ranjeet Mal Kastia	AHJPK6269M	00053059	Non-Executive - Non Independent Director	Not Applicable		10-10-1941	07-02-1996			1	0	2	0			

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Ranjeet Anandkumar Soni	AQPPS7298R	07977478	Non-Executive - Nominee Director	Not Applicable		21-06-1973	07-11-2017				1	0	0	0		
6	Mr	Surendra Singh Sirohi	COSPS8266Q	07595264	Non-Executive - Independent Director	Not Applicable		23-07-1955	27-08-2018			13	2	2	2	0		
7	Mr	Ved Kumar Jain	AAGPJ0415J	00485623	Non-Executive - Independent Director	Not Applicable		15-12-1953	27-08-2018			13	2	2	5	3		
8	Mrs	Tamali Sen Gupta	ABMPS6861L	00358658	Non-Executive - Independent Director	Not Applicable		27-09-1962	24-12-2018			9	2	2	3	1		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00485623	Ved Kumar Jain	Non-Executive - Independent Director	Chairperson	27-08-2018		
2	07595264	Surendra Singh Sirohi	Non-Executive - Independent Director	Member	27-08-2018		
3	00052270	Arvind Kharabanda	Non-Executive - Non Independent Director	Member	30-10-2004		
4	00358658	Tamali Sen Gupta	Non-Executive - Independent Director	Member	08-02-2019		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

1	07595264	Surendra Singh Sirohi	Non-Executive - Independent Director	Chairperson	27-08-2018		
2	00485623	Ved Kumar Jain	Non-Executive - Independent Director	Member	27-08-2018		
3	00052977	Mahendra Pratap Shukla	Non-Executive - Non Independent Director	Member	30-10-2004		
4	07977478	Ranjeet Anandkumar Soni	Non-Executive - Nominee Director	Member	27-08-2018		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00052977	Mahendra Pratap Shukla	Non-Executive - Non Independent Director	Chairperson	12-08-2005		
2	00053059	Ranjeet Mal Kastia	Non-Executive - Non Independent Director	Member	27-01-2001		
3	00052270	Arvind Kharabanda	Non-Executive - Non Independent Director	Member	30-10-2004		
4	00358658	Tamali Sen Gupta	Non-Executive - Independent Director	Member	01-04-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00052898	Mahendra Nahata	Executive Director	Chairperson	17-10-2014		
2	00052977	Mahendra Pratap Shukla	Non-Executive - Non Independent Director	Member	17-10-2014		
3	00052270	Arvind Kharabanda	Non-Executive - Non Independent Director	Member	17-10-2014		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

### Annexure 1

#### Annexure 1

#### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of

directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	15-05-2019				Yes		
2		10-07-2019	55		Yes	7	3
3		28-08-2019	48		Yes	6	3

### Annexure 1

#### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	15-05-2019				Yes	4	3
2	Audit Committee	10-07-2019	55			Yes	4	3
3	Nomination and remuneration committee	15-05-2019				Yes	4	2
4	Nomination and remuneration committee	28-08-2019	104			Yes	3	2

### Annexure 1

#### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

### Annexure 1

#### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)

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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

#### Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	MANOJ BAID
2	Designation	Company Secretary and Compliance Officer

#### Text Block

Textual Information(1)	The Report for the previous quarter has already been placed before the Board of Directors. The Report for the quarter and half year ended 30th September, 2019 shall be placed before the Board of Directors in the ensuing Board Meeting.
------------------------	--

#### Annexure III

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Any other information to be provided	Textual Information(1)
--------------------------------------	------------------------

<b>Text Block</b>	
Textual Information(1)	Due to personal exigencies, the Chairman of Nomination, Remuneration and Compensation Committee could not attend the AGM. However, Mr. Ved Kumar Jain authorised by the Chairman of NRC attended the AGM alongwith Mr. M P Shukla, a member of NRC.

<b>Annexure III</b>		
1	Name of signatory	MANOJ BAID
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	MANOJ BAID
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	15-10-2019