

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: Hotahoti Wood Products Limited

2. Quarter ending: 31st December, 2015

| I. Composition of Board of Directors | | | | | | | | |
|--------------------------------------|----------------------|------------------------|--|--|-----------|--|---|--|
| Title (Mr. / Ms) | Name of the Director | 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 (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) |
| Mr. | CHAMPA LAL PAREEK | AEKPP9135M & 00030815 | Non-Executive, Independent Director | 29.09.2015 | till 2020 | 7 | 6 | 6 |
| Mr. | TARAK NATH DEY | AIVPD7009D & 00343396 | Managing Director | 31.03.2015 | | 7 | 7 | 3 |
| Mr. | CHAND RATAN MODI | ADMPPM4506E & 00343685 | Promoter & Non Executive Director | 22.08.1999 | | 6 | 3 | 1 |
| Mr | SOURAV SAHA | CWRPS4981H & 07204106 | Non-Executive, Independent Director | 29.09.2015 | till 2020 | 6 | 5 | 0 |

\$PAN number of any director would not be displayed on the website of Stock Exchange

&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

* 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.

II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$ |
|---|---------------------------|---|
| 1. Audit Committee | Champa Lal Pareek | Chairperson, Non Executive, Independent Director |
| | Chand Ratan Modi | Promoter & Non Executive Director |
| | Sourav Saha | Non-Executive, Independent Director |
| 2. Nomination & Remuneration Committee | Tarak Nath Dey | Managing Director |
| | Champa Lal Pareek | Non Executive, Independent Director |
| | Sourav Saha | Non-Executive, Independent Director |
| 3. Risk Management Committee(if applicable) | | |
| 4. Stakeholders Relationship Committee' | Tarak Nath Dey | Managing Director |
| | Champa Lal Pareek | Non Executive, Independent Director |
| | Sourav Saha | Non-Executive, Independent Director |

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hypher

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 | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| 13.04.2015 | 05.10.2015 | 111 days |
| 06.06.2015 | | |
| 26.06.2015 | | |
| 04.08.2015 | 29.12.2015 | |

| IV. Meeting of Committees | | | |
|---|---|---|---|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| AUDIT COMMITTEE | | | |
| 05.10.2015 | Yes | 13.04.2015 26.06.2015 04.08.2015 | 96 days |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

| V. Related Party Transactions | |
|--|---|
| Subject | Compliance status (Yes/No/NA)refer note below |
| 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 |

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.

VI. Affirmations

| 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 | Yes |
| a. Audit Committee | Yes |
| b. Nomination & remuneration committee | Yes |
| c. Stakeholders relationship 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 |



Signature:

Name : Tarak Nath Dey

Designation: Managing Director