

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Hinduja Global Solutions Limited**
 2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No 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	Membership in Committees of the Company	Remarks
Mr.	Ramkrishan P. Hinduja	00278711	ABZPH5257Q	C & NED		05-Mar-2007			1	2	0	AC,SC,NRC	
Ms.	Shanu S.P. Hinduja	06512872	AADPM7305F	NED		04-Mar-2013			1	1	0	SC,NRC	
Ms.	Vinoo S. Hinduja	00493148	AACPH4758G	NED		25-Oct-2008			1	1	0	SC	
Mr.	Anil Harish	00001685	AAAPH8876M	ID		29-Sep-2015		60	5	4	2	AC,NRC	
Mr.	Rajendra P. Chitale	00015986	AABPC4812B	ID		05-Mar-2007		148	4	9	3	AC,NRC	
Mr.	Rangan Mohan	01116821	AEWPM5717L	ID		31-Oct-2007		140	1	4	1	AC,SC,NRC	
Mr.	Yashodhan Madhusudan Kale	00013782	AACPK2414N	NED		21-Sep-2016			2	2	0		
Mr.	Pradeep Mukerjee	02287773	AALPM3368C	ID		21-Sep-2016		60	2	2	0		

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Anil Harish	ID	Chairperson	05-Nov-2015	
2	Ramkrishan P. Hinduja	C & NED	Member	07-Mar-2007	
3	Rajendra P. Chitale	ID	Member	07-Mar-2007	
4	Rangan Mohan	ID	Member	20-May-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Rangan Mohan	ID	Chairperson	09-Feb-2011	
2	Ramkrishan P. Hinduja	C & NED	Member	21-May-2014	
3	Shanu S.P. Hinduja	NED	Member	04-Mar-2013	
4	Vinoo S. Hinduja	NED	Member	21-May-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
----------------	-----------------------------	-----------------	-------------------------------	-------------------------	-----------------------

Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Rangan Mohan	ID	Member	31-Oct-2007	
2	Rajendra P. Chitale	ID	Member	07-Mar-2007	
3	Shanu S.P. Hinduja	NED	Member	04-Mar-2013	
4	Ramkrishan P. Hinduja	C & NED	Member	29-Sep-2014	
5	Anil Harish	ID	Chairperson	05-Nov-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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
02-Nov-2018	07-Feb-2019
	29-Mar-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	96

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	01-Nov-2018	07-Feb-2019	4	Yes
Audit Committee		13-Mar-2019	4	Yes
Nomination & Remuneration Committee	15-Oct-2018	22-Mar-2019	4	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	97

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
---------------------------------------------------------------------------------------------------------------------	--

VI. Affirmations

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 (applicable to the top 100 listed entities) - **Not applicable**
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 and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

--

Name : **Makarand Dewal**
Designation : **Company Secretary**

ANNEXURE II

Format 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			
Item	Compliance status	Company Remark	Website
Details of business	Yes		www.teamhgs.com
Terms and conditions of appointment of	Yes		www.teamhgs.com
Composition of various committees of	Yes		www.teamhgs.com
Code of conduct of board of directors and	Yes		www.teamhgs.com
Details of establishment of vigil mechanism/	Yes		www.teamhgs.com
Criteria of making payments to non-	Not		
Policy on dealing with related party	Yes		www.teamhgs.com
Policy for determining 'material' subsidiaries	Yes		www.teamhgs.com
Details of familiarization programs imparted	Yes		www.teamhgs.com
Contact information of the designated officials of the listed	Yes		www.teamhgs.com
email address for grievance redressal and	Yes		www.teamhgs.com
Financial results	Yes		www.teamhgs.com
Shareholding pattern	Yes		www.teamhgs.com
Details of agreements entered into with the media companies and/or	Not Applicable		
New name and the old name of the listed	Not		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	

<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
--------------------------	--

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
--------------------------	--

Name : **Makarand Dewal**
Designation : **Company Secretary**