



**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Reg 27(2) of SEBI (LODR) Reg 2015

(Quarterly Basis)

1. Name of Listed Entity : HB STOCKHOLDINGS LIMITED

2. Quarter ending: 31<sup>st</sup> March, 2016

**I. Composition of Board of Director(s)**

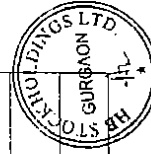
Title	Name of Director(s)	PAN & DIN	Category (Chairperson Executive/ Non-Executive / Independent / Nominee)	Date of Appointment in the current term / Cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr	Lalit Bhasin	AFDPB2550A .00002114	Chairperson	16-08-1989	Not Applicable	6	4	01
Mr	Anil Goyal	AAAPG5807D .00001938	Non-Executive	30-07-2005	Not Applicable	5	5	Nil
Mr	Gulshan Rai	AAEPR4235J .00527181	Independent	23-09-2014*	12 years	01	Nil	01
Mr.	Harbans Lal	AAFPL5882R .00076405	Independent	23-09-2014*	10 years	01	01	01
Mrs.	Asha Mehra	AAAPM6714N .02658967	Independent	09-09-2015*	1 year	2	Nil	01
Mr	Vijay Sood	AAAPS4268E .01473455	Executive-Director	30-04-2013	Not Applicable	2	01	01

\*Appointed as Independent Director for a period of Five consecutive years as per provisions of Companies Act, 2013.

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Annexure 8.

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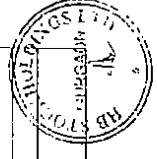




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II. Composition of Committees			
Name of Committee	Name of Committee Member(s)	Category (Chairperson / Executive / Non-Executive/Independent / Nominee)	
1. Audit Committee	1. Mr. Gulshan Rai 2. Mr. Harbans Lal 3. Mr. Anil Goyal	Chairperson- Non- Executive- Independent Member- Non Executive- Independent Member- Non- Executive	
2. Nomination & Remuneration Committee	1. Mr. Gulshan Rai 2. Mr. Harbans Lal 3. Mrs. Asha Mehra	Member Non- Executive- Independent Chairperson- Non- Executive- Independent Member- Non- Executive- Independent	
3. Risk Management Committee (if applicable)	Not Applicable		
4. Stakeholders Relationship Committee	1. Mr Harbans Lal 2. Mr. Anil Goyal 3. Mr. Vijay Sood	Chairperson- Non- Executive- Independent Member- Non- Executive Member- Executive	
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	29-10-2015	Date(s) of Meeting (if any) in the relevant quarter	11-02-2016
		Maximum gap between any two consecutive meetings (in number of days)	104 days
IV. Meeting of Committees (Audit)			
Date(s) of meeting of the committee in the relevant quarter	11-02-2016	Whether requirement of Quorum met (details)	Yes
		Date(s) of meeting of the committee in the previous quarter	29-10-2015
		Maximum gap between any two consecutive meetings in number of days*	104 days
*This information has been given for Audit Committee meeting.			





<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA) Refer not below</b>
Whether prior approval of Audit Committee obtained	Yes, prior approval of Audit Committee was obtained for 2015-2016.
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.
<b>VI. Affirmation</b>	
<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</p> <p>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 have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: N A</p>	
<b>Name &amp; Designation:</b> Company Secretary / Compliance Officer / Managing Director / CE	<p>for HB STOCKHOLDINGS LTD.</p> <p><i>Amal Kumar Mitter</i> AMAL KUMAR MITTAL COMPANY SECRETARY</p>

30/06/2016  
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**HB STOCKHOLDINGS LIMITED**

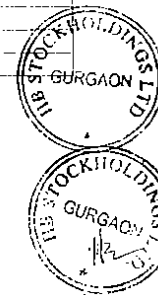
**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

**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

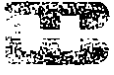
**II Annual Affirmations:**

<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	23(2),(3)	Yes



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Committee for all related party transactions		
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

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. Yes

For HB STOCKHOLDINGS LTD

ANIL KUMAR MITTAL  
COMPANY SECRETARY

Name & Designation: ANIL KUMAR MITTAL  
Company Secretary / Compliance Officer / Managing Director / CEO

