

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Himachal Futuristic Communications Limited**
 2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive /Non-Executive/Independent/ Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Mahendra Pratap Shukla	00052977		C & NED		29-Sep-2018			1	2	1	SC,NRC	
Mr.	Mahendra Nahata	00052898		ED	MD	01-Oct-2018			1	0	0		
Mr.	Arvind Kharabanda	00052270		NED		01-Jun-2014			1	2	0	AC,SC	
Mr.	Ranjeet Mal Kastia	00053059		NED		01-Feb-2009			1	2	0	SC	
Mr.	Ranjeet Anandkumar Soni	07977478		NED,ND		07-Nov-2017			1	0	0	NRC	
Mr.	Surendra Singh Sirohi	07595264		ID		27-Aug-2018		7	2	2	0	AC,NRC	
Mr.	Ved Kumar Jain	00485623		ID		27-Aug-2018		7	2	5	2	AC,NRC	
Mrs.	Tamali Sen Gupta	00358658		ID		24-Dec-2018		3	2	1	0	AC	

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Tamali Sen Gupta	ID	Member	08-Feb-2019	
2	Arvind Kharabanda	NED	Member	30-Oct-2004	
3	Surendra Singh Sirohi	ID	Member	27-Aug-2018	
4	Ved Kumar Jain	ID	Chairperson	27-Aug-2018	

Company Remarks	Mr. Ved Kumar Jain appointed as Chairman of the Audit Committee w.e.f. 15.10.2018
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Arvind Kharabanda	NED	Member	30-Oct-2004	
2	Ranjeet Mal Kastia	NED	Member	27-Jan-2001	
3	Mahendra Pratap Shukla	C & NED	Chairperson	12-Aug-2005	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ranjeet Anandkumar Soni	NED,ND	Member	27-Aug-2018	
2	Mahendra Pratap Shukla	C & NED	Member	30-Oct-2004	
3	Ved Kumar Jain	ID	Member	27-Aug-2018	
4	Surendra Singh Sirohi	ID	Chairperson	27-Aug-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
31-Oct-2018	07-Jan-2019
	08-Feb-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	67

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	31-Oct-2018	08-Feb-2019	3	Yes
Nomination & Remuneration Committee	15-Oct-2018	08-Feb-2019	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	99

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

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 the top 100 listed entities) - **Not applicable**
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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

The Report for the previous quarter has already been placed before the Board of Directors. The Report for the quarter and year ended 31st March, 2019 shall be placed before the Board of Directors in the ensuing Board Meeting.

Name : **Manoj Baid**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

Format 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			
Item	Compliance status	Company Remark	Website
Details of business	Yes		http://www.hfcl.com
Terms and conditions of appointment of	Yes		http://www.hfcl.com
Composition of various committees of	Yes		http://www.hfcl.com
Code of conduct of board of directors and	Yes		http://www.hfcl.com
Details of establishment of vigil mechanism/	Yes		http://www.hfcl.com
Criteria of making payments to non-	Yes		http://www.hfcl.com
Policy on dealing with related party	Yes		http://www.hfcl.com
Policy for determining 'material' subsidiaries	Yes		http://www.hfcl.com
Details of familiarization programs imparted	Yes		http://www.hfcl.com
Contact information of the designated officials of the listed	Yes		http://www.hfcl.com
email address for grievance redressal and	Yes		http://www.hfcl.com
Financial results	Yes		http://www.hfcl.com
Shareholding pattern	Yes		http://www.hfcl.com
Details of agreements entered into with the media companies and/or	Not Applicable		
New name and the old name of the listed	Not		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	

<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **Manoj Baid**
Designation : **Company Secretary & Compliance Officer**