

**Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. Name of Listed Entity:

**Hindcon Chemicals Limited**

**Annexure I**

2. Quarter ending:

**31st March, 2023**

<b>I. Composition of Board of Directors</b>												
<b>Title (Mr./ Ms)</b>	<b>Name of the Director</b>	<b>PAN &amp; DIN</b>	<b>Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)</b>	<b>Initial Date of Appointment</b>	<b>Date of re-appointment</b>	<b>Date of Cessation</b>	<b>Tenure (in months)</b>	<b>Date of Birth</b>	<b>No. of Directorship in the listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)</b>	<b>No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]</b>	<b>Number of memberships in the Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No. of post of Chairperson in the Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Sanjay Goenka	PAN-ADWPG3366L DIN - 00848190	Chairman & Managing Director/ Executive	15.12.1999	01.04.2021	-	-	24.05.1965	1	-	1	-
Mrs.	Nilima Goenka	PAN-ADUPG1640H DIN-00848225	Whole time Director/ Executive	25.08.1998	01.06.2020	-	-	24.08.1969	1	-	1	-
Mr.	Ramsanatan Banerjee	PAN-ADUPB6024C DIN-05191594	Whole-time Director/ Executive	04.02.2012	04.02.2020	-	-	02.10.1956	1	-	-	-
Mr.	Sudhir Kumar Bhartia	PAN-ADUPB4014G DIN- 00644721	Independent Director/ Non-Executive	28.05.2022	-	-	10 Months	22.10.1966	1	1	2	-
Mr.	Girdhari Lal Goenka	PAN-ADZPG1962B DIN-00613725	Independent Director/ Non-Executive	08.08.2017	08.08.2017	-	67 Months	06.01.1964	1	1	-	-
Mr.	Binay Kumar Agarwal	PAN-ACGPA4056Q DIN-01342065	Independent Director/ Non-Executive	08.08.2017	08.08.2017	-	67 Months	30.09.1966	2	2	3	3
<b>Whether regular chairperson appointed</b>						Yes						
<b>Whether Chairperson is related to managing Director or CEO</b>						Yes						

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular Chairperson appointed</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	Mr. Binay Kumar Agarwal	Chairman/Independent Director/Non-Executive	15.09.2017	
		Mr. Sudhir Kumar Bhartia	Member/Independent Director/Non-Executive	28.05.2022	
		Mr. Sanjay Goenka	Member/Chairman & Managing Director/Executive	15.09.2017	
2. Nomination & Remuneration Committee	Yes	Mr. Girdhari Lal Goenka	Chairman/Independent Director/Non-Executive	15.09.2017	
		Mr. Binay Kumar Agarwal	Member/Independent Director/Non-Executive	15.09.2017	
		Mr. Sudhir Kumar Bhartia	Member/Independent Director/Non-Executive	28.05.2022	
3. Risk Management Committee (if applicable)	NA	NA	NA	NA	
4. Stakeholders' Relationship Committee	Yes	Mr. Binay Kumar Agarwal	Chairman/Independent Director/Non-Executive	15.09.2017	
		Mr. Sudhir Kumar Bhartia	Member/Independent Director/Non-Executive	28.05.2022	
		Mrs. NilimaGoenka	Member- Whole Time Director /Executive	15.09.2017	
5. Corporate Social Responsibility Committee	Yes	Mr. Sanjay Goenka	Chairman/ Chairman & Managing Director/Executive	25.05.2018	
		Mr. Binay Kumar Agarwal	Member/Independent Director/Non-Executive	25.05.2018	
		Mrs. NilimaGoenka	Member- Whole Time Director /Executive	25.05.2018	

<b>III</b>	<b>Meeting of Board of Directors</b>					
	<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
	14.11.2022	09.02.2023	Yes	6	3	86

<b>IV</b>	<b>Meeting of Committees</b>	<b>Audit Committee</b>				
	<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
	14.11.2022	09.02.2023	Yes	3	2	86

<b>IV</b>	<b>Meeting of Committees</b>	<b>Nomination and Remuneration Committee</b>				
	<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
	14.11.2022	09.02.2023	Yes	3	3	86

<b>IV</b>	<b>Meeting of Committees</b>	<b>Stakeholders Relationship Committee</b>				
	<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
	14.11.2022	09.02.2023	Yes	3	2	86

<b>V</b>	<b>Meeting of Committees</b>	<b>Corporate Social Responsibility Committee</b>				
	<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
	Nil	09.02.2023	Yes	3	1	256



<b>IV</b>	<b>Related Party Transactions</b>	
	<b>Subject</b>	<b>Compliance Status (yes / No / NA)</b>
	Whether prior approval of audit committee obtained	Yes
	Whether shareholder approval obtained for material RPT	NA
	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

<b>VI.</b>	<b>Affirmation</b>
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
	b Nomination & Remuneration Committee -Yes
	c Stakeholders' Relationship Committee -Yes
	d Risk Management Committee(applicable to top 500 listed entites) - NA
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. -Yes
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes

*For Hindcon Chemicals Limited*

*Sd/-*

*Ankita Banerjee*

*Company Secretary & Compliance Officer*

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		www.hindcon.com
2	Terms and conditions of appointment of independent directors	Yes		www.hindcon.com
3	Composition of various committees of board of directors	Yes		www.hindcon.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.hindcon.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.hindcon.com
6	Criteria of making payments to non-executive directors	Yes		www.hindcon.com
7	Policy on dealing with related party transactions	Yes		www.hindcon.com
8	Policy for determining 'material' subsidiaries	Yes		www.hindcon.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.hindcon.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.hindcon.com
11	email address for grievance redressal and other relevant details	Yes		www.hindcon.com
12	Financial results	Yes		www.hindcon.com
13	Shareholding pattern	Yes		www.hindcon.com
14	Details of agreements entered into with the media companies and/or their associates	NA		NA
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		NA
16	New name and the old name of the listed entity	NA		NA
17	Advertisements as per regulation 47 (1)	Yes		www.hindcon.com
18	Credit rating or revision in credit rating obtained	NA		NA
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.hindcon.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.hindcon.com
21	Materiality Policy as per Regulation 30	Yes		www.hindcon.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		NA
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.hindcon.com

*For Hindcon Chemicals Limited*

*Sd/-*

*Ankita Banerjee*

*Company Secretary & Compliance Officer*



## Annexure II

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) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	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	
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	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
1	Name of signatory	Ankita Banerjee		
2	Designation	Company Secretary and Compliance Officer		



<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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
<b>Any other information to be provided</b>		
<b>Annexure II</b>		
1	Name of signatory	Ankita Banerjee
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	<b>Not Applicable</b>		
Reason for Non Applicability	<b>The Company has not given any loans, guarantees or provided any securities</b>		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
<b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(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</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(D) Additional Information</b>			
<b>II. Affirmations</b>			
<b>Affirmations</b>		<b>Compliance Status</b>	<b>Company Remarks</b>
All loans (or other form of debt), guarantees, comfort letters (by whatever name)			
Name			
Designation			
Place			
Date			

*For Hindcon Chemicals Limited*

*Sd/-*

*Ankita Banerjee*

*Company Secretary & Compliance Officer*

