

## Integrated Governance

### HP ADHESIVES LIMITED

#### General information about company

Scrip code	543433	
NSE Symbol	HPAL	
MSEI Symbol	NOTLISTED	
ISIN	INE0GSL01024	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	30-06-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	No aquisition of Shars or Voting Rights in Unlisted Companies during the quarter
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	No fine and penalty was imposed during Q1FY26
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true	
Risk management committee	false	
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	COMH0042	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

## 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																		true					
Whether Chairperson is related to MD or CEO																		true		Disqualification of Directors under section 164 of the Companies Act, 2013			
Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	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	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mrs	Anjana Haresh Motwani	Executive Director	Chairperson		false				Active	NA		07-05-2019				1	0	0	0			
2	Mr	Karan Haresh Motwani	Executive Director	Not Applicable	MD	false				Active	NA		07-05-2019				1	0	1	0			
3	Mr	Rajendra Kumar Jain	Non-Executive - Independent Director	Not Applicable		false				Active	NA		05-07-2021	05-07-2021		50.27	2	2	3	0			
4	Mr	Surendra Kumar Mehta	Non-Executive - Independent Director	Not Applicable		false				Active	NA		23-06-2021	23-06-2021		51.09	1	1	2	2			
5	Mr	Ajeet Anant Walavalkar	Non-Executive - Independent Director	Not Applicable		false				Active	NA		05-07-2021	05-07-2021		50.27	1	1	1	0			
6	Ms	Nidhi Haresh Motwani	Executive Director	Not Applicable		false				Active	NA		10-02-2022				1	0	0	0			

**Annexure I**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson					true	
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Surendra Kumar Mehta	Non-Executive - Independent Director	Chairperson	07-07-2021		
2	Rajendra Kumar Jain	Non-Executive - Independent Director	Member	07-07-2021		
3	Karan Haresh Motwani	Executive Director	Member	07-07-2021		

**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Surendra Kumar Mehta	Non-Executive - Independent Director	Chairperson	07-07-2021		
2	Rajendra Kumar Jain	Non-Executive - Independent Director	Member	07-07-2021		
3	Ajeet Anant Walavalkar	Non-Executive - Independent Director	Member	07-07-2021		

**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Surendra Kumar Mehta	Non-Executive - Independent Director	Chairperson	07-07-2021		
2	Rajendra Kumar Jain	Non-Executive - Independent Director	Member	07-07-2021		
3	Ajeet Anant Walavalkar	Non-Executive - Independent Director	Member	07-07-2021		

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Anjana Hareesh Motwani	Executive Director	Chairperson	03-12-2021		
2	Nidhi Hareesh Motwani	Executive Director	Member	07-02-2024		
3	Ajeet Anant Walavalkar	Non-Executive - Independent Director	Member	03-12-2021		

## Annexure I

## III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

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*
1	12-02-2025			true	6	6	3
2	13-05-2025	89		true	6	6	3
3	27-06-2025	44		true	6	6	3

## Annexure I

## 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	12-02-2025				true	3	3	2	0
2	Audit Committee	13-05-2025	89			true	3	3	2	0
3	Audit Committee	27-06-2025	44			true	3	3	2	0
4	Stakeholders Relationship Committee	12-02-2025				true	3	3	3	0
5	Corporate Social Responsibility Committee	12-02-2025				true	3	3	1	0
6	Other Committee	12-02-2025		Independent Directors Committee		true	3	3	3	0

**Annexure I****V. 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	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable 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.	true
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.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

**Annexure I**

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

**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	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

**Signatory Details**

Name of signatory	Karan Motwani
Designation of person	Managing Director
Place	Mumbai
Date	20-07-2025

**Investor Grievance Details**

No. of investor complaints pending at the beginning of Quarter	
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:**

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Income Tax Officer Ward 24 (2) (1), Mumbai	28-06-2017	The Assessment order pertaining to period AY 2014-2015 and the appeal has been filed against the same with CIT Appeal-36 (This pertains to M/S HP International-erstwhile partnership firm)	Appeal Hearing Pending
2	Commissioner CGST Central Excise, Raigad	07-06-2018	Redemption fine imposed along with the OIO under Section 11A(10) of the Central Excise Act, 1944.	The OIO was settled by the company under The Sabka Vishwas (Legacy Dispute Resolution) Scheme however the order the waive redemption fine is yet to receive from the department. Company has submitted a BG worth Rs. 55 Lakhs for the same.
3	Commissioner of CGST & Central Excise, Raigad	11-03-2021	Cenvat credit disallowed in the assessment proceedings	Company had filed an appeal against the order & the matter was pending before the Hon'ble - Appellate. Appeal was later rejected due to non appearance by CESTAT. Company will pay the demand as per the order.
4	Office Of The ACIT Circle 24 (1) Mumbai	22-03-2025	The Limited assessment u/s 148 is initiated by the officer for the A.Y.2019-2020. (This pertains to M/S HP International-erstwhile partnership firm)	Rectification Filed Dt.08.04.2025 vide Ack. No. 928832590080425