

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Himachal Futuristic Communications Limited**  
 2. Quarter ending - **30-Sep-2018**

<b>I. Composition of Board of Directors</b>										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent / Nominee)	Date of Appointment	Date of cessation	Tenure	No of 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
Mr.	Mahendra Pratap Shukla	00052977	ABEPS0581K	C & NED	29-Sep-2018		50	1	3	1
Mr.	Mahendra Nahata	00052898	AAOPN6698M	ED	01-Oct-2015			1	0	0
Mr.	Arvind Kharabanda	00052270	AHIPK7827Q	NED	01-Jun-2014			1	2	0
Mr.	Ranjeet Mal Kastia	00053059	AHJPK6269M	NED	01-Feb-2009			1	2	0
Mr.	Ranjeet Anandkumar Soni	07977478	AQPPS7298R	NED,ND	07-Nov-2017			1	0	0
Mr.	Surendra Singh Sirohi	07595264	COSPS8266Q	ID	27-Aug-2018		1	2	1	0
Mr.	Ved Kumar Jain	00485623	AAGPJ0415J	ID	27-Aug-2018		1	2	4	1
Mrs.	Bela Banerjee	07047271	AAAPB5935B	ID	22-Aug-2016	26-Sep-2018	42	2	2	0

Mr. Mahendra Pratap Shukla was Chairman of Audit Committee up to 28.09.2018 being Independent Director. On completion of his second term as an Independent Director on 29.09.2018, he has ceased to be an Independent Director of the Company and has been appointed as a Non-Executive Chairman of the Company from 29.09.2018.

## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Mahendra Pratap Shukla	C & NED	Chairperson
2	Arvind Kharabanda	NED	Member
3	Surendra Singh Sirohi	ID	Member
4	Ved Kumar Jain	ID	Member

### **Audit Committee**

Mr. Mahendra Pratap Shukla was Chairman of Audit Committee up to 28.09.2018 being Independent Director. On completion of his second term as an Independent Director on 29.09.2018, he has ceased to be an Independent Director of the Company and has been appointed as a Non-Executive Chairman of the Company from 29.09.2018.

Smt. Bela Banerjee Non-Executive Independent Director, who was also a member of Audit Committee, has resigned from the position of a Director of the Company w.e.f. 26.09.2018 and has ceased to be a member of Audit Committee from that date.

The Board of Directors of the Company has re-constituted the Audit Committee vide Circular Resolution passed on 15.10.2018. Pursuant to re-constitution of Audit Committee on 15.10.2018, Mr. Mr. Mahendra Pratap Shukla has ceased to be a member of the Audit Committee w.e.f. 15.10.2018. The Board also appointed Mr. Ved Kumar Jain as the Chairman of the Audit Committee w.e.f. 15.10.2018.

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Ranjeet Mal Kastia	NED	Member
2	Arvind Kharabanda	NED	Member
3	Mahendra Pratap Shukla	C & NED	Chairperson

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Ved Kumar Jain	ID	Member
2	Mahendra Pratap Shukla	C & NED	Member
3	Ranjeet Anandkumar Soni	NED,ND	Member
4	Bela Banerjee	ID	Chairperson
5	Surendra Singh Sirohi	ID	Member

#### **Nomination, Remuneration and Compensation Committee**

Smt. Bela Banerjee Non-Executive Independent Director, who was also the Chairperson of Nomination, Remuneration and Compensation Committee ("NRCC"), has resigned from the position of a Director of the Company w.e.f. 26.09.2018 and has ceased to be the Chairman and Member of NRCC from that date.

The Board of Directors of the Company has re-constituted the NRCC vide Circular Resolution passed on 15.10.2018 and appointed Mr. Surendra Singh Sirohi as the Chairman of the NRCC w.e.f. 15.10.2018.

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
03-May-2018	23-Jul-2018	80
	01-Aug-2018	
	27-Aug-2018	

<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	01-Aug-2018	3	03-May-2018	89
Nomination & Remuneration Committee	01-Aug-2018	3	03-May-2018	
Nomination & Remuneration Committee	27-Aug-2018	2		

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
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

#### **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) - **Not applicable**
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:

**Smt. Bela Banerjee, Non-Executive Independent Director of the Company has resigned from the position of a Director of the Company and accordingly has ceased to be a Director of the Company w.e.f. 26.09.2018. The intermittent vacancy caused by resignation of Smt. Bela Banerjee shall be filled up by the Board of Directors within three months i.e. up to 25.12.2018**

**Smt. Bela Banerjee Non-Executive Independent Director, who was also a member of Audit Committee, has resigned from the position of a Director of the Company w.e.f. 26.09.2018 and has ceased to be a member of Audit Committee from that date.**

**The Board of Directors of the Company has re-constituted the Audit Committee vide Circular Resolution passed on 15.10.2018. Pursuant to re-constitution of Audit Committee on 15.10.2018, Mr. Mahendra Pratap Shukla has ceased to be a member of the Audit Committee w.e.f. 15.10.2018. The Board also appointed Mr. Ved Kumar Jain as the Chairman of the Audit Committee w.e.f. 15.10.2018.**

**Smt. Bela Banerjee Non-Executive Independent Director, who was also the Chairperson of Nomination, Remuneration and Compensation Committee (NRCC), has resigned from the position of a Director of the Company w.e.f. 26.09.2018 and has ceased to be the Chairman and Member of NRCC from that date.**

**The Board of Directors of the Company has re-constituted the NRCC vide Circular Resolution passed on 15.10.2018 and appointed Mr. Surendra Singh Sirohi as the Chairman of the NRCC w.e.f. 15.10.2018.**

**The Report for the previous quarter has already been placed before the Board of Directors. The Report for the quarter ended 30th September, 2018 shall be placed before the Board of Directors in the ensuing Board Meeting.**

**Name : MANOJ BAID  
Designation : Company Secretary & Compliance Office**

### ANNEXURE III

#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
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)	Not Applicable
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

#### Note:

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.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**Name** : **MANOJ BAID**  
**Designation** : **Company Secretary & Compliance Office**