

## Annexure - 8

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COMPLIANCE REPORT ON CORPORATE GOVERNANCE


1. Name of Listed Entity : HB PORTFOLIO LIMITED  
 2. Quarter ending: 31<sup>ST</sup> MARCH, 2016

I. Composition of Board of Directors								
Title	Name of Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)	Date of Appointment in the current term / Cessation	Tenure (In months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Lalit Bhasin	PAN: AFDPB2550A DIN: 00002114	Chairperson - Non Executive	27/07/2004	N.A	6	4	1
Mr.	Anil Goyal	PAN: AAAPG5807D DIN: 00001938	Executive	20/02/2012	N.A	5	5	Nil
Mr.	Jagmohan Lal Suri	PAN: ABLPS3080N DIN: 00002373	Non Executive	18/08/1994	N.A	3	3	3
Mr.	Raj Kumar Bhargava	PAN: AADPB9898C DIN: 00016949	Non Executive - Independent	16/09/2014	176	5	4	5
Mr.	Ramesh Chandra Sharma	PAN: AFJPS4464A DIN: 00023274	Non Executive - Independent	16/09/2014	140	3	2	Nil
Mr.	Bhuneshwar Lal Chadha	PAN: AACPC3566B DIN: 00242990	Non Executive - Independent	16/09/2014	140	1	1	Nil
Mrs.	Anita Jain	PAN: ABWPJ4069P DIN: 00031612	Non Executive - Independent	03/09/2015	7	1	Nil	Nil



II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)	
1. Audit Committee	1. Mr. Raj Kumar Bhargava	Chairperson - Non Executive - Independent	
	2. Mr. Bhuneshwar Lal Chadha	Non Executive - Independent	
	3. Mr. Jagmohan Lal Suri	Non Executive	
2. Nomination & Remuneration Committee	1. Mr. Raj Kumar Bhargava	Chairperson - Non Executive - Independent	
	2. Mr. Bhuneshwar Lal Chadha	Non Executive - Independent	
	3. Mr. Ramesh Chandra Sharma	Non Executive - Independent	
3. Risk Management Committee (if applicable)	Not Applicable	Not Applicable	
4. Stakeholders Relationship Committee	1. Mr. Jagmohan Lal Suri	Chairperson - Non Executive	
	2. Mr. Anil Goyal	Executive	
	3. Mr. Raj Kumar Bhargava	Non Executive - Independent	
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	Maximum gap between any two consecutive meetings (in number of days)	
04 <sup>th</sup> November, 2015	10 <sup>th</sup> February, 2016	97	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee 10 <sup>th</sup> February, 2016	Out of three members, two members attended the meeting	04 <sup>th</sup> November, 2015	97



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes (Omnibus approval of the Audit Committee was obtained for the FY 2015-2016)
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination &amp; remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities)</p> <p>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.</p> <p>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.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p>	
<p> Name &amp; Designation: DINESH KAPOOR Company Secretary / Compliance Officer / <del>Managing Director</del> / CEO</p>	



**HB PORTFOLIO LIMITED****COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016****I. Disclosure on website in terms of Listing Regulations:**

<i>Item</i>	<i>Compliance status</i>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	Yes

**II Annual Affirmations:**

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes*
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes



Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

\*In the absence of Chief Financial Officer (CFO) of the Company, the Managing Director who is a qualified Chartered Accountant having vast experience is providing the compliance certificate to the Board of Directors.

**Note:**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**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.



Name & Designation: **DINESH KAPOOR**  
Company Secretary / Compliance Officer / Managing Director / CEO

