

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **HFCL Limited**
2. Quarter ending - **30-Sep-2023**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity	Members hip in Committees of the Company	Remarks
Mr.	Mahendra Nahata	00052898	AAOPN6698M	C & ED	MD	11-May-1987				19-May-1959	No				Active	NA		1	0	0	0	RMC	
Mr.	Arvind Kharabanda	00052270	AHIPK7827Q	NED		31-Oct-2004				09-Mar-1947	No				Active	Yes	30-Sep-2022	1	0	3	1	AC,SC,RC,NRC	
Mr.	Ranjeet Mal Kastia	00053059	AHJPK6269M	NED		07-Feb-1996				10-Oct-1941	No				Active	Yes	30-Sep-2023	2	1	2	0	SC	
Mr.	Surendra Singh Sirohi	07595264	COSPS8266Q	ID		27-Aug-2018	27-Aug-2021		61	23-Jul-1955	No				Active	NA		1	1	1	0	AC,NRC	
Mrs.	Tamali Sengupta	00358658	ABMPS6861L	ID		24-Dec-2018	24-Dec-2021		57	27-Sep-1962	No				Active	NA		1	1	4	1	AC,SC	
Mr.	Bharat Pal Singh	00739712	AHQPS6661Q	ID		21-Jan-2020	21-Jan-2023		44	13-Jan-1952	No				Active	NA		1	1	1	1	AC,RC,NRC	
Mr.	Ajai Kumar	02446976	AILPK2079C	ID		25-Nov-2021	25-Nov-2021		22	26-Jun-1953	No				Active	NA		2	2	5	2		

Company Remarks	Since the Board of Directors 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 26.07.2023 and 01.09.2023
Whether Regular chairperson appointed	No
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees**a. Audit Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Bharat Pal Singh	ID	Chairperson	21-Jan-2020	
2	Surendra Singh Sirohi	ID	Member	27-Aug-2018	
3	Arvind Kharabanda	NED	Member	31-Oct-2004	
4	Tamali Sengupta	ID	Member	08-Feb-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Arvind Kharabanda	NED	Chairperson	31-Oct-2004	
2	Ranjeet Mal Kastia	NED	Member	27-Jan-2001	
3	Tamali Sengupta	ID	Member	01-Apr-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

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c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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 Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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 Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
31-May-2023	Yes	7	7	4
26-Jul-2023	Yes	7	7	4
01-Sep-2023	Yes	7	7	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	55

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	14-Jun-2023	Yes	4	4	3	0
Audit Committee	26-Jul-2023	Yes	4	4	3	0
Audit Committee	31-Aug-2023	Yes	4	4	3	0
Nomination & Remuneration Committee	08-May-2023	Yes	3	3	2	0
Nomination & Remuneration Committee	25-Jul-2023	Yes	3	3	2	0
Risk Management Committee	11-Sep-2023	Yes	3	2	1	0

Company Remarks	No meeting of Risk Management Committee was held in the previous quarter ended 30.06.2023. The last Meeting of Risk Management Committee held on 16.03.2023 was already reported in the Corporate Governance Report for the quarter ended 31.03.2023.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	41

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 1000 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, 2023 had already been placed before the Board of Directors at its meeting held on 26th July, 2023. The Report for the current quarter ended 30th September, 2023, shall be placed before the Board of Directors in the ensuing Board Meeting as per the requirement of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.

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)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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Name : MANOJ BAID
Designation : Company Secretary & Compliance Officer

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ANNEXURE IV

%symbol%	%companyName%	%quarterEnded%
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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			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
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)
Promoter or any other entity controlled by them	Bank Guarantee	0	65000000
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	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
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	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	
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Name: VIJAY RAJ JAIN Designation: Chief Financial Officer Place: NEW DELHI Date: 19-Oct-2023
