

Corporate Governance Report for the Quarter ended 31.03.2022

| General information about company | |
|--|--------------------------|
| Scrip code | 543433 |
| NSE Symbol | HPAL |
| MSEI Symbol | NA |
| ISIN | INE0GSL01016 |
| Name of the entity | HP Adhesives Limited |
| Date of start of financial year | 01-04-2021 |
| Date of end of financial year | 31-03-2022 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2022 |
| Risk management committee | Not Applicable |
| Market Capitalisation as per immediate previous Financial Year | Top 2000 listed entities |



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

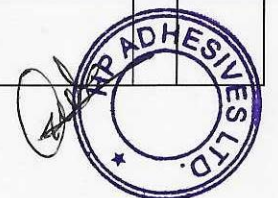
Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

| 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 | 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 (Refer Regulation 17A(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 DIN |
|----|---------------|----------------------|-------------|-----------|-------------------------|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|
| 1 | Mr | Anjana Hares Motwani | AANP M5804B | 0265 0184 | Executive Director | Chair person | | 15-03-1956 | NA | | 07-05-2019 | | | | 1 | 0 | 0 | 0 | |



| | | | | | | | | | | | | | | | | | | | | |
|---|---|----------------------|-------------|-----------|--------------------------------------|----------------|----|------------|----|--|------------|------------|--|---|---|---|---|---|--|--|
| 2 | M | Karan Hareh Motwani | ANHP M5141Q | 0265 0089 | Executive Director | Not Applicable | MD | 09-09-1985 | NA | | 07-05-2019 | | | | 1 | 0 | 1 | 0 | | |
| 3 | M | Rajendra Kumar Jain | ACYPJ6 614P | 0014 4095 | Non-Executive - Independent Director | Not Applicable | | 05-07-1966 | NA | | 05-07-2021 | 05-07-2021 | | 6 | 2 | 2 | 3 | 0 | | |
| 4 | M | Surendra Kumar Mehta | ADKP M7813L | 0921 1358 | Non-Executive - Independent Director | Not Applicable | | 06-10-1963 | NA | | 23-06-2021 | 23-06-2021 | | 6 | 1 | 1 | 0 | 2 | | |
| 5 | M | Ajeet Anant Wavalkar | AAWP W7074L | 0922 6644 | Non-Executive - Independent Director | Not Applicable | | 26-02-1956 | NA | | 05-07-2021 | 05-07-2021 | | 6 | 1 | 1 | 1 | 0 | | |
| 6 | M | Nidhi Hareh Motwani | BCAPM 1284K | 0665 5834 | Executive Director | Not Applicable | | 01-01-1992 | NA | | 10-02-2022 | | | | 1 | 0 | 0 | 0 | | |



| 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 | 09211358 | Surendra Kumar Mehta | Non-Executive - Independent Director | Chairperson | 07-07-2021 | | |
| 2 | 00144095 | Rajendra Kumar Jain | Non-Executive - Independent Director | Member | 07-07-2021 | | |
| 3 | 02650089 | Karan Haresh Motwani | Executive Director | Member | 07-07-2021 | | |

| 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 | 09211358 | Surendra Kumar Mehta | Non-Executive - Independent Director | Chairperson | 07-07-2021 | | |
| 2 | 00144095 | Rajendra Kumar Jain | Non-Executive - Independent Director | Member | 07-07-2021 | | |
| 3 | 09226644 | Ajeet Anant Walavalkar | Non-Executive - Independent Director | Member | 07-07-2021 | | |

| 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 | 09211358 | Surendra Kumar Mehta | Non-Executive - Independent Director | Chairperson | 07-07-2021 | | |
| 2 | 00144095 | Rajendra Kumar Jain | Non-Executive - Independent Director | Member | 07-07-2021 | | |
| 3 | 09226644 | Ajeet Anant Walavalkar | Non-Executive - Independent Director | Member | 07-07-2021 | | |



| Risk Management Committee- Not Applicable | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| 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 | 02650184 | Anjana Haresh Motwani | Executive Director | Chairperson | 03-12-2021 | | |
| 2 | 02650089 | Karan Haresh Motwani | Executive Director | Member | 03-12-2021 | | |
| 3 | 09226644 | Ajeet Anant Walavalkar | Non-Executive - Independent Director | Member | 03-12-2021 | | |

| 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 | Whether requirement of Quorum met (Yes/No) | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 15-11-2021 | | | | Yes | 5 | 3 |
| 2 | 27-11-2021 | | 11 | | Yes | 5 | 3 |
| 3 | 03-12-2021 | | 5 | | Yes | 4 | 2 |
| 4 | 22-12-2021 | | 18 | | Yes | 4 | 2 |
| 5 | | 10-02-2022 | 49 | | Yes | 5 | 3 |
| 6 | | 25-03-2022 | 42 | | Yes | 6 | 3 |



Annexure 1

IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory | | | | | | | | |
|--|---|---|--|-------------------------------|--|--|---|---|
| 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) | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | Audit Committee | 15-11-2021 | | | | Yes | 3 | 2 |
| 2 | Audit Committee | 27-11-2021 | 11 | | | Yes | 3 | 2 |
| 3 | Audit Committee | 10-02-2022 | 74 | | | Yes | 3 | 2 |
| 4 | Audit Committee | 25-03-2022 | 42 | | | Yes | 3 | 3 |
| 5 | Nomination and Remuneration committee | 10-02-2022 | | | | Yes | 3 | 3 |
| 6 | Corporate Social Responsibility Committee | 25-03-2022 | | | | Yes | 2 | 1 |
| 7 | Stakeholders Relationship Committee | 25-03-2022 | | | | Yes | 3 | 3 |

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 | Yes | |



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.hpadhesives.com/ |
| 2 | Terms and conditions of appointment of independent directors | Yes | | https://www.hpadhesives.com/ |
| 3 | Composition of various committees of board of directors | Yes | | https://www.hpadhesives.com/ |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | https://www.hpadhesives.com/ |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | https://www.hpadhesives.com/ |
| 6 | Criteria of making payments to non-executive directors | Yes | | https://www.hpadhesives.com/ |
| 7 | Policy on dealing with related party transactions | Yes | | https://www.hpadhesives.com/ |
| 8 | Policy for determining 'material' subsidiaries | NA | | |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | https://www.hpadhesives.com/ |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | https://www.hpadhesives.com/ |
| 11 | email address for grievance redressal and other relevant details | Yes | | https://www.hpadhesives.com/ |
| 12 | Financial results | Yes | | https://www.hpadhesives.com/ |
| 13 | Shareholding pattern | Yes | | https://www.hpadhesives.com/ |
| 14 | Details of agreements entered into with the media companies and/or their associates | 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 | | |



| | | | | |
|----|---|-----|--|---|
| 16 | New name and the old name of the listed entity | Yes | | https://www.hpadhesives.com/ |
| 17 | Advertisements as per regulation 47 (1) | Yes | | https://www.hpadhesives.com/ |
| 18 | Credit rating or revision in credit rating obtained | Yes | | https://www.hpadhesives.com/ |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | NA | | |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | | https://www.hpadhesives.com/ |
| 21 | Materiality Policy as per Regulation 30 | Yes | | https://www.hpadhesives.com/ |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable) | NA | | |
| 23 | It is certified that these contents on the website of the listed entity are correct | Yes | | https://www.hpadhesives.com/ |

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 500 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 |

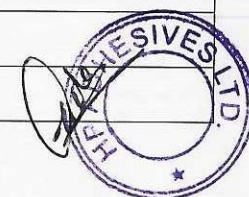


| | | |
|---|--|------------------------|
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | Textual Information(1) |

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) & 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) | NA | |
| 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) | Yes | |
| 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) | NA | |
| 41 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |



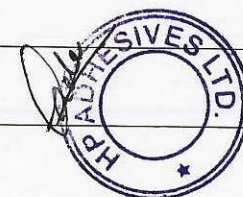
Annexure II

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 |

Additional Half yearly Disclosure

| | | | |
|---|--|---|---|
| Applicability of disclosure | Not Applicable | | |
| Reason for Non Applicability | Add Notes | | |
| 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 | | | |
| 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) 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 | | | |
| 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 | | | |
| (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 | | | |
| 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 | | | |
| (D) Additional Information | | | Add Notes |
| 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. | | Add Notes | |
| Name | | | |
| Designation | | | |
| Place | | | |
| Date | | | |

| Signatory Details | |
|--------------------------|--|
| Name of signatory | Jyoti Nikunj Chawda |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Mumbai |
| Date | 12-04-2022 |

