

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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
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							Textual Information(1)
Whether the listed entity has a Regular Chairperson							No
Whether Chairperson is related to MD or CEO							No
Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Mahendra Nahata	00052898	Executive Director	Chairperson	MD	19-05-1959
2	Mr	Arvind Kharabanda	00052270	Non-Executive - Non Independent Director	Not Applicable		09-03-1947
3	Mr	Ranjeet Mal Kastia	00053059	Non-Executive - Non Independent Director	Not Applicable		10-10-1941
4	Mrs	Tamali Sengupta	00358658	Non-Executive - Independent Director	Not Applicable		27-09-1962
5	Mr	Bharat Pal Singh	00739712	Non-Executive - Independent Director	Not Applicable		13-01-1952
6	Mr	Ajai Kumar	02446976	Non-Executive - Independent Director	Not Applicable		26-06-1953
7	Mr	Surendra Singh Sirohi	07595264	Non-Executive - Independent Director	Not Applicable		23-07-1955

I. Composition of Board of Directors							
Disqualification of Directors under section 164 of the Companies Act, 2013							

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Inactive

I. Composition of Board of Directors													
Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		11-05-1987				1	0	0	0			
2	Yes	30-09-2024	31-10-2004				1	0	3	1			
3	Yes	30-09-2023	07-02-1996				2	1	2	1			
4	NA		24-12-2018	24-12-2021		69	1	1	4	1			
5	NA		21-01-2020	21-01-2023		56	1	1	1	1			
6	NA		25-11-2021	25-11-2021		34	2	2	8	3			
7	NA		27-08-2018	27-08-2021		72	1	1	1	0	Tenure Completion		

Text Block	
Textual Information(1)	Since BoD of the Co has not appointed any person as regular Chairperson the BoD elect Chairperson among themselves in its each Meeting. Mr Kharabanda & Mr Nahata were elected as the Chairperson of the Board Meeting held on 24.7.24 & 2.9.24 respectively.

	Shareholders of the Co at its AGM held on 30.9.24 has reappointed Mr Ajai Kumar as an ID of the Co, for a second term wef 25.11.24 to 24.11.27. Mr Sirohi has completed his second term as an ID and ceased to be a director of the Co wef 27.8.24.
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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	00739712	Bharat Pal Singh	Non-Executive - Independent Director	Chairperson	21-01-2020		
2	02446976	Ajai Kumar	Non-Executive - Independent Director	Member	27-08-2024		
3	00052270	Arvind Kharabanda	Non-Executive - Non Independent Director	Member	31-10-2004		
4	00358658	Tamali Sengupta	Non-Executive - Independent Director	Member	08-02-2019		
5	07595264	Surendra Singh Sirohi	Non-Executive - Independent Director	Member	27-08-2018	27-08-2024	

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	02446976	Ajai Kumar	Non-Executive - Independent Director	Chairperson	27-08-2024		
2	00739712	Bharat Pal Singh	Non-Executive - Independent Director	Member	21-01-2020		
3	00052270	Arvind Kharabanda	Non-Executive - Non Independent Director	Member	21-01-2020		
4	07595264	Surendra Singh Sirohi	Non-Executive - Independent Director	Chairperson	27-08-2018	27-08-2024	

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	00052270	Arvind Kharabanda	Non-Executive - Non Independent Director	Chairperson	31-10-2004		
2	00053059	Ranjeet Mal Kastia	Non-Executive - Non Independent Director	Member	27-01-2001		
3	00358658	Tamali Sengupta	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	00052270	Arvind Kharabanda	Non-Executive - Non Independent Director	Member	17-10-2014		
3	00739712	Bharat Pal Singh	Non-Executive - Independent Director	Member	10-05-2021		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
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)	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*
1	03-05-2024				Yes	7	7	4
2		24-07-2024	81		Yes	7	6	4
3		02-09-2024	39		Yes	6	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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	03-05-2024				Yes	4	4	3	0
2	Audit Committee	24-07-2024	81			Yes	4	4	3	0
3	Audit Committee	30-08-2024	36			Yes	4	4	3	0
4	Nomination and remuneration committee	02-05-2024				Yes	3	3	2	0
5	Nomination and remuneration committee	02-09-2024	122			Yes	3	3	2	0
6	Risk Management Committee	26-09-2024				Yes	3	2	1	0

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	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
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 1000 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 ended 30th June, 2024 had already been placed before the Board of Directors at its meeting held on 24th July, 2024. The Report for the current quarter ended 30th September, 2024, 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.

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	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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Annexure III		
1	Name of signatory	MANOJ BAID
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	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) Additional Information	Textual Information(2)
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II. Affirmations

Affirmations	Compliance Status	Company Remarks
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.	Yes	Textual Information(3)
Name	VIJAY RAJ JAIN	
Designation	CFO	
Place	NEW DELHI	
Date	18-10-2024	

Text Block

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
Sr.	Date of the event
	Brief details of the event

Signatory Details

Name of signatory	MANOJ BAID
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	18-10-2024