

General information about company

Scrip code	519126
NSE Symbol	
MSEI Symbol	
ISIN	INE254N01018
Name of the entity	HINDUSTAN FOODS LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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 PAN	Notes for not providing DIN
1	Mr	Shrinivas V. Dempo	ABTPD0741M	00043413	Non-Executive - Non Independent Director	Chairperson		29-09-2000			3	1	1		
2	Mr	Sameer R. Kothari	AACP1273F	01361343	Executive Director	Not Applicable	MD	22-05-2017			1	0	0		
3	Mr	Nikhil K. Vora	AAXPV2953N	05014606	Non-Executive - Non Independent Director	Not Applicable		27-09-2017			1	0	0		
4	Mr	Rajesh S. Dempo	ABTPD9603Q	05143106	Non-Executive - Non Independent Director	Not Applicable		10-08-2016			2	2	1		

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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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 PAN	Notes for not providing DIN
5	Mr	Sudin M. Usgaonkar	AAEPU4374P	00326964	Non-Executive - Independent Director	Not Applicable		27-09-2014		60	2	2	0		
6	Mr	Shashi K. Kalathil	AAVPS9318N	02829333	Non-Executive - Independent Director	Not Applicable		10-08-2016		60	1	1	1		
7	Ms	Honey Vazirani	AAEPV8462B	07508803	Non-Executive - Independent Director	Not Applicable		27-09-2017		60	1	1	0		
8	Mr	Ganesh T. Argekar	ADXPA5921C	00685379	Executive Director	Not Applicable		19-05-2017			1	1	0		

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I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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 PAN	Notes for not providing DIN
9	Mr	Neeraj Chandra	ACRPC1250H	00444694	Non-Executive - Independent Director	Not Applicable		25-01-2019		8	1	0	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		
1	02829333	Shashi K. Kalathil	Non-Executive - Independent Director	Chairperson	09-11-2015		
2	07508803	Honey Vazirani	Non-Executive - Independent Director	Member	22-05-2017		
3	00685379	Ganesh T. Argekar	Executive Director	Member	28-11-2017		

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	00326964	Sudin M. Usgaonkar	Non-Executive - Independent Director	Chairperson	09-11-2015		
2	07508803	Honey Vazirani	Non-Executive - Independent Director	Member	22-05-2017		
3	02829333	Shashi K. Kalathil	Non-Executive - Independent Director	Member	09-11-2015		

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	00043413	Shrinivas V. Dempo	Non-Executive - Non Independent Director	Chairperson	26-09-1999		
2	05143106	Rajesh S. Dempo	Non-Executive - Non Independent Director	Member	22-05-2017		
3	00326964	Sudin M. Usgaonkar	Non-Executive - Independent Director	Member	09-11-2015		

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	01361343	Sameer R. Kothari	Executive Director	Chairperson	24-05-2018		
2	00685379	Ganesh T. Argekar	Executive Director	Member	24-05-2018		
3	02829333	Shashi K. Kalathil	Non-Executive - Independent Director	Member	24-05-2018		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

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
1	14-11-2018			
2		25-01-2019	71	
3		12-02-2019	17	
4		27-02-2019	14	

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	25-01-2019	Yes		14-11-2018	71		
2	Audit Committee	11-02-2019	Yes					Since two meetings of the Audit Committee were held during the quarter.
3	Stakeholders Relationship Committee	08-02-2019	Yes		08-11-2018	91		
4	Nomination and remuneration committee	25-01-2019	Yes		14-11-2018	71		
5	Nomination and remuneration committee	12-02-2019	Yes					Since two meetings of the Nomination & Remuneration Committee were held during the quarter.

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 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 100 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

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Beena M. Mahambrey
2	Designation	Company Secretary and Compliance Officer

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		www.hindustanfoodslimited.com
2	Terms and conditions of appointment of independent directors	Yes		www.hindustanfoodslimited.com
3	Composition of various committees of board of directors	Yes		www.hindustanfoodslimited.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.hindustanfoodslimited.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.hindustanfoodslimited.com
6	Criteria of making payments to non-executive directors	Yes		www.hindustanfoodslimited.com
7	Policy on dealing with related party transactions	Yes		www.hindustanfoodslimited.com
8	Policy for determining 'material' subsidiaries	Yes		www.hindustanfoodslimited.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.hindustanfoodslimited.com

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
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.hindustanfoodslimited.com
11	email address for grievance redressal and other relevant details	Yes		www.hindustanfoodslimited.com
12	Financial results	Yes		www.hindustanfoodslimited.com
13	Shareholding pattern	Yes		www.hindustanfoodslimited.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

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)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	NA	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	

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.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

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.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	Beena M. Mahambrey
2	Designation	Company Secretary and Compliance Officer

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	

Annexure II

1	Name of signatory	Beena M. Mahambrey
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Beena M. Mahambrey
Designation of person	Company Secretary and Compliance Officer
Place	Panaji
Date	12-04-2019

