

## 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-2023**

#### 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.	Ashok P. Hinduja	00123180	AAAPH8522Q	C,NED		19-Dec-2022				15-Jul-1950	No					NA		1	0	0	0		
Mr.	Anil Harish	00001685	AAAPH8876M	ID		29-Sep-2015	29-Sep-2020		90.01	19-Mar-1954	No					NA		3	3	4	4	AC ,NRC	
Ms.	Bhumika Batra	03502004	AKVPB1516H	ID		04-Sep-2019	04-Sep-2019		42.26	11-Aug-1981	No					NA		6	6	10	4	AC,SC, RC, NRC	
Mr.	Sudhanshu Kumar Tripathi	06431686	AAYPT9685J	NED		30-Sep-2019				07-Jun-1959	No					NA		3	0	7	1	AC,SC, RC,NRC	
Mr.	Ganesh Natarajan	00176393	ABIPN8439R	ID		30-Sep-2019	30-Sep-2019		42	18-Jan-1957	No					NA		3	3	6	1	AC,SC	
Mr.	Pradeep Udhas	02207112	AAQPU8910M	ID		25-Aug-2022	25-Aug-2022		7.06	13-Oct-1958	No					NA		2	2	2	0	AC,RC	
Mr.	Paul Abraham	01627449	AAEPA9540K	NED		25-Aug-2022				04-May-1960	No					NA		1	0	1	0	SC	
Mr.	Munesh Khanna	00202521	AGIPK9644C	ID		19-Dec-2022	19-Dec-2022		3.12	12-May-1962	No					NA		4	4	7	0		
Mr.	Partha DeSarkar	00761144	ABUPS5813L	ED		04-Sep-2019				17-May-1963	No					NA		1	0	1	0	SC,RC	
Mr.	Vynsley Fernandes	02987818	AAAPF7681G	ED		14-Nov-2022				30-Jan-1969	No					NA		1	0	0	0		

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

**ii. Composition of Committees**

**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Anil Harish	ID	Chairperson	05-Nov-2015	
2	Bhumika Batra	ID	Member	30-Sep-2019	
3	Ganesh Natarajan	ID	Member	30-Sep-2019	
4	Sudhanshu Kumar Tripathi	NED	Member	13-Feb-2023	
5	Pradeep Udhas	ID	Member	13-Feb-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</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	13-Feb-2023
4	Ganesh Natarajan	ID	Member	30-Sep-2019	
5	Paul Abraham	NED	Member	13-Feb-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</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	
4	Pradeep Udhas	ID	Member	13-Feb-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</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 Regular chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors present (All directors including Independent Director)</b>	<b>No. of Independent Directors attending the meeting</b>
12-Nov-2022	Yes	8	7	3
14-Nov-2022	Yes	9	8	3
25-Nov-2022	Yes	9	9	4
07-Dec-2022	Yes	9	8	3
19-Dec-2022	Yes	10	10	5
13-Feb-2023	Yes	10	10	5
27-Mar-2023	Yes	10	9	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	55

iv. **Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors in the Committee as on date of the meeting</b>	<b>Number of Directors present (All directors including Independent Director)</b>	<b>Number of Independent directors attending the meeting</b>	<b>Number of Members attending the Meeting (Other than Board of Directors)</b>
Nomination & Remuneration Committee	13-Oct-2022	Yes	3	3	2	0
Nomination & Remuneration Committee	14-Nov-2022	Yes	3	3	2	0
Audit Committee	14-Nov-2022	Yes	4	4	3	0
Audit Committee	07-Dec-2022	Yes	4	3	2	0
Audit Committee	19-Dec-2022	Yes	4	4	3	0
Nomination & Remuneration Committee	19-Dec-2022	Yes	3	3	2	0
Audit Committee	27-Dec-2022	Yes	3	3	3	0
Audit Committee	13-Feb-2023	Yes	3	3	3	0
Nomination & Remuneration Committee	22-Feb-2023	Yes	3	3	2	0
Risk Management Committee	02-Mar-2023	Yes	4	4	2	0
Stakeholders Relationship Committee	10-Mar-2023	Yes	4	4	2	0
Nomination & Remuneration Committee	27-Mar-2023	Yes	3	3	2	0

<b>Company Remarks</b>	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	47

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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	
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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 1000 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 II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		www.hgs.cx
Terms and conditions of appointment of independent directors	Yes		www.hgs.cx
Composition of various committees of board of directors	Yes		www.hgs.cx
Code of conduct of board of directors and senior management	Yes		www.hgs.cx
Details of establishment of vigil mechanism/ Whistle Blower	Yes		www.hgs.cx
Criteria of making payments to non-executive directors	Yes		www.hgs.cx
Policy on dealing with related party transactions	Yes		www.hgs.cx
Policy for determining 'material' subsidiaries	Yes		www.hgs.cx
Details of familiarization programs imparted to independent	Yes		www.hgs.cx
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling	Yes		www.hgs.cx
Contact information of the designated officials of the listed	Yes		www.hgs.cx
Financial results	Yes		www.hgs.cx
Shareholding pattern	Yes		www.hgs.cx
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Yes		www.hgs.cx
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.hgs.cx
Credit rating or revision in credit rating obtained by the entity for	Yes		www.hgs.cx
Separate audited financial statements of each subsidiary of the	Yes		www.hgs.cx
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.hgs.cx
Materiality Policy as per Regulation 30	Yes		www.hgs.cx
Dividend Distribution policy as per Regulation 43A (as	Yes		www.hgs.cx
It is certified that these contents on the website of the listed	Yes		www.hgs.cx

<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of</i>	17(2)	Yes	
<i>Quorum of Board</i>	17(2A)	Yes	
<i>Review of Compliance</i>	17(3)	Yes	
<i>Plans for orderly</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 &amp;</i>	17(9)	Yes	
<i>Performance Evaluation of</i>	17(10)	Yes	
<i>Recommendation</i>	17(11)	Yes	
<i>Maximum number</i>	17A	Yes	
<i>Composition of Audit</i>	18(1)	Yes	
<i>Meeting of Audit</i>	18(2)	Yes	
<i>Composition of nomination &amp;</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and</i>	19(2A)	Yes	
<i>Meeting of nomination &amp;</i>	19(3A)	Yes	
<i>Composition of Stakeholder</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder</i>	20(3A)	Yes	
<i>Composition and role of risk</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related</i>	23(1),(1A),(5),(6)	Yes	

<i>Prior or Omnibus approval of Audit</i>	23(2), (3)	Yes	
<i>Approval for material related</i>	23(4)	Yes	
<i>Disclosure of related party</i>	23(9)	Yes	
<i>Composition of Board of Directors</i>	24(1)	Yes	
<i>Other Corporate Governance</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance</i>	24(A)	Yes	
<i>Alternate Director to Independent</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of</i>	25(3) & (4)	Yes	
<i>Familiarization of</i>	25(7)	Yes	
<i>Declaration from</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance</i>	25(10)	Yes	
<i>Memberships in</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of</i>	26(3)	Yes	
<i>Disclosure of Shareholding by</i>	26(4)	Yes	
<i>Policy with respect to Obligations of</i>	26(2) & 26(5)	Yes	
<b>Other Information</b>			

### 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**

<b>Other Information</b>	
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**Name** : **Narendra Singh**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE IV**

Symbol	Company Name	Quarter Ended
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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>
5000000000	5250000000	0	0	4620000000	10050000000	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	
<i>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</i>	
<b>Company Remarks in case of non-compliant status</b>	

Name: Srinivas Palakodeti  
Designation: Chief Financial Officer  
Place: Bangalore  
Date: 20-Apr-2023