

# Corporate Governance Report for the quarter ended 31.03.2023

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General information about company	
Scrip code	543433
NSE Symbol	HPAL
MSEI Symbol	NA
ISIN	INEOGL01016
Name of the entity	HP ADHESIVES LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

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**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

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Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Sl. No / MQ	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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	Term 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(2) 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(2) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN	
1	Mr.	Arjun Harsh Motwani	ANNPMS8148	02050164	Executive Director	Chairperson related to Promoter		15-03-2016	No				Active	NA		07-01-2019					1	0	0	0		
2	Mr	Karan Harsh Motwani	ANNPMS1410	02050089	Executive Director	Not Applicable	MD	09-09-1985	No				Active	NA		07-01-2019					1	0	1	0		
3	Mr	Rajendra Kumar Jain	ACTP6614P	00145095	Non-Executive - Independent Director	Not Applicable		05-07-1966	No				Active	NA		05-07-2021	05-07-2021		20.27	2	2	3	0			
4	Mr	Suresh Kumar Mehta	ADNPM7813L	09121318	Non-Executive - Independent Director	Not Applicable		06-10-1963	No				Active	NA		23-06-2021	23-06-2021		21.09	1	1	2	2			
5	Mr	Sant Anant Waleyskar	ANNPW7074L	09228644	Non-Executive - Independent Director	Not Applicable		26-02-2016	No				Active	NA		05-07-2021	05-07-2021		20.27	1	1	1	1			
6	Ms	Nidhi Harsh Motwani	RCAPM1234K	06658314	Executive Director	Not Applicable		01-01-1992	No				Active	NA		10-02-2022					1	0	0	0		

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Disclosure of notes on composition of committees explanatory

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For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30,2022

**Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically****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		
4							
5							
6							
7							
8							
9							
10							

**Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically****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		
4							
5							
6							
7							
8							
9							
10							

**Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically**

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		
4							
5							
6							
7							
8							
9							
10							

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
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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		
4							

5							
6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

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Disclosure of notes on meeting of board of directors explanatory

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Sr	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)	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*
	<a href="#">Add</a> <a href="#">Delete</a>						
1	11-11-2022			Yes	6	5	3
2	11-02-2023	91		Yes	6	5	2

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**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)	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	11-11-2022				Yes	3	3	2	0
2	Audit Committee	11-02-2023	91			Yes	3	3	2	0
3	Stakeholders Relationship Committee	25-03-2023	41			Yes	3	3	3	0
4	Corporate Social Responsibility Committee	25-03-2023				Yes	3	2	1	0

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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	
<b>Disclosure of notes on related party transactions</b>			<a href="#">Add Notes</a>
<b>Disclosure of notes of material transaction with related party</b>			<a href="#">Add Notes</a>

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## 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		<a href="https://www.hpadhesives.com/company-profile/">https://www.hpadhesives.com/company-profile/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.hpadhesives.com/content/uploads/2014/08/Terms-and-Conditions-of-">https://www.hpadhesives.com/content/uploads/2014/08/Terms-and-Conditions-of-</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.hpadhesives.com/for-investors/">https://www.hpadhesives.com/for-investors/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.hpadhesives.com/content/uploads/2014/08/Code-of-Conduct.pdf">content/uploads/2014/08/Code-of-Conduct.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.hpadhesives.com/content/uploads/2014/08/Vigil-Mechanism-Whistle-">https://www.hpadhesives.com/content/uploads/2014/08/Vigil-Mechanism-Whistle-</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.hpadhesives.com/content/uploads/2014/08/Terms-and-Conditions-of-">https://www.hpadhesives.com/content/uploads/2014/08/Terms-and-Conditions-of-</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.hpadhesives.com/content/uploads/2022/07/Policy-on-Dealing-with-">content/uploads/2022/07/Policy-on-Dealing-with-</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.hpadhesives.com/content/uploads/2014/08/Familiarisation_Program">content/uploads/2014/08/Familiarisation_Program</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.hpadhesives.com/contact/">https://www.hpadhesives.com/contact/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.hpadhesives.com/contact/">https://www.hpadhesives.com/contact/</a>
12	Financial results	Yes		<a href="https://www.hpadhesives.com/for-investors/#1658904428505-c6a3032b-f3e0">https://www.hpadhesives.com/for-investors/#1658904428505-c6a3032b-f3e0</a>
13	Shareholding pattern	Yes		<a href="https://www.hpadhesives.com/for-investors/#1658904398634-40d5599f-82c8">for-investors/#1658904398634-40d5599f-82c8</a>
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	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.hpadhesives.com/for-investors/#1659173518120-920b86e5-4b30">https://www.hpadhesives.com/for-investors/#1659173518120-920b86e5-4b30</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.hpadhesives.com/for-investors/#1658904373118-c648343c-8c16">for-investors/#1658904373118-c648343c-8c16</a>
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		<a href="https://www.hpadhesives.com/for-investors/">https://www.hpadhesives.com/for-investors/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.hpadhesives.com/content/uploads/2014/08/Policy_on_Materiality-">https://www.hpadhesives.com/content/uploads/2014/08/Policy_on_Materiality-</a>
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		<a href="https://www.hpadhesives.com/for-investors/">https://www.hpadhesives.com/for-investors/</a>
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		<a href="#">Add Notes</a>	

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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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	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	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

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Sr	Subject	Compliance status
1	Name of signatory	Karan Haresh Motwani
2	Designation	Managing Director

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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)	NA	
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)	Yes	
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	
<b>Any other information to be provided</b>				<a href="#">Add Notes</a>

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### Annexure II

1	Name of signatory	Karan Haresh Motwani
2	Designation	Managing Director

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### 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		<a href="#">Add Notes</a>

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### Annexure II

1	Name of signatory	Karan Haresh Motwani
2	Designation	Managing Director

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Applicability of disclosure	Applicable	
Reason for Non Applicability	<a href="#">Add Notes</a>	

**I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below The Figure should be mentioned in Actual INR only**

<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>		
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00

<b>(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</b>			
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	NA	0.00	0.00
Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00

<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>			
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	0.00	0.00
Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00

<b>(D) Additional Information</b>	<a href="#">Add Notes</a>
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**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),	Yes	<a href="#">Add Notes</a>
Name	Mihir Suresh Shah	
Designation	CFO	
Place	Mumbai	
Date	14-04-2023	

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### Signatory Details

Name of signatory	Karan Haresh Motwani
Designation of person	Managing Director
Place	Mumbai
Date	14-04-2023

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