

Corporate Governance Report for the quarter ended 31.12.2023

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General information about company	
Scrip code	543433
NSE Symbol	HPAL
MSEI Symbol	NOTLISTED
ISIN	INEOGL01024
Name of the entity	HP ADHESIVES LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	31-12-2023
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	Title (Mr / Ms)	Name of the Director	PAN	DIR	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. 213A) 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 of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 24(i) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 24(i) of Listing Regulations)	Notes for next prevailing PAN	Notes for next prevailing DIN	
1	Mrs.	Anjana Harsh Mahajan	AANFPR3046	02000384	Executive Director	Chairperson related to Promoter		15-03-1956	No				Active	NA		07-05-2019					1	0	0	0		
2	Mr	Saran Harsh Mochani	ANMPM54103	02000089	Executive Director	MD		09-09-1985	No				Active	NA		07-05-2019					1	0	1	0		
3	Mr	Rajendra Kumar Jain	ACYW88149	02144993	Non-Executive - Independent Director	Not Applicable		05-07-1956	No				Active	NA		05-07-2021	05-07-2021		29.27	2	2	3	0			
4	Mr	Suresh Kumar Mishra	ADWPM78216	02111704	Non-Executive - Independent Director	Not Applicable		08-10-1961	No				Active	NA		23-06-2021	23-06-2021		30.00	1	1	2	2			
5	Mr	Sheel Anant Walsekar	AJWPN70194	02226644	Non-Executive - Independent Director	Not Applicable		26-02-1956	No				Active	NA		05-07-2021	05-07-2021		29.27	1	1	1	1	0		
6	Mr	Rishi Harsh Motiani	ELAPM01288	08025824	Executive Director	Not Applicable		01-02-1992	No				Active	NA		02-04-2022					1	0	0	0		

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Disclosure of notes on composition of committees explanatory

[Add Notes](#)

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							
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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							

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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

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*
	Add	Delete					
1	10-08-2023			Yes	6	6	3
2	04-09-2023	24		Yes	6	6	3
3	09-11-2023	65		Yes	6	6	3

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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	10-09-2023				Yes	3	3	2	0
2	Audit Committee	09-11-2023	59			Yes	3	3	2	0
3	Nomination and remuneration committee	09-11-2023				Yes	3	3	3	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	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Date of the event

Brief details of the event

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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 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 1000 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:	Add Notes

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Annexure 1

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

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Signatory Details

Name of signatory	Karan Motwani
Designation of person	Managing Director
Place	Mumbai
Date	17-01-2024

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