## ANNEXURE I

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

1. Name of Listed Entity **-** **%companyName%**
2. Quarter ending **- %quarterEnded%**
3. **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 special resolution passed? | Date of passing special resolution | No. of Directorship in listed entities including this listed entity | No of Independent 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 | Membership in Committees of the Company | Remarks |
| Mr. | Rakesh Kumar Wadhawan | 00028573 | AAEPW7656G | C & ED |  | 27-Jan-2004 | 30-Sep-2017 |  |  | 14-Oct-1952 | NA |  | 1 | 0 | 0 | 0 |  |  |
| Mr. | Sarang Wadhawan | 00028608 | AAAPW2530R | ED | MD | 04-Mar-2005 | 01-Apr-2016 |  | 60 | 05-Oct-1976 | NA |  | 1 | 0 | 2 | 0 | SC,RC |  |
| Mr. | Lalit Mohan Mehta | 00458975 | ABOPM0498D | ID |  | 14-Jun-2006 | 01-Apr-2019 |  | 60 | 20-Jan-1944 | Yes | 28-Sep-2019 | 1 | 1 | 2 | 1 | AC,SC,NRC |  |
| Mr. | Raj Kumar Aggarwal | 02034914 | AAFPF0554N | ID |  | 21-May-2008 | 01-Apr-2019 |  | 60 | 10-Nov-1956 | NA |  | 1 | 1 | 2 | 0 | AC,SC,NRC |  |
| Ms. | Sandhya Baliga | 07015987 | AAJPB5194M | ID |  | 14-Nov-2014 | 28-Sep-2019 |  | 60 | 27-Oct-1953 | NA |  | 1 | 1 | 1 | 1 | AC |  |
| Mr. | Hazari Lal | 06696100 | AAUPL4774C | ID |  | 14-Nov-2014 | 28-Sep-2019 |  | 60 | 11-Sep-1950 | NA |  | 1 | 1 | 0 | 0 | RMC,NRC |  |

|  |  |
| --- | --- |
| Company Remarks | Pursuant to an application filed by Bank of India before the Honble National Company Law Tribunal, Mumbai Bench (NCLT) in terms of Section 7 of IBC, the NCLT had admitted the application and ordered the commencement of CIRP of the Company.During the year, Mr. Lalit Mohan Mehta, Mr Raj Kumar Aggarwal ,Ms Sandhya Baliga and Mr Hazari Lal have resigned. The aforementioned resignations were put up to the CoC. CoC expressed a view that the resignations cannot be accepted. |
| Whether Permanent chairperson appointed | Yes |
| Whether Chairperson is related to MD or CEO | Yes |

1. **Composition of Committees**
2. **Audit Committee**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| *Sr. No.* | *Name of the Director* | *Category* | *Chairperson/Membership* | *Appointment Date* | *Cessation Date* |
| 1 | Sandhya Baliga | ID | Chairperson | 14-Nov-2014 |  |
| 2 | Lalit Mohan Mehta | ID | Member | 01-Apr-2014 |  |
| 3 | Raj Kumar Aggarwal | ID | Member | 01-Apr-2014 |  |

|  |  |
| --- | --- |
| Company Remarks |  |
| Whether Permanent chairperson appointed | Yes |

1. **Stakeholders Relationship** **Committee**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| *Sr. No.* | *Name of the Director* | *Category* | *Chairperson/Membership* | *Appointment Date* | *Cessation Date* |
| 1 | Lalit Mohan Mehta | ID | Chairperson | 01-Apr-2014 |  |
| 2 | Sarang Wadhawan | ED | Member | 01-Apr-2016 |  |
| 3 | Raj Kumar Aggarwal | ID | Member | 14-Feb-2019 |  |

|  |  |
| --- | --- |
| Company Remarks |  |
| Whether Permanent chairperson appointed | Yes |

1. **Risk Management** **Committee**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| *Sr. No.* | *Name of the Director* | *Category* | *Chairperson/Membership* | *Appointment Date* | *Cessation Date* |
| 1 | Sarang Wadhawan | ED | Chairperson | 01-Apr-2016 |  |
| 2 | Hazari Lal | ID | Member | 14-Nov-2014 |  |

|  |  |
| --- | --- |
| Company Remarks |  |
| Whether Permanent chairperson appointed | Yes |

1. **Nomination and Remuneration** **Committee**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| *Sr. No.* | *Name of the Director* | *Category* | *Chairperson/Membership* | *Appointment Date* | *Cessation Date* |
| 1 | Lalit Mohan Mehta | ID | Chairperson | 01-Apr-2014 |  |
| 2 | Raj Kumar Aggarwal | ID | Member | 01-Apr-2014 |  |
| 3 | Hazari Lal | ID | Member | 14-Nov-2014 |  |

|  |  |
| --- | --- |
| Company Remarks |  |
| Whether Permanent chairperson appointed | Yes |

1. **Meeting of Board of Directors**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Date(s) of Meeting (if any) in the previous quarter** | **Date(s) of Meeting (if any) in the relevant quarter** | **Whether requirement of Quorum met** | **Number of Directors present** | **Number of Independent Directors present** |
|  |  | No |  |  |
|  |  | No |  |  |

|  |  |
| --- | --- |
| Company Remarks | The Company has been admitted under IBC, hence the Board is suspended and thus no Board Meeting was held during the quarter.The Company has been admitted under IBC, hence the Board is suspended and thus no Board Meeting was held during the quarter. |
| Maximum gap between any two consecutive (in number of days) | 0 |

1. **Meeting of Committees**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Name of the Committee** | **Date(s) of meeting during of the committee in the previous quarter** | **Date(s) of meeting of the committee in the relevant quarter** | **Whether requirement of Quorum met (Yes/No)** | **Number of Directors present** | **Number of independent directors present** |
| Audit Committee |  |  | No |  |  |
| Audit Committee |  |  | No |  |  |
| Nomination & Remuneration Committee |  |  | No |  |  |
| Nomination & Remuneration Committee |  |  | No |  |  |
| Stakeholders Relationship Committee |  |  | No |  |  |
| Stakeholders Relationship Committee |  |  | No |  |  |
| Risk Management Committee |  |  | No |  |  |
| Risk Management Committee |  |  | No |  |  |

|  |  |
| --- | --- |
| Company Remarks | The Company has been admitted under IBC, hence the Board is suspended and thus no Board/Committee Meeting was held during the previous quarter.The Company has been admitted under IBC, hence the Board is suspended and thus no Board/Committee Meeting was held during the previous quarter.The Company has been admitted under IBC, hence the Board is suspended and thus no Board/Committee Meeting was held during the previous quarter.The Company has been admitted under IBC, hence the Board is suspended and thus no Board/Committee Meeting was held during the previous quarter.The Company has been admitted under IBC, hence the Board is suspended and thus no Board/Committee Meeting was held during the previous quarter.The Company has been admitted under IBC, hence the Board is suspended and thus no Board/Committee Meeting was held during the previous quarter.The Company has been admitted under IBC, hence the Board is suspended and thus no Board/Committee Meeting was held during the previous quarter.The Company has been admitted under IBC, hence the Board is suspended and thus no Board/Committee Meeting was held during the previous quarter.The Company has been admitted under IBC, hence the Board is suspended and thus no Board/Committee Meeting was held during the previous quarter.The Company has been admitted under IBC, hence the Board is suspended and thus no Board/Committee Meeting was held during the previous quarter.The Company has been admitted under IBC, hence the Board is suspended and thus no Board/Committee Meeting was held during the previous quarter.The Company has been admitted under IBC, hence the Board is suspended and thus no Board/Committee Meeting was held during the previous quarter. |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 0 |

1. **Related Party Transactions**

|  |  |  |
| --- | --- | --- |
| ***Subject*** | ***Compliance status (Yes/No/NA)*** | ***Remark*** |
| Whether prior approval of audit committee obtained | Not Applicable |  |
| 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 | Not Applicable |  |

|  |  |
| --- | --- |
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions |  |

**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
   1. Audit Committee - **Yes**
   2. Nomination & remuneration committee - **Yes**
   3. Stakeholders relationship committee - **Yes**
   4. 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.**- No**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. **- No**

b. Any comments/observations/advice of Board of Directors may be mentioned here:

|  |
| --- |
| **%affirmComments%** |

**Name : %affirmName%**

**Designation : %affirmDesignation%**

## ANNEXURE II

**Format 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 Listing Regulations** | | | | | | |
| ***Item*** | ***Compliance status (Yes/No/NA)*** | | Company Remark | | Website | |
| **As per regulation 46(2) of the LODR:** |  | |  | |  | |
| Details of business | Yes | |  | | www.hdil.in | |
| Terms and conditions of appointment of independent directors | Yes | |  | | www.hdil.in | |
| Composition of various committees of board of directors | Yes | |  | | www.hdil.in | |
| Code of conduct of board of directors and senior management personnel | Yes | |  | | www.hdil.in | |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | |  | | www.hdil.in | |
| Criteria of making payments to non-executive directors | Yes | |  | | www.hdil.in | |
| Policy on dealing with related party transactions | Yes | |  | | www.hdil.in | |
| Policy for determining ‘material’ subsidiaries | Yes | |  | | www.hdil.in | |
| Details of familiarization programs imparted to independent directors | Yes | |  | | www.hdil.in | |
| Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances | Yes | |  | | www.hdil.in | |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details | Yes | |  | | www.hdil.in | |
| Financial results | No | | The Auditors were appointed at the AGM held on 30th December 2020 and the financial results for the period 2020-21 is under audit. | |  | |
| Shareholding pattern | No | | Due to non payment of fees of NSDL and CDSL, we have not received benpose from them and thus the shareholding pattern was not received. | |  | |
| Details of agreements entered into with the media companies and/or their associates | Not Applicable | |  | |  | |
| Schedule of analyst or institutional investor meet and presentations madeby the listed entity to analysts or institutional investors simultaneously withsubmission to stock exchange | Not Applicable | |  | |  | |
| New name and the old name of the listed entity | Not Applicable | |  | |  | |
| Advertisements as per regulation 47 (1) | No | | The Company has been admitted under IBC, hence the Board is suspended and thus no Board Meeting was held after the commencement of CIRP. | |  | |
| Credit rating or revision in credit rating obtained by the entity for all itsoutstanding instruments obtained | Not Applicable | |  | |  | |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | No | | All the subsidiary accounts are not made available. | |  | |
| **As per other regulations of the LODR:** |  | |  | |  | |
| Whether company has provided information under separate section on its website as per Regulation 46(2) | No | | Partially available at www.hdil.in | |  | |
| Materiality Policy as per Regulation 30 | Yes | |  | | www.hdil.in | |
| Dividend Distribution policy as per Regulation 43A (as applicable) | Yes | |  | | www.hdil.in | |
| It is certified that these contents on the website of the listed entity are correct. | Yes | |  | | www.hdil.in | |
| **II Annual Affirmations** | | | | | | |
| ***Particulars*** | | ***Regulation Number*** | | ***Compliance status (Yes/No/NA)*** | | Company Remark |
| *Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’* | | *16(1)(b) & 25(6)* | | Yes | |  |
| *Board composition* | | *17(1), 17(1A) & 17(1B)* | | Yes | |  |
| *Meeting of Board of directors* | | *17(2)* | | No | | The Company has been admitted under IBC, hence the Board is suspended and thus no Board Meeting was held during the quarter. |
| *Quorum of Board meeting* | | *17(2A)* | | Not Applicable | |  |
| *Review of Compliance Reports* | | *17(3)* | | No | | The Company has been admitted under IBC, hence the Board is suspended and thus no Board Meeting was held during the quarter. |
| *Plans for orderly succession for appointments* | | *17(4)* | | No | | The Company has been admitted under IBC, hence the Board is suspended and thus no Board Meeting was held during the quarter. |
| *Code of Conduct* | | *17(5)* | | Yes | |  |
| *Fees/compensation* | | *17(6)* | | Yes | |  |
| *Minimum Information* | | *17(7)* | | Yes | |  |
| *Compliance Certificate* | | *17(8)* | | No | | The Company has been admitted under IBC, hence the Board is suspended and thus no Board Meeting was held during the quarter. |
| *Risk Assessment & Management* | | *17(9)* | | Yes | |  |
| *Performance Evaluation of Independent Directors* | | *17(10)* | | Not Applicable | |  |
| *Recommendation of Board* | | *17(11)* | | No | | The Company has been admitted under IBC, hence the Board is suspended and thus no Board Meeting was held during the quarter. |
| *Maximum number of directorship* | | *17A* | | Yes | |  |
| *Composition of Audit Committee* | | *18(1)* | | Yes | |  |
| *Meeting of Audit Committee* | | *18(2)* | | No | | The Company has been admitted under IBC, hence the Board is suspended and thus no Committee Meeting was held during the quarter. |
| *Composition of nomination & remuneration committee* | | *19(1) & (2)* | | Yes | |  |
| *Quorum of Nomination and Remuneration Committee meeting* | | *19(2A)* | | No | | The Company has been admitted under IBC, hence the Board is suspended and thus no Committee Meeting was held during the quarter. |
| *Meeting of nomination & remuneration committee* | | *19(3A)* | | Not Applicable | |  |
| *Composition of Stakeholder Relationship Committee* | | *20(1), 20(2) and 20(2A)* | | Yes | |  |
| *Meeting of stakeholder relationship committee* | | *20(3A)* | | No | | The Company has been admitted under IBC, hence the Board is suspended and thus no Committee Meeting was held during the quarter. |
| *Composition and role of risk management committee* | | *21(1),(2),(3),(4)* | | Yes | |  |
| *Meeting of Risk Management Committee* | | *22* | | No | | The Company has been admitted under IBC, hence the Board is suspended and thus no Committee Meeting was held during the quarter. |
| *Vigil Mechanism* | | *22* | | Yes | |  |
| *Policy for related party Transaction* | | *23(1),(1A),(5),(6),(7) & (8)* | | Yes | |  |
| *Prior or Omnibus approval of Audit Committee for all related party transactions* | | *23(2), (3)* | | Not Applicable | |  |
| *Approval for material related party transactions* | | *23(4)* | | Not Applicable | |  |
| *Disclosure of related party transactions on consolidated basis* | | *23(9)* | | Not Applicable | |  |
| *Composition of Board of Directors of unlisted material Subsidiary* | | *24(1)* | | Not Applicable | |  |
| *Other Corporate Governance requirements with respect to subsidiary of listed entity* | | *24(2),(3),(4),(5) & (6)* | | Not Applicable | |  |
| *Annual Secretarial Compliance Report* | | *24(A)* | | No | | Annual Secretarial Audit is under Process |
| *Alternate Director to Independent Director* | | *25(1)* | | Not Applicable | |  |
| *Maximum Tenure* | | *25(2)* | | Not Applicable | |  |
| *Meeting of independent directors* | | *25(3) & (4)* | | No | | The Company has been admitted under IBC, hence the Board is suspended and thus no Committee Meeting was held during the quarter. |
| *Familiarization of independent directors* | | *25(7)* | | Not Applicable | |  |
| *Declaration from Independent Director* | | *25(8) & (9)* | | No | | The Company has been admitted under IBC, hence the Board is suspended and thus no declaration has been received |
| *D & O Insurance for Independent Directors* | | *25(10)* | | No | | The Company has been admitted under IBC, hence the Board is suspended and no D & O policy has been obtained by the company |
| *Memberships in Committees* | | *26(1)* | | Yes | |  |
| *Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel* | | *26(3)* | | No | | The Company has been admitted under IBC, hence the Board is suspended |
| *Disclosure of Shareholding by Non- Executive Directors* | | *26(4)* | | No | | The Company has been admitted under IBC, hence the Board is suspended and thus disclosure has been received |
| *Policy with respect to Obligations of directors and senior management* | | *26(2) & 26(5)* | | Yes | |  |

|  |  |
| --- | --- |
| **Other Information** |  |

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **- Yes**

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| --- | --- |
| **Other Information** |  |

**Name : Abhay Manudhane - Resolution Professional**

**Designation : Chief Executive Officer**