

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **HFCL Limited**
 2. Quarter ending - **30-Sep-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 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 Pratap Shukla	00052977	C & NED		14-Jun-2004	28-Sep-2020			18-Jun-1932	Yes	28-Sep-2020	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		
Mr.	Surendra Singh Sirohi	07595264	ID		27-Aug-2018	27-Aug-2018		25	23-Jul-1955	NA		1	1	1	0	AC,NRC	
Mrs.	Tamali Sen Gupta	00358658	ID		24-Dec-2018	24-Dec-2018		21	27-Sep-1962	NA		3	3	4	1	AC,SC	
Mr.	Bharat Pal Singh	00739712	ID		21-Jan-2020	21-Jan-2020		8	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	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 Sen Gupta	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	Mahendra Pratap Shukla	C & NED	Chairperson	12-Aug-2005	
2	Tamali Sen Gupta	ID	Member	01-Apr-2019	
3	Ranjeet Mal Kastia	NED	Member	27-Jan-2001	
4	Arvind Kharabanda	NED	Member	30-Oct-2004	

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	Bharat Pal Singh	ID	Member	21-Jan-2020	
3	Mahendra Pratap Shukla	C & NED	Member	30-Oct-2004	
4	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
05-Jun-2020	17-Aug-2020	Yes	8	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	72

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	05-Jun-2020		Yes	4	3
Audit Committee		17-Aug-2020	Yes	4	3
Nomination & Remuneration Committee	05-Jun-2020		Yes	4	2
Nomination & Remuneration Committee		17-Aug-2020	Yes	4	2
Stakeholders Relationship Committee		06-Jul-2020	Yes	4	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	72

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:

The Report for the previous quarter ended 30th June, 2020 had already been placed before the Board of Directors at its meeting held on 17th August, 2020. The Report for the current quarter and half year ended 30th September, 2020, shall be placed before the Board of Directors in the ensuing Board Meeting.

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

ANNEXURE III**Affirmations**

Broad Heading	Regulation Number	Compliance Status	Company Remark
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	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	No	The Chairman of Stakeholders' Relationship Committee (SRC) was not present due to his Medical Exigency. However, Mr. Arvind Kharabanda, Member of SRC, authorised by the Chairman along with all other members of SRC were present in the AGM.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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