

ANNEXURE I
Corporate Governance Report

1. Name of Listed Entity - **Hinduja Global Solutions Limited**
2. Quarter ending - **March 31, 2020**

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 special resolution passed?	Date of passing special resolution	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.	Yashodhan Madhusudhan Kale	00013782	AACPK2414N	C & NED		21-Sep-2016	28-Sep-2019			04-Nov-1947	NA		1	0	1	0	AC,NRC	
Mr.	Anil Harish	00001685	AAAPH8876M	ID		29-Sep-2015	29-Sep-2015		55	19-Mar-1954	NA		3	3	3	2	AC,NRC	
Mr.	Partha DeSarkar	00761144	ABUPS5813L	ED		04-Sep-2019	04-Sep-2019			17-May-1963	NA		1	0	1	0	SC	
Ms.	Bhumika Batra	03502004	AKVPB1516H	ID		04-Sep-2019	04-Sep-2019		7	11-Aug-1981	NA		6	6	10	3	AC,SC,NRC	
Mr.	Sudhanshu Kumar Tripathi	06431686	AAAYPT9685J	NED		30-Sep-2019	30-Sep-2019			07-Jun-1959	NA		3	0	6	0	SC,NRC	
Mr.	Ganesh Natarajan	00176393	ABIPN8439R	ID		30-Sep-2019	30-Sep-2019		7	18-Jan-1957	NA		1	1	2	0	AC,SC	

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>
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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	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
25-Oct-2019	07-Feb-2020	Yes	6	3
11-Nov-2019	24-Mar-2020	Yes	6	3
27-Nov-2019	25-Mar-2020	Yes	6	3
	31-Mar-2020	Yes	6	3

Company Remarks	Two Board Meetings were held on 31-03-2020. Six Directors attended both the meetings, out of which three are Independent Directors.
Maximum gap between any two consecutive (in number of days)	71

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	25-Oct-2019		Yes	3	2
Audit Committee	11-Nov-2019		Yes	4	3
Stakeholders Relationship Committee	05-Dec-2019		Yes	4	2

Audit Committee		07-Feb-2020	Yes	4	3
Audit Committee		31-Mar-2020	Yes	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	87

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 : S. Mahadevan
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)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.teamhgs.com
Terms and conditions of appointment of independent directors	Yes		www.teamhgs.com
Composition of various committees of board of directors	Yes		www.teamhgs.com
Code of conduct of board of directors and senior management personnel	Yes		www.teamhgs.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.teamhgs.com
Criteria of making payments to non-executive directors	Yes		www.teamhgs.com
Policy on dealing with related party transactions	Yes		www.teamhgs.com
Policy for determining 'material' subsidiaries	Yes		www.teamhgs.com
Details of familiarization programs imparted to independent directors	Yes		www.teamhgs.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.teamhgs.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	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 their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.teamhgs.com
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.teamhgs.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Not Applicable		

Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.teamhgs.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.teamhgs.com
Materiality Policy as per Regulation 30	Yes		www.teamhgs.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable		
It is certified that these contents on the website of the listed entity are correct.	Yes		www.teamhgs.com

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), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	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>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	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>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	

<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5)	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>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Not Applicable	
<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	
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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	
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Name : **S. Mahadevan**
Designation : **Company Secretary & Compliance Officer**