

#### 4. BOARD/COMMITTEES

The Board Committees are as under:

S.No.	Name of the Committee
(a)	Audit Committee
(b)	Nomination & Remuneration Committee
(c)	Stakeholders Relationship Committee
(d)	Risk Management Committee
(e)	Corporate Social Responsibility (CSR) Committee

##### (a) AUDIT COMMITTEE

###### (i) Terms of Reference

The Audit Committee reviews the audit reports submitted by the Internal Auditors and Statutory Auditors, Financial Results, effectiveness of Internal Audit processes and the Company's risk management strategy. It reviews the Company's established systems and the Committee is governed by the regulatory requirements mandated by the Companies Act, 2013 and as per the Listing Regulation.

###### (ii) Composition

As on 31.03.2021, the Audit Committee of the Company consists of two Independent Directors and one Non Executive Non Independent Director.

The Chairman of the Audit Committee is financially literate and other Members are having accounting or related financial management experience. The Company Secretary of the Company acts as Secretary to the Committee.

###### (iii) Meetings

During the year under review, the Committee had four Meetings as under:

S.No.	Date of Committee Meeting
1.	26.06.2020
2.	07.09.2020
3.	12.11.2020
4.	10.02.2021

###### (iv) Members and Attendance

Name of Members	Position	No. of Meetings Attended
Mr. Yash Kumar Sehgal Independent Director	Chairman	4
Mr. Lalit Bhasin Independent Director	Member	4
Mr. Luv Malhotra Managing Director	Member	4

The Chairman of the Audit Committee was present at the last Annual General Meeting.

##### (b) NOMINATION AND REMUNERATION COMMITTEE

###### (i) Terms of Reference

This Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every Director's performance.

###### (ii) Composition

The Nomination and Remuneration Committee of the Company consists of two Independent Directors including Chairman and one Non Executive Non Independent Director.

###### (iii) Meeting

During the year under review, the Committee had one meeting i.e. on 05.09.2020.

###### (iv) Members and Attendance

Name of Members	Position	No. of Meeting Attended
Mr. Lalit Bhasin Independent Director	Chairman	1
Mr. Yash Kumar Sehgal Independent Director	Member	1
Ms. Kajal Malhotra Non-Executive Non Independent Director	Member	1

**(c) STAKEHOLDERS RELATIONSHIP COMMITTEE****(i) Terms of Reference**

The Committee focuses primarily on monitoring expeditious redressal of investors/stakeholders grievances and also functions in an efficient manner that all issues/concerns of stakeholders are addressed / resolved promptly.

**(ii) Composition of the Committee**

The Committee consists of two Independent Directors and one Non-executive and Non-Independent Director. The Company Secretary of the Company acts as Secretary to the Committee.

**(iii) Meeting**

During the year the Committee had one meeting i.e. on 10.02.2021.

**(iv) Members and Attendance**

Name of Members	Position	Attended
Mr. Yash Kumar Sehgal Independent Director	Chairman	1
Mr. Lalit Bhasin Independent Director	Member	1
Ms. Kajal Malhotra* Non-Executive Non-Independent Director	Member	1

\*Ms. Kajal Malhotra was inducted as the Member of Stakeholders Relationship Committee in the Meeting of the Board of Directors held on 12.11.2020, in place of Late Mr. Ashok Kumar Malhotra.

The Company attends to the investors/shareholders' correspondence and share transfers expeditiously and usually replies are sent within a period of 15 days of receipt, except in those cases which are disputed and sub-judice. There are no pending share transfers as on 31st March 2021. The Company furnishes necessary documents/information to Shareholders.

Non receipt of Annual Report and past years dividends were immediately attended. No grievances were pending at the year end. An e-mail ID: chl@chl.co.in operates for the purpose of registering investor complaints.

**Name and Designation of Compliance Officer**

Mr. G. J. Varadarajan, Company Secretary and Compliance Officer.

**(d) RISK MANAGEMENT COMMITTEE****(i) Terms of Reference**

The Company recognizes risk management as an integral component of good Corporate Governance and as a fundamental in achieving its strategic and operational objectives. It may impact shareholders' value. This Risk Management Policy applies to all team members, whether full time, part time or casual at any level of seniority within the business. The policy also applies to contractors and consultants working on behalf of CHL Ltd. This Policy as approved by the Board in the previous Financial Year has already been uploaded on the website of the Company at www.chl.co.in.

**(ii) Composition**

The Risk Management Committee of the Company consists of two Independent Directors including Chairman, one Executive Director and one Senior Executive employee.

Name of Members	Position
Mr. Yash Kumar Sehgal Independent Director	Chairman
Mr. Lalit Bhasin Independent Director	Member
Mr. Luv Malhotra Managing Director	Member
Mr. Navneet Dhawan Senior Executive Employee	Senior Executive

There are periodical discussions among the Members and with Senior Executives of the Company.

**(e) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**

At the commencement of the year under review the Corporate Social Responsibility Committee comprises of Mr. Yash Kumar Sehgal, Non-executive Independent Director, Chairman of the Committee, Mr. Lalit Bhasin, Non-executive Independent Director, Member of the Committee and Mr. Luv Malhotra, Managing Director, Member of the Committee.

The Company's CSR policy covers all permitted activity under schedule VII to the Act. The Committee is entrusted with the task of ascertaining the amount which the company is supposed to spend on CSR activities during a particular year in pursuance of

section 135(5) of the Act. The CSR activity as per section 135 of the Companies Act, 2013 could be undertaken through a registered trust or a registered society provided that if such trust or society is not established by the Company, it shall have an established track record of three years in undertaking similar programs or projects. The CSR policy of the company has been uploaded on the website of the company.

## 5. GENERAL BODY MEETINGS

The details of Annual General Meetings held in the last three years are as under:

Location and time for the last three AGMs:

Year	Date	Venue	Time	Whether Special Resolution Passed
2017-18	19.09.2018	Registered Office	12.30 PM	Yes
2018-19	12.08.2019	Registered Office	12.30 PM	Yes
2019-20	29.09.2020	Registered Office*	04.30 PM	No

\*The venue of the 41st Annual General Meeting held on 29.09.2020 was deemed to be the Registered Office of the Company as the meeting was conducted through video conferencing and other audio visuals means.

No Ordinary Resolution/Special Resolution requiring a postal ballot is being proposed in the ensuing AGM.

No Extraordinary General Meeting was held during the Financial Year 2020-21.

## 6. DISCLOSURES

### (a) Basis of related party transactions

The Company has distinct policy for the determining the materiality of Related Party Transactions and shall be subject to the prior approval of the Audit Committee. The said Committee may grant omnibus approval for such transactions proposed to be entered into with the Company which are repetitive in nature and are in the ordinary course of business and on at Arm's Length basis, subject to the compliance of the conditions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Companies Act, 2013 and Rules thereon.

Pursuant to Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has made disclosures about related party transactions on a consolidated basis within 30 days from the date of publications of Financial Results (Standalone and Consolidated) for the Half Year ended on 30th September, 2020 and on 31st March, 2021.

The threshold limits for Related Party Transactions and its policies thereon shall be reviewed by the Board of Directors at least once every three years and updated accordingly. The Related Party Transaction Policy has been placed on the Company's website i.e. [www.chl.co.in](http://www.chl.co.in).

During the year under review, the Company has not entered into any Related Party Transactions which are covered under Section 188 of the Companies Act, 2013. Dr. Lalit Kumar Malhotra is being appointed as an Advisor to the Company under section 188(1) of the Companies Act, 2013 w.e.f. 01st July, 2021 for a period of three years with an advisory fee not exceeding Rs. 2.50 Lacs per month in the ensuing Annual General Meeting. He is related to Mr. Luv Malhotra and Ms. Kajal Malhotra.

The related party transactions if any are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. The Board certifies that these transactions are in the ordinary course of business and are on arm's length basis.

### (b) Disclosure of Accounting Treatment

Your company has adopted Indian Accounting Standard (Ind AS) with effect from 1st April 2017. There has been no change in the Accounting policies and Practices save as detailed in Notes to the Financial Statements. Further, there is no accounting matter/transaction wherein a treatment different from that prescribed in the extant Accounting Standards has been followed while preparing the financial statements for the year under review.

### (c) Board Disclosures - Risk Management

The Company has in place a mechanism to inform the Board Members about the risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the Executive Management.

### (d) Proceeds from public issues, right issues, preferential issues etc.

The Company did not have any of the above issues during the year under review.

### (e) Secretarial Audit Report

The Company has obtained Secretarial Audit Report on Annual basis from the Company Secretary in practice for compliance with Section 204(1) of the Companies Act, 2013, Listing Regulations, SEBI Regulations on Takeover, Insider Trading and Depositories & Participants. A text of the Annual Secretarial Audit Report is annexed elsewhere.

### (f) Management Discussion and Analysis Report

The Management Discussion and Analysis Report have been included separately in the Annual Report to the Shareholders.