

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 Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	There is no acquisition of shares or voting rights in unlisted companies as per Annexure I (Part C) of the SEBI Circular dated December 31, 2024.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	No	There are no reported cases of imposition of fine or penalty as per Annexure I (Part D) of the SEBI Circular dated December 31, 2024.

Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No	There are no reported cases of ongoing Tax Litigation or Disputes as per Annexure I (Part E) of the SEBI circular dated December 31, 2024
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	Yes	
Risk management committee	Applicable	
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	h00074	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		
Remarks for Exchange (not for Website Dissemination)		

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	PAN	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	Mr	Bharat Pal Singh		00739712	Non-Executive - Independent Director	Not Applicable		13-01-1952
5	Mr	Ajai Kumar		02446976	Non-Executive - Independent Director	Not Applicable		26-06-1953
6	Mrs	Bela Banerjee		07047271	Non-Executive - Independent Director	Not Applicable		07-10-1950

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

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) & reg. 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		21-01-2020	21-01-2023		62.11	1	1	1	1			
5	NA		25-11-2021	25-11-2024		40.06	4	4	6	3			
6	NA		17-12-2024	17-12-2024		3.15	1	1	3	0			

Text Block

Textual Information(1)	Since BoD of the Co has not appointed any person as regular Chairperson, the BoDs elect Chairperson among themselves in its each Meeting. Mr Nahata was elected as the Chairperson of the Board Meeting held on 03-02-2025
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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	07047271	Bela Banerjee	Non-Executive - Independent Director	Member	17-12-2024		

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		

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	07047271	Bela Banerjee	Non-Executive - Independent Director	Member	17-12-2024		

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. No.	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	21-10-2024				Yes	6	6	3
2		03-02-2025	104		Yes	6	6	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Textual Information(1)			
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	26-11-2024				Yes	4	4	3	0
2	Audit Committee	03-02-2025	68			Yes	4	4	3	0
3	Audit Committee	21-03-2025	45			Yes	4	4	3	0
4	Stakeholders Relationship Committee	10-02-2025				Yes	3	3	1	0
5	Risk Management Committee	21-03-2025	38			Yes	3	3	1	0

Text Block		
Textual Information(1)	No Stakeholders' Relationship Committee & Risk Management Committee Meetings were held in previous quarter ended 31st December, 2024. However, last Stakeholders' Relationship Committee Meeting was held on 7th May, 2024 and Risk Managment Committee Meeting was held on 26th September, 2024.	

Annexure 1		
V. 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
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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	MANOJ BAID
2	Designation	Company Secretary and Compliance Officer

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of LODR Regulation				
Sr				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
	As per regulation 46(2) of the LODR:			
1.1	Details of business	Yes		https://www.hfcl.com/
1.2	Memorandum of Association and Articles of Association	Yes		https://www.hfcl.com/
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		https://www.hfcl.com/
2	Terms and conditions of appointment of independent directors	Yes		https://www.hfcl.com/

3	Composition of various committees of board of directors	Yes		https://www.hfcl.com/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.hfcl.com/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.hfcl.com/
6	Criteria of making payments to non-executive directors	Yes		https://www.hfcl.com/
7	Policy on dealing with related party transactions	Yes		https://www.hfcl.com/
8	Policy for determining 'material' subsidiaries	Yes		https://www.hfcl.com/
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.hfcl.com/
10	Email address for grievance redressal and other relevant details	Yes		https://www.hfcl.com/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.hfcl.com/
12	Financial results	Yes		https://www.hfcl.com/
13	Shareholding pattern	Yes		https://www.hfcl.com/
14	Details of agreements entered into with the media companies and/or their associates	NA		

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of LODR Regulation

Sr

	As per regulation 46(2) of the LODR:		
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15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes	https://www.hfcl.com/
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes	https://www.hfcl.com/
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	https://www.hfcl.com/
18	Credit rating or revision in credit rating obtained	Yes	https://www.hfcl.com/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.hfcl.com/
20	Secretarial Compliance Report	Yes	https://www.hfcl.com/
21	Materiality Policy as per Regulation 30 (4)	Yes	https://www.hfcl.com/
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.hfcl.com/
23	Disclosures under regulation 30(8)	Yes	https://www.hfcl.com/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	https://www.hfcl.com/
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	https://www.hfcl.com/
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.hfcl.com/
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes	https://www.hfcl.com/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.hfcl.com/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.hfcl.com/
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			Textual Information(1)

Text Block	
Textual Information(1)	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.

21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	

32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	

45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Manoj Baid
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)

1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	Manoj Baid
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC. (applicable only for half-yearly filings)			
Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			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)
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	25-04-2025		

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
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Signatory Details	
Name of signatory	MANOJ BAID
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	25-04-2025

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	7
No. of investor complaints disposed off during the Quarter	7
No. of investor complaints those remaining unresolved at the end of the Quarter	0