



HFCL Limited

8, Commercial Complex, Masjid Moth, Greater Kailash - II,
New Delhi - 110048, India

Tel : (+91 11) 3520 9400, 3520 9500 Fax : (+91 11) 3520 9525

Web : www.hfcl.com

Email : secretarial@hfcl.com

HFCL/SEC/2024-25

December 17, 2024

The BSE Ltd.

1st Floor, New Trading Wing, Rotunda Building
Phiroze Jeejeebhoy Towers, Dalal Street, Fort
Mumbai - 400001

corp.relations@bseindia.com

Security Code No.: 500183

The National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor, C - 1, Block G
Bandra - Kurla Complex, Bandra (E)
Mumbai - 400051

cmlist@nse.co.in

Security Code No.: HFCL

RE: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

**Subject: 1. Appointment of Ms. Bela Banerjee (DIN: 07047271) as an Additional Director in the category of Independent Director of the Company
2. Reconstitution of various Committees of the Board of Directors**

Dear Sir(s)/ Madam

In terms of Regulation 30 read with Para A of Part A of Schedule III to the SEBI Listing Regulations, we wish to inform you that the Board of Directors of the Company, vide its resolutions passed by way of circulation on December 17, 2024, has *inter-alia* considered and approved the following:

1. Appointment of Ms. Bela Banerjee (DIN: 07047271) as an Additional Director in the category of Independent Director on the Board of the Company, for a term of 3 (three) years w.e.f. December 17, 2024 to December 16, 2027, on the recommendations of the Nomination, Remuneration & Compensation Committee and subject to the approval of shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In compliance with SEBI Order dated June 14, 2018 to the Stock Exchanges and further BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24, both dated June 20, 2018, this is to confirm that Ms. Bela Banerjee (DIN: 07047271) has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The details as required under SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as under:

S. No.	Particulars	Details
1	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment
2	Date of appointment Term of appointment	December 17, 2024 Ms. Bela Banerjee (DIN: 07047271) has been appointed as an Additional Director in the category of Independent Director, on the Board of the Company, for a term of 3 (three) years w.e.f. December 17, 2024 to December 16, 2027, subject to the approval of shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.



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3	Brief profile (in case of appointment)	<p>Mrs. Bela Banerjee has completed her Post Graduation in History from Banaras Hindu University and also holds a degree in Law from Delhi University.</p> <p>She has over 37 years of experience in the Government of India, having served in different positions both in Ministry of Railways as well as in the Ministry of Human Resource Development -Department of Education.</p> <p>After superannuating from Indian Railways in October, 2010 as a Principal Financial Advisor and Chief Accounts Officer – Additional Secretary, she joined as a Member (Technical) in the Railway Claims Tribunal.</p> <p>Mrs. Banerjee has extensive experience in works tendering, project management & financial management of construction projects. As the Executive Director Finance (Expenditure)- in the Railway Board, she was responsible for the financial appraisal of investment proposals for various projects like new lines, doubling, and bridges as well as handling various matters related to Railway PSUs, RITES, IRCON.</p> <p>She also held the position of Joint Secretary in the Ministry of HRD, Government of India where she was responsible for policy matters related to higher education.</p> <p>Mrs. Banerjee has also served as a government nominee director on the Board of Directors of the Container Corporation of India Limited.</p> <p>She is also a registered member of the Arbitration Council of India and has handled various arbitration cases at different levels in railways and PSUs.</p>
4	Disclosure of relationships between directors (in case of appointment of a director)	Nil

2. Re-constitution of the Audit Committee of the Board of Directors, w.e.f. December 17, 2024:-

S. No.	Name of the Member	Category	Status
1.	Mr. Bharat Pal Singh	Non-Executive Independent Director	Chairman
2.	Mr. Ajai Kumar	Non-Executive Independent Director	Member
3.	Ms. Bela Banerjee	Non-Executive Independent Director	Member
4.	Mr. Arvind Kharabanda	Non-Executive Director	Member



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3. Re-constitution of the Stakeholders Relationship Committee of the Board of Directors, w.e.f. December 17, 2024:-

S. No.	Name of the Member	Category	Status
1.	Mr. Arvind Kharabanda	Non-Executive - Non Independent Director	Chairman
2.	Mr. Ranjeet Mal Kastia	Non-Executive - Non Independent Director	Member
3.	Ms. Bela Banerjee	Non-Executive - Independent Director	Member

The above information will also be available on the website of the Company at www.hfcl.com.

You are requested to take the above information on records and disseminate the same on your respective websites.

Thanking you

Yours faithfully,
For **HFCL Limited**

(Manoj Baid)
President & Company Secretary