

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: HALDIA PETROCHEMICALS LIMITED

2. Quarter ending: 31ST DECEMBER, 2023

[illegible]

Whether Chairperson is related to Managing Director or CEO – No.

Notes:

- (1) PAN number of any director would not be displayed on the website of Stock Exchange. Dr Purnendu Chatterjee is a US citizen and hence his PAN details are not available.
- (2) Category of directors means executive / non-executive/independent / Nominee if a director fits into more than one category write all categories separating them with hyphen.
- (3) to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.
- (4) Pursuant to the provisions of Regulation 17A(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), while calculating the directorships in listed entities, only directorships in equity listed companies have been considered.
- (5) Pursuant to the provisions of Regulation 26(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, while calculating the committee positions of the Directors, both listed and unlisted public companies, excluding companies which are high value debt listed entities (including this listed entity), Private Companies, Government Companies, Section 8 Companies have been considered.

II. Composition of Committees					
Name of Committee ^s	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ^{&}	Date of Appointment	Date of Cessation
1. Audit Committee			As per Annexure A		
2. Nomination & Remuneration Committee (NRC)					
3. Stakeholders Relationship Committee (SRC)					
4. Risk Management Committee (RMC)					
^{&} Category of directors means executive/non-executive/independent/Nominee, if a director fits into more than one category write all categories separating them with hyphen					
^s Apart from the above, there are other Committees which include Corporate Social Responsibility Committee, Health Safety and Environment Committee, Allotment Committee and Investment Committee.					

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	Whether requirement of Quorum met	Number of Directors present*	Number of independent directors present	Maximum gap between any two consecutive meetings (in number of days)
09/08/2023	08/11/2023	Yes	6	3	90 days
04/07/2023	-	-	-	-	-

*to be filled in only for the current quarter meetings

Note: During the quarter, few resolutions were passed through circulation by the Board of Directors of the Company.

IV. Meetings of Committees⁵					
A. Audit Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
08/11/2023	Yes	4	3	25/09/2023	43 days
-	-	-	-	09/08/2023	-
-	-	-	-	04/07/2023	-

B. Nomination & Remuneration Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
-					

C. Risk Management Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
-	-	-	-	25/07/2023	-

D. Stakeholders Relationship Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
-					
<p>*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</p> <p>^sApart from the above, there are other Committees which include Corporate Social Responsibility Committee, Health Safety and Environment Committee, Allotment Committee and Investment Committee.</p>					

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) ^{refer note below}
Whether prior approval of audit committee obtained	Yes
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
<p>Note</p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	

VI. 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			
Date of the event	N.A.	Brief details of the event	N.A.

VII. Affirmations

	Affirmations	Compliance status (Yes/No/NA) [If status is "No", reasons for non-compliance to be explained]
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	Yes
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 has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	No. The Report for the quarter ended on 31st December, 2023 shall be placed before the Board at the forthcoming Board Meeting of the Company. Further, any comments/observations/advice of the Board on this Report shall be mentioned in the Report for the quarter ending on 31st March, 2024.
	(b) The report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	Compliance Report on Corporate Governance for the Quarter ended on 30th September, 2023 has been placed before Board of Directors at the Board Meeting held on 8th November, 2023. Further, no comments/observations/advice of the board of directors were received by the Board.

For Haldia Petrochemicals Limited

Sarbani Mitra
Company Secretary
ACS 14906



Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given

Annexure – A

COMPOSITION OF COMMITTEES							
Sl. No.	Name of the Committee	Whether Regular chairperson appointed	Name of the Committee members	Category(Chairperson/ Executive/ Non Executive/ Independent/ Nominee)	Chairperson / Membership	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	Ms. Shanta Ghosh	Independent Director	Chairperson	26/10/2017	-
			Mr. Rudra Chatterjee	Independent Director	Membership	26/10/2017	-
			Mr. Arun Balakrishnan	Independent Director	Membership	12/08/2020	-
			Mr. Subhasendu Chatterjee	Vice Chairman (Non-Executive)	Membership	26/10/2017	-
2	Nomination and Remuneration Committee	Yes	Ms. Shanta Ghosh	Independent Director	Chairperson	26/10/2017	-
			Mr. Rudra Chatterjee	Independent Director	Membership	26/10/2017	-
			Dr. Purnendu Chatterjee	Chairperson	Membership	26/10/2017	-
3	Stakeholders Relationship Committee	Yes	Mr. Arun Balakrishnan	Independent Director	Chairperson	13/02/2023	-
			Mr. Rudra Chatterjee	Independent Director	Membership	13/02/2023	-
			Mr. Navanit Narayan	Whole-time Director & Chief Executive officer	Membership	13/02/2023	-
4	Risk Management Committee	Yes	Mr. Arun Balakrishnan	Independent Director	Chairperson	13/02/2023	-
			Mr. Rudra Chatterjee	Independent Director	Membership	13/02/2023	-
			Mr. Navanit Narayan	Whole-time Director & Chief Executive officer	Membership	13/02/2023	-

⁽¹⁾The Company Secretary of the Company is the Secretary to the above Committees. However, he/she is not a member.