

General information about company

Scrip code	514428
NSE Symbol	
MSEI Symbol	
ISIN	INE074C01013
Name of the entity	HINDUSTAN ADHESIVES LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

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

Wether the listed entity has a Regular Chairperson

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 appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	MADHUSUDAN BAGLA	AAAPB6327M	01425646	Executive Director	Not Applicable	MD	01-04-2016			1	1	0		
2	Mrs	URMILA GOENKA	ADZPG2950P	01165727	Executive Director	Not Applicable		30-09-2017			1	0	0		
3	Mr	SURESH SHRIDAR AJILA	AFVPA7853D	03203748	Executive Director	Not Applicable		30-09-2017			1	0	0		
4	Mr	AMIT KUMAR	CBCPK7448F	06902856	Non-Executive - Independent Director	Not Applicable		12-07-2014		60	1	2	1		

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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	PAWAN KUMAR GEETARAM SHARMA	AOYPS8884E	01660557	Non-Executive - Independent Director	Not Applicable		12-09-2014		60	1	1	0		
6	Mr	SUDEEP PANDE	AEDPP9421K	08212946	Non-Executive - Independent Director	Not Applicable		01-09-2018		60	1	1	1		

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	08212946	SUDEEP PANDE	Non-Executive - Independent Director	Chairperson	01-09-2018		
2	01660557	PAWAN KUMAR GEETARAM SHARMA	Non-Executive - Independent Director	Member	12-09-2014		
3	06902856	AMIT KUMAR	Non-Executive - Independent Director	Member	12-07-2014		

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	08212946	SUDEEP PANDE	Non-Executive - Independent Director	Member	01-09-2018		
2	01660557	PAWAN KUMAR GEETARAM SHARMA	Non-Executive - Independent Director	Chairperson	12-09-2014		
3	06902856	AMIT KUMAR	Non-Executive - Independent Director	Member	12-07-2014		

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	01425646	MADHUSUDAN BAGLA	Executive Director	Member	30-05-2014		
2	06902856	AMIT KUMAR	Non-Executive - Independent Director	Chairperson	14-11-2018		

Risk Management Committee							
Whether the Risk Management 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

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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	01425646	MADHUSUDAN BAGLA	Executive Director	Chairperson	30-05-2017		
2	01660557	PAWAN KUMAR GEETARAM SHARMA	Non-Executive - Independent Director	Member	30-05-2017		
3	06902856	AMIT KUMAR	Non-Executive - Independent Director	Member	30-05-2017		

Other Committee						
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Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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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
1	03-10-2018			
2	14-11-2018		41	
3		13-02-2019	90	
4		14-03-2019	28	

Annexure 1**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	13-02-2019	Yes	3	14-11-2018	90		
2	Stakeholders Relationship Committee	13-02-2019	Yes	2	14-11-2018	90		
3	Corporate Social Responsibility Committee	13-02-2019	Yes	3	14-11-2018	90		

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	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

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 100 listed entities)	NA
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

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	MADHUSUDAN BAGLA
2	Designation	Managing Director

Annexure II

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 Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is ❖No❖ details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.bagla-group.com
2	Terms and conditions of appointment of independent directors	Yes		https://www.bagla-group.com/wp-content/uploads/2019/03/appointment_letter_of_Independent_Director.pdf
3	Composition of various committees of board of directors	Yes		https://www.bagla-group.com/wp-content/uploads/2019/03/COMPOSITION_OF_VARIOUS_COMMITTEES.pdf
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.bagla-group.com/wp-content/uploads/2019/03/code_of_conduct.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.bagla-group.com/wp-content/uploads/2019/03/VIGIL_MECHANISM__1_.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.bagla-group.com/wp-content/uploads/2019/03/POLICY_ON_REMUNERATION_OF_DIRECTORS.pdf
7	Policy on dealing with related party transactions	Yes		https://www.bagla-group.com/wp-content/uploads/2019/03/rpt_policy.pdf
8	Policy for determining ❖material❖ subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.bagla-group.com/wp-content/uploads/2019/03/FAMILIARISATION_PROGRAMME_FOR_INDEPENDENT_DIRECTORS.pdf

Annexure II

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 Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.bagla-group.com/investor-relations/
11	email address for grievance redressal and other relevant details	Yes		https://www.bagla-group.com/investor-relations/
12	Financial results	Yes		https://www.bagla-group.com/investor-relations/
13	Shareholding pattern	Yes		https://www.bagla-group.com/investor-relations/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <input type="checkbox"/> No <input type="checkbox"/> details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of <input type="checkbox"/> independence <input type="checkbox"/> and/or <input type="checkbox"/> eligibility <input type="checkbox"/>	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	NA	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	

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	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	NA	

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	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	MADHUSUDAN BAGLA
2	Designation	Managing Director

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	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	MADHUSUDAN BAGLA
2	Designation	Managing Director

Signatory Details

Name of signatory	MADHUSUDAN BAGLA
Designation of person	Managing Director
Place	NEW DELHI
Date	13-04-2019

