

**Corporate Governance Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity: **Hamilton Poles Manufacturing Co. Ltd.**

2. Quarter ending: **31/03/2024**

**Annexure 1**

**Composition of Board of Directors**

Title	Name of the Director	PAN & DIN		Category	Category 2 of directors	Date of Birth	Whether special resolution passed?	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of Cessation	Tenure of Director (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
Mrs.	PRIYANKA JHA	BNRPJ4078C	08943236	Executive Director	Chairperson Managing Director	07-04-1996		09/11/2020			0	1	0	0
Mrs.	PUJA SINGH	KHEPS0330A	10237044	Executive Director,	Not Applicable	31-12-1995		23/08/2023			0	1	2	0
Mrs.	APARNA SHARMA	EIYPS2190R	07006877	Non-Executive - Independent Director	Not Applicable	05-12-1972		12/11/2014			51	2	2	1
Mrs.	CHANDRA KANTA KAREL	EPQPK7354C	08526173	Non-Executive - Independent Director	Not Applicable	22-07-1992		09/08/2019			52	1	1	0
Mr.	SWAPAN SARDAR	CQOPS2017P	08526439	Non-Executive - Independent Director	Not Applicable	19-07-1980		09/08/2019			52	1	1	1

## Composition of Committees

<b>Audit Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Mr. SWAPAN SARDAR	Non-Executive -Independent Director, Chairperson	09/08/2019	
Mrs. PUJA SINGH	Executive Director, Member	23/08/2023	
Mrs. CHANDRA KANTA KAREL	Non-Executive -Independent Director, Member	09/08/2019	

<b>Nomination &amp; Remuneration Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date of Appointment</b>	<b>Cessation</b>
Mr. SWAPAN SARDAR	Non-Executive -Independent Director, Chairperson	09/08/2019	
Mrs. CHANDRA KANTA KAREL	Non-Executive -Independent Director, Member	09/08/2019	
Mrs. APARNA SHARMA	Non-Executive -Independent Director, Member	12/11/2014	

<b>Stakeholders Relationship Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date of Appointment</b>	<b>Cessation</b>
Mrs. APARNA SHARMA	Non-Executive -Independent Director, Chairperson	12/11/2014	
Mr. SWAPAN SARDAR	Non-Executive -Independent Director, Member	09/08/2019	
Mrs. PUJA SINGH	Executive Director, Member	23/08/2023	

**Risk Management Committee**

Name of Committee members	Category	Date of Appointment	Cessation
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**Corporate Social Responsibility Committee**

Name of Committee members	Category	Date of Appointment	Cessation
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**Other Committee**

Name of Committee members	Name of other Committee	Category
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### Meeting of Board of Directors

Dates of Meeting	Maximum gap between any two consecutives in number of days	Whether Quorum requirement met (Yes/No)	No of Directors Present	No of Independent Director
06/11/2023	0	Yes	5	3
28/12/2023	51	Yes	5	3
31/01/2024	33	Yes	5	3

### Meeting of Committees

Committee Name	Dates of Meeting	Maximum gap between any two consecutives in number of days	Name of other Committee	Whether Quorum requirement met (Yes/No)	No of Directors Present	No of Independent Director
Audit Committee	06/11/2023	0	0	Yes	3	2
Audit Committee	31/01/2024	85	0	Yes	3	2
Nomination And Remuneration Committee	31/01/2024	0	0	Yes	3	3

### Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of Non-compliance
Whether prior approval of audit committee obtained	NA	
Whether shareholder approval obtained for material RPT	NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

**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 1000 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	SHILPI AGARWAL
2	Designation	COMPANY SECRETARY AND COMPLIANCE OFFICER

## Annexure 2

### Website Affirmations

Sr	Item	Compliance status (Yes/No/N A)	If status is “No” details of non- compliancemay be given here.	Web address
1	Details of business	Yes		<a href="https://www.hamiltonpoles.in/index.html">https://www.hamiltonpoles.in/index.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.hamiltonpoles.in/policy.html">https://www.hamiltonpoles.in/policy.html</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.hamiltonpoles.in/policy.html">https://www.hamiltonpoles.in/policy.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.hamiltonpoles.in/policy.html">https://www.hamiltonpoles.in/policy.html</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.hamiltonpoles.in/policy.html">https://www.hamiltonpoles.in/policy.html</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.hamiltonpoles.in/policy.html">https://www.hamiltonpoles.in/policy.html</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.hamiltonpoles.in/policy.html">https://www.hamiltonpoles.in/policy.html</a>
8	Policy for determining ‘material’ subsidiaries	NA		
9	Details of Familiarization programmes imparted to independent directors	Yes		<a href="https://www.hamiltonpoles.in/policy.html">https://www.hamiltonpoles.in/policy.html</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.hamiltonpoles.in/index.html#contact">https://www.hamiltonpoles.in/index.html#contact</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.hamiltonpoles.in/index.html#contact">https://www.hamiltonpoles.in/index.html#contact</a>

12	Financial results	Yes		<a href="https://www.hamiltonpoles.in/financial_result.html">https://www.hamiltonpoles.in/financial_result.html</a>
13	Shareholding pattern	Yes		<a href="https://www.hamiltonpoles.in/shareholding_pattern.html">https://www.hamiltonpoles.in/shareholding_pattern.html</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47(1)	Yes		<a href="https://www.hamiltonpoles.in/announcement.html">https://www.hamiltonpoles.in/announcement.html</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.hamiltonpoles.in/assets/pdf/disclosure/Disclosure%20under%20Reg%2046.pdf">https://www.hamiltonpoles.in/assets/pdf/disclosure/Disclosure%20under%20Reg%2046.pdf</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.hamiltonpoles.in/policy.html">https://www.hamiltonpoles.in/policy.html</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		

<b>Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of Non-Compliance</b>
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), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum for Board Meeting	17(2A)	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)	NA	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of Directorships	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination & Remuneration Committee meeting	19(2A)	Yes	
Meeting of Nomination & Remuneration Committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
Meeting of Stakeholder Relationship Committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
Meeting of Risk Management Committee	21(3A)	NA	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A), (5),(6), (7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	

Approval for material related party transactions	23(4)	NA	
Disclosure of related party transactions on consolidated basis	23(9)	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)	NA	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Yes	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Directors	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	NA	
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	

### Signatory Details

1	Name of signatory	SHILPI AGARWAL
2	Designation	COMPANY SECRETARY AND COMPLIANCE OFFICER

### Affirmations

Particulars	Compliance Status (Yes/No/NA)
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA

### Annexure II Signatory Details

1	Name of signatory	SHILPI AGARWAL
2	Designation	COMPANY SECRETARY AND COMPLIANCE OFFICER

