

CORPORATE GOVERNANCE REPORT

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity **- Hinduja Global Solutions Limited**
2. Quarter ending **- 30-Sep-2022**

i. Composition Of Board of Directors

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	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.	Yashodhan Madhusudhan Kale	00013782	AACPK2414N	C & NED		21-Sep-2016				04-Nov-1947	No					Yes	23-Sep-2021	1	0	1	0	AC	
Mr.	Anil Harish	00001685	AAAPH8876M	ID		29-Sep-2015	29-Sep-2020		85	19-Mar-1954	No					NA		3	3	3	3	AC, NRC	
Ms.	Bhumika Batra	03502004	AKVPB1516H	ID		04-Sep-2019	04-Sep-2019		37	11-Aug-1981	No					NA		6	6	10	4	AC, SC, RC, NRC	
Mr.	Sudhanshu Kumar Tripathi	06431686	AAYP9685J	NED		30-Sep-2019				07-Jun-1959	No					NA		3	0	7	1	SC, RC, NRC	
Mr.	Ganesh Natarajan	00176393	ABIPN8439R	ID		30-Sep-2019	30-Sep-2019		36	18-Jan-1957	No					NA		3	3	6	1	AC, SC	
Mr.	Pradeep Udhas	02207112	AAQPU8910M	ID		25-Aug-2022	25-Aug-2022		1	13-Oct-1958	No					NA		2	2	1	0		
Mr.	Paul Abraham	01627449	AAEPA9540K	NED		25-Aug-2022				04-May-1960	No					NA		1	0	0	0		
Mr.	Partha DeSarkar	00761144	ABUPS5813L	ED		04-Sep-2019				17-May-1963	No					NA		1	0	1	0	SC, RC	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

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	Yashodhan Madhusudhan Kale	C & NED	Member	30-Sep-2019	
3	Bhumika Batra	ID	Member	30-Sep-2019	
4	Ganesh Natarajan	ID	Member	30-Sep-2019	

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	Bhumika Batra	ID	Chairperson	30-Sep-2019	
2	Partha DeSarkar	ED	Member	30-Sep-2019	
3	Sudhanshu Kumar Tripathi	NED	Member	30-Sep-2019	
4	Ganesh Natarajan	ID	Member	30-Sep-2019	

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>
1	Bhumika Batra	ID	Chairperson	18-Jun-2021	
2	Sudhanshu Kumar Tripathi	NED	Member	18-Jun-2021	
3	Partha DeSarkar	ED	Member	18-Jun-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Anil Harish	ID	Chairperson	05-Nov-2015	
2	Bhumika Batra	ID	Member	30-Sep-2019	
3	Sudhanshu Kumar Tripathi	NED	Member	30-Sep-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors present
26-May-2022	Yes	6	6	3
29-May-2022	Yes	6	6	3
12-Aug-2022	Yes	6	6	3
25-Aug-2022	Yes	6	6	3

Company Remarks	2 Board meetings were held on August 12, 2022 where all the Directors including 3 Independent Directors had attended.2 Board meetings were held on August 12, 2022 where all the Directors including 3 Independent Directors had attended.
Maximum gap between any two consecutive (in number of days)	74

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	29-May-2022	Yes	4	4	3	0
Audit Committee	13-Jun-2022	Yes	4	4	3	0
Nomination & Remuneration Committee	08-Aug-2022	Yes	3	3	2	0
Nomination & Remuneration Committee	12-Aug-2022	Yes	3	3	2	0
Audit Committee	12-Aug-2022	Yes	4	4	3	0
Audit Committee	25-Aug-2022	Yes	4	4	3	0
Nomination & Remuneration Committee	25-Aug-2022	Yes	3	3	2	0
Risk Management Committee	09-Sep-2022	Yes	3	3	1	0
Audit Committee	19-Sep-2022	Yes	4	4	3	0

Company Remarks	On August 12, 2022 and August 25, 2022 two Audit Committee meetings were held. All 4 directors, including 3 independent directors had attended these meetings.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	59

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) - **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**
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 : **Narendra Singh**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE III**Affirmations**

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

Name : **Narendra Singh**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE IV

Additional Half yearly Disclosure

Applicability of Disclosure	Applicable
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	5900000000	0	0	5045000000	12100000000	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

Name: Srinivas Palakodeti
Designation: Chief Financial Officer
Place: Bangalore
Date: 21-Oct-2022