

1. Name of Listed Entity - **Hinduja Global Solutions Limited**
2. Quarter ending - **30-Sep-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	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity	No of Independent 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	NED		05-Mar-2007		03-Sep-2019		20-Jan-1971	0	0	0	0	AC,SC,NRC	
Ms.	Shanu S.P. Hinduja	06512872	AADPM7305F	NED		04-Mar-2013		03-Sep-2019		14-May-1964	0	0	0	0	SC,NRC	
Ms.	Vinoo S. Hinduja	00493148	AACPH4758G	NED		25-Oct-2008		03-Sep-2019		14-Apr-1967	0	0	0	0	SC	
Mr.	Anil Harish	00001685	AAAPH8876M	ID		29-Sep-2015	29-Sep-2015		49	19-Mar-1954	3	3	3	2	AC,NRC	
Mr.	Rajendra P. Chitale	00015986	AABPC4812B	ID		05-Mar-2007	03-Jul-2014	03-Jul-2019	148	10-Apr-1961	3	3	7	3	AC,NRC	
Mr.	Rangan Mohan	01116821	AEWPM5717L	ID		31-Oct-2007	03-Jul-2014	03-Jul-2019	140	03-Sep-1960	0	0	2	2	AC,SC,NRC	
Mr.	Yashodhan Madhusudhan Kale	00013782	AACPK2414N	C & NED		21-Sep-2016				04-Nov-1947	1	0	1	0	AC,NRC	
Mr.	Pradeep Mukerjee	02287773	AALPM3368C	ID		21-Sep-2016	21-Sep-2016	02-Sep-2019	37	16-Dec-1958	1	1	2	0	AC,SC,NRC	
Mr.	Partha DeSarkar	00761144	ABUPS5813L	ED		04-Sep-2019				17-May-1963	1	0	1	0	SC	
Ms.	Bhumika Batra	03502004	AKVPB1516H	ID		04-Sep-2019	04-Sep-2019		1	11-Aug-1981	5	5	10	3	AC,SC,NRC	
Mr.	Sudhanshu Kumar Tripathi	06431686	AAIPT9685J	NED		30-Sep-2019				07-Jun-1959	3	0	6	0	SC,NRC	
Mr.	Ganesh Natarajan	00176393	ABIPN8439R	ID		30-Sep-2019	30-Sep-2019		1	18-Jan-1957	1	1	2	0	AC,SC	

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

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	NED	Member	07-Mar-2007	03-Sep-2019
3	Rajendra P. Chitale	ID	Member	07-Mar-2007	03-Jul-2019
4	Rangan Mohan	ID	Member	20-May-2015	03-Jul-2019
5	Pradeep Mukerjee	ID	Member	30-May-2019	02-Sep-2019
6	Yashodhan Madhusudhan Kale	C & NED	Member	30-Sep-2019	
7	Bhumika Batra	ID	Member	30-Sep-2019	
8	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	Rangan Mohan	ID	Chairperson	09-Feb-2011	03-Jul-2019
2	Ramkrishan P. Hinduja	NED	Member	21-May-2014	03-Sep-2019
3	Shanu S.P. Hinduja	NED	Member	04-Mar-2013	03-Sep-2019
4	Vinoo S. Hinduja	NED	Member	21-May-2014	03-Sep-2019
5	Pradeep Mukerjee	ID	Member	30-May-2019	02-Sep-2019
6	Bhumika Batra	ID	Chairperson	30-Sep-2019	
7	Partha DeSarkar	ED	Member	30-Sep-2019	
8	Sudhanshu Kumar Tripathi	NED	Member	30-Sep-2019	
9	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>
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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	Anil Harish	ID	Chairperson	05-Nov-2015	
2	Ramkrishan P. Hinduja	NED	Member	29-Sep-2014	03-Sep-2019
3	Shanu S.P. Hinduja	NED	Member	04-Mar-2013	03-Sep-2019
4	Rajendra P. Chitale	ID	Member	07-Mar-2007	03-Jul-2019
5	Rangan Mohan	ID	Member	31-Oct-2007	03-Jul-2019
6	Pradeep Mukerjee	ID	Member	30-May-2019	02-Sep-2019
7	Yashodhan Madhusudhan Kale	C & NED	Member	30-Sep-2019	
8	Bhumika Batra	ID	Member	30-Sep-2019	
9	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 (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
18-May-2019	05-Aug-2019	Yes	6	2
30-May-2019	23-Aug-2019	Yes	6	2
	30-Sep-2019	Yes	4	2
	30-Sep-2019	Yes	4	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	66

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	29-May-2019		Yes	4	3
Audit Committee	30-May-2019		Yes	4	3
Audit Committee		05-Aug-2019	Yes	3	2
Nomination & Remuneration Committee		05-Aug-2019	Yes	4	2
Audit Committee		23-Aug-2019	Yes	3	2
Nomination & Remuneration Committee		23-Aug-2019	Yes	4	4
Audit Committee		30-Sep-2019	Yes	3	2
Nomination & Remuneration Committee		30-Sep-2019	Yes	4	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	66

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
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 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 : **S. Mahadevan**
Designation : **Company Secretary & Compliance Officer**

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
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)	No	The Chairperson of the Committee ceased to be a Director w.e.f. 03.07.2019. Appointed new Chairperson on 30.09.2019
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Name : **S. Mahadevan**
Designation : **Company Secretary & Compliance Officer**