

| General information about company | |
|-----------------------------------|------------------------------|
| Scrip code | 521068 |
| NSE Symbol | |
| MSEI Symbol | |
| ISIN | INE689E01014 |
| Name of the entity | HISAR SPINNING MILLS 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 | | | | | | | | | | | | No | | | |
| 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 | ANURAG GUPTA | AAUPG1477F | 00192888 | Executive Director | Not Applicable | MD | 29-12-2016 | | 27 | 1 | 2 | 0 | | |
| 2 | Mrs | SAPNA KANSAL | AFFPKJ6J0N | 06892410 | Executive Director | Not Applicable | CEO | 14-12-2017 | | 15 | 1 | 1 | 0 | | |
| 3 | Mr | SANDEEP SURI | ABZPS4754P | 07693480 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 29-12-2016 | | 27 | 1 | 0 | 0 | | |
| 4 | Mr | MITHLESH KUMAR GUPTA | AGOPN0404C | 07692870 | Non-Executive - Independent Director | Chairperson | Shareholder Director | 29-12-2016 | | 27 | 1 | 1 | 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 | SUDESH KUMAR GARG | ABJPG4431D | 07692820 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 29-12-2016 | | 27 | 1 | 1 | 0 | | |
| 6 | Mr | NIKHIL GOEL | AGLPG2557L | 01741446 | Non-Executive - Non Independent Director | Not Applicable | | 28-09-2017 | | 18 | 1 | 1 | 1 | | |

| Audit Committee Details | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit 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 | 07692870 | MITHLESH KUMAR GUPTA | Non-Executive - Independent Director | Chairperson | 29-12-2016 | | |
| 2 | 07692820 | SUDESH KUMAR GARG | Non-Executive - Independent Director | Member | 29-12-2016 | | |
| 3 | 00192888 | ANURAG GUPTA | Executive Director | Member | 29-12-2016 | | |

| 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 | 07692820 | SUDESH KUMAR GARG | Non-Executive - Independent Director | Chairperson | 29-12-2016 | | |
| 2 | 01741446 | NIKHIL GOEL | Non-Executive - Non Independent Director | Member | 29-12-2016 | | |
| 3 | 07692870 | MITHLESH KUMAR GUPTA | Non-Executive - Independent Director | Member | 29-12-2016 | | |

| 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 | 01741446 | NIKHIL GOEL | Non-Executive - Non Independent Director | Chairperson | 29-12-2016 | | |
| 2 | 00192888 | ANURAG GUPTA | Executive Director | Member | 29-12-2016 | | |
| 3 | 06892410 | SAPNA KANSAL | Executive Director | Member | 29-12-2016 | | |

| Risk Management Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| | | | | | | | |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | No | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| | | | | | | | |

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

| Annexure I | | | | |
|--|---|--|---|------------------------------|
| Annexure I | | | | |
| 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 | | 14-02-2019 | 91 | |

| Annexure I | | | | | | | | |
|--|-------------------------------------|---|--|---------------------------|---|--|-------------------------|-------------------------------|
| 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 | 14-02-2019 | Yes | 3 | 14-11-2018 | 91 | | |
| 2 | Stakeholders Relationship Committee | 14-02-2019 | Yes | 3 | 14-11-2018 | 91 | | |

| Annexure 1 | | | |
|-------------------------------|--|-------------------------------|--|
| V. Related Party Transactions | | | |
| Sr | Subject | Compliance status (Yes/No/NA) | If status is <input type="checkbox"/> No <input type="checkbox"/> 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 | NA | |

| Annexure I | | |
|------------------|--|----------------------------|
| 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 I | | |
|------------|-------------------|--|
| Sr | Subject | Compliance status |
| 1 | Name of signatory | NIKITA SINGLA |
| 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 <input type="checkbox"/> No <input type="checkbox"/> details of non-compliance may be given here. | Web address |
| 1 | Details of business | Yes | | www.hisarspinningmills.com |
| 2 | Terms and conditions of appointment of independent directors | Yes | | www.hisarspinningmills.com |
| 3 | Composition of various committees of board of directors | Yes | | www.hisarspinningmills.com |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | www.hisarspinningmills.com |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | www.hisarspinningmills.com |
| 6 | Criteria of making payments to non-executive directors | Yes | | www.hisarspinningmills.com |
| 7 | Policy on dealing with related party transactions | Yes | | www.hisarspinningmills.com |
| 8 | Policy for determining <input type="checkbox"/> material <input type="checkbox"/> subsidiaries | NA | | |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | www.hisarspinningmills.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 E/NoE 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.hisarspinningmills.com |
| 11 | email address for grievance redressal and other relevant details | Yes | | www.hisarspinningmills.com |
| 12 | Financial results | Yes | | www.hisarspinningmills.com |
| 13 | Shareholding pattern | Yes | | www.hisarspinningmills.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 <input type="checkbox"/> Independence <input type="checkbox"/> and/or <input type="checkbox"/> Eligibility <input type="checkbox"/> | 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) | Yes | |
| 8 | Minimum Information | 17(7) | Yes | |
| 9 | Compliance Certificate | 17(8) | Yes | |
| 10 | Risk Assessment & Management | 17(9) | Yes | |

| Annexure II | | | | |
|---------------------------|---|-------------------------|-------------------------------|--|
| II. Annual Affirmations - | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is <input type="checkbox"/> No <input type="checkbox"/> 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

| Annexure II | | | | |
|-------------------------|---|--------------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is <input type="checkbox"/> No <input type="checkbox"/> 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 | NIKITA SINGLA |
| 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 | NIKITA SINGLA |
| 2 | Designation | Company Secretary and Compliance Officer |

| Signatory Details | |
|-----------------------|--|
| Name of signatory | NIKITA SINGLA |
| Designation of person | Company Secretary and Compliance Officer |
| Place | CHANDIGARH |
| Date | 02-04-2019 |

