

REPORT ON CORPORATE GOVERNANCE

(AS PER CLAUSE 49 OF THE LISTING AGREEMENT WITH STOCK EXCHANGES)

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company recognizes and believes that success and the longevity of a business enterprise depends on effective corporate governance practices. The Company has a strong legacy of transparent, fair and ethical governance practices which are demonstrated while conducting its business and operations. Philosophy on Corporate Governance is to ensure fiscal accountability, ethical corporate behaviour and fairness to all stakeholders- internal and external, such as employees, business associates, customers, vendors, regulators, government bodies and society at large. Your Company is committed to strive towards enhancement of shareholders' value by implementation of appropriate business strategies, prudent financial management and setting high standards of ethics. Your Company continues to operate as a "Socially Responsible Entity".

Your Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchanges ("Listing Agreement") with regard to Corporate Governance.

2. BOARD OF DIRECTORS

• Composition

As at March 31, 2015, the Board of Directors of the Company comprised of six directors, out of which three were Non-executive and Non-independent Directors, belonging to the Promoter Group and three were Independent Directors. The composition of the Board was in conformity with the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Directors belonging to the Promoter Group are related to each other. Apart from them, none of the Directors are related to each other.

Independent Directors are Non-executive Directors as defined under Clause 49(II)(B) (1) of the Listing Agreement. The tenure of the Independent Directors is as per the provisions of the Companies Act, 2013. The Independent Directors have confirmed that they meet the criteria of 'independence' as stipulated in Section 149(6) of the Companies Act, 2013.

None of the Directors hold directorships in more than 10 public companies and also none of them are members of more than 10 committees or Chairman of more than 5 committees across all the companies in which they are a Director.

- **Details of Board Meetings held during the financial year 2014-15, attendance of Directors at the said Meetings and at the last AGM and details of Directorships and Memberships of the Board Committees (including that of the Company)**

During the financial year, seven Board Meetings were held as follows: May 21, 2014, July 2, 2014, August 12, 2014, September 29, 2014, November 12, 2014, February 5, 2015 and March 26, 2015. The time gap between any two meetings did not exceed 120 days and as such the Company has complied with the provisions of the Companies Act, 2013 and of the Clause 49 of the Listing Agreement. Video conferencing facility has been provided to facilitate Directors travelling/ residing abroad or at other locations to participate in the meetings of the Board and the Committees of the Board.

Name of the Director	Attendance at Board Meetings	Attendance at the last AGM held on July 3, 2014	Board Membership		Committee Membership	
			Chairman	Member	Chairman	Member
Mr. Ramkrishan P. Hinduja, Chairman (Non-Executive, Non-Independent Director) – Promoter Group DIN: 00278711	7	Yes	1	5	Nil	6
Ms. Shanu S. P. Hinduja, Co-Chairperson (Non-Executive, Non-Independent Director) - Promoter Group DIN : 06512872	2	No	Nil	1	Nil	1
Ms. Vinoo S. Hinduja, (Non-Executive Non-Independent Director)- Promoter Group DIN : 00493148	3	No	Nil	1	Nil	1
Mr. Anil Harish, Independent Director* DIN: 00001685	7	Yes	Nil	7	2	6
Mr. Rajendra P. Chitale, Independent Director DIN: 00015986	6	Yes	Nil	8*	4	8*
Mr. Rangan Mohan, Independent Director DIN: 01116821	7	Yes	Nil	3	2	2

* Resigned with effect from May 19, 2015.

Includes 1 unlisted public company

Notes:

- Excludes Foreign Companies, Private Limited Companies, Alternate Directorships and Companies falling under Section 8 of the Companies Act, 2013.
- As per Clause 49 of the Listing Agreement, Membership of Audit Committee and Stakeholders Relationship and Share Allotment Committee only are considered.

III. The terms and conditions of appointment of Independent Directors have been uploaded on the website of the Company at <http://www.teamhgs.com/investors/corporate-policies>

3. AUDIT COMMITTEE

• Terms of Reference

The terms of reference and the Charter of the Audit Committee have been approved by the Board of Directors ("the Board"), which are in conformity with Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The broad terms of reference includes:-

Recommendation for appointment, remuneration and terms of appointment of auditors of the Company; review and monitor the auditor's independence, performance and effectiveness of audit process; examination of the financial statements and the auditor's report thereon; oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible; discussion with internal auditors of any significant findings and follow up thereon; review and approve related party transactions; evaluation of internal financial controls and risk management systems; reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board; scrutiny of inter-corporate loans and investments, etc.

• Composition

The Audit Committee consisted of three members of the Board as follows:

- Mr. Anil Harish (Independent Director) - Chairman
- Mr. Rajendra P. Chitale (Independent Director) - Member
- Mr. Ramkrishan P. Hinduja (Non-Executive, Non-Independent Director) - Member

All the members have accounting or related financial management expertise and have the ability to understand the Financial Statements. The Company Secretary of the Company acts as Secretary to the Committee. The invitees to Audit Committee meetings include representatives of the Statutory Auditor, Internal Auditor or his representative, Chief Executive Officer, Chief Financial Officer and such other Executives as deemed necessary.

The composition of the Audit Committee conforms to the requirements of Section 177 of

the Companies Act, 2013 and Clause 49 of the Listing Agreement.

• Meetings

During the financial year 2014-15, five Meetings were held as follows: May 20, 2014; August 11, 2014; September 27, 2014; November 11, 2014 and February 4, 2015. The time gap between any two meetings did not exceed four months and as such the Company has complied with the provisions of Clause 49 of the Listing Agreement.

• Attendance:

Name of the Member	No. of Meetings Attended
Mr. Anil Harish, Chairman*	5
Mr. Rajendra P. Chitale, Member	5
Mr. Ramkrishan P. Hinduja, Member	5

* Resigned with effect from May 19, 2015.

- Mr. Anil Harish, Chairman of the Audit Committee, attended the last Annual General Meeting of the Company held on July 3, 2014.

4. NOMINATION AND REMUNERATION COMMITTEE

• Terms of Reference

The Nomination and Remuneration Committee ("NRC") was constituted by the Board of Directors of the Company. Nomination and Remuneration Policy was approved by the NRC and by the Board. The said Policy stipulates role and functions of the NRC which conforms to the requirements of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Terms of reference and the role of the NRC broadly includes:

Formulation of criteria for determining qualifications, positive attributes and independence of directors; identification of persons who are qualified to become Directors and who may be appointed in Senior Management and recommend to the Board their appointment and removal; recommend to the Board appointment/ re-appointment of and terms of engagement of Independent Directors, Non-Executive Directors, Chief Executive Officer and Key Managerial Personnel and Senior Management; formulate criteria for evaluation of performance of Independent Directors and the Board as a whole, and carry out evaluation of every directors' performance and support the Board and overall evaluation process for determining appointment/

re-appointment or removal thereof; formulate and recommend to the Board the Remuneration Policy for Directors, Chief Executive Officer, Key Managerial Personnel, Senior Management as well as rest of the employees and recommend on an annual basis remuneration payable to them; devise a policy on Board Diversity and succession planning for Board/ Senior Management; oversee familiarisation programme for Independent Directors and grant of employee stock options as per the existing ESOP Schemes of the Company and formulate and recommend to the Board for approval new employee stock options plan as and when deemed necessary.

- **Composition**

The NRC consisted of five members of the Board as follows:

- Mr. Anil Harish (Independent Director) - Chairman
- Mr. Rajendra P. Chitale (Independent Director) - Member
- Mr. Rangan Mohan (Independent Director) - Member*
- Mr. Ramkrishan P. Hinduja (Non-Executive, Non-Independent Director) - Member
- Ms. Shanu S. P. Hinduja (Non-Executive, Non-Independent Director) - Member

*Appointed as Chairman of the Committee with effect from August 12, 2015.

The composition of the NRC conforms to the requirements of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

- **Meetings**

During the financial year 2014-15, five Meetings of the NRC were held as follows: April 30, 2014, May 20, 2014; July 2, 2014; September 29, 2014 and February 5, 2015.

- **Attendance:**

Name of the Member	No. of Meetings Attended
Mr. Anil Harish, Chairman*	5
Mr. Rajendra P. Chitale, Member	5
Mr. Rangan Mohan, Member	4
Mr. Ramkrishan P. Hinduja, Member**	2
Ms. Shanu S. P. Hinduja, Member	2

* Resigned with effect from May 19, 2015.

**Appointed as a Member with effect from September 29, 2014.

- **Remuneration Policy**

The Remuneration Policy for Directors, Chief Executive Officer, Key Managerial Personnel, Senior Executives and other employees was formulated and recommended by the NRC and approved by the Board. The objective of said Policy is to attract, motivate and retain qualified and expert individuals the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of the Company's stakeholders. While formulating the policy, elements/ aspects as follows are considered: level and composition of remuneration to attract, retain and motivate Directors, Chief Executive Officer, Key Managerial Personnel, Senior Executives and other employees; relationship of remuneration to performance benchmarks, balance between fixed, variable and incentive pay to reflect short and long term performance objectives appropriate to the working of the Company and its goals.

- **REMUNERATION OF DIRECTORS**

During the financial year 2014-15, only sitting fees for attending the Meetings of the Board of Directors and the Committees (Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Share Allotment Committee) was paid. The sitting fees for attending the Board Meetings and the Audit Committee Meetings were increased from ₹ 20,000 per Meeting to ₹ 1,00,000 per Meeting effective September 30, 2014. The sitting fees for attending the Nomination and Remuneration Committee and Stakeholders Relationship and Share Allotment Committee Meetings were increased from ₹ 5,000 per Meeting to ₹ 50,000 per Meeting effective September 30, 2014. No sitting fee is paid for attending the Meetings of the Committee of Directors and for attending the Meetings of Corporate Social Responsibility Committee.

Sitting fee paid to Non-Executive Directors during the financial year 2014-15 is as under:

Name of the Director	Sitting Fee (₹)
Mr. Ramkrishan P. Hinduja	8,10,000
Ms. Shanu S. P. Hinduja	1,30,000
Ms. Vinoo S. Hinduja	1,50,000
Mr. Anil Harish	7,10,000
Mr. Rajendra P. Chitale	6,10,000
Mr. Rangan Mohan	5,60,000

There were no material pecuniary relationships or transactions with Non-Executive Directors apart from payments made as under for

professional services rendered by Firms of Advocates/ Tax/ Strategic Consultants in which certain Independent Directors are partners:

Name of Firm	Amount paid during the year under review	Name of Director who is partner
Rangan Mohan Associates	₹ 12,73,842.90	Mr. Rangan Mohan
D.M. Harish & Co.	₹ 15,18,750.00	Mr. Anil Harish

Details of equity shares of the Company held by the Directors as on March 31, 2015 are as under:

Name of Director	Number of shares held
Mr. Ramkrishan P. Hinduja	Nil
Ms. Shanu S.P. Hinduja	955
Ms. Vinoo S. Hinduja	61,065
Mr. Anil Harish	Nil
Mr. Rajendra P. Chitale	Nil
Mr. Rangan Mohan	Nil

5. STAKEHOLDERS RELATIONSHIP AND SHARE ALLOTMENT COMMITTEE

• Composition

The Stakeholders Relationship and Share Allotment Committee consisted of four members of the Board as follows:

- Mr. Rangan Mohan (Independent Director) - Chairman
- Mr. Ramkrishan P. Hinduja (Non-Executive, Non-Independent Director) - Member
- Ms. Shanu S. P. Hinduja (Non-Executive, Non-Independent Director) - Member
- Ms. Vinoo S. Hinduja (Non-Executive, Non-Independent Director) - Member

The composition of the Stakeholders Relationship and Share Allotment Committee conforms to the requirements of Section 178 of the Companies Act, 2013. Mr. Makarand D. Dewal, Company Secretary acts as Compliance Officer. During the financial year 2014-15, five Meetings of the Stakeholders Relationship and Share Allotment Committee were held as follows: May 21, 2014; July 31, 2014; September 27, 2014; November 12, 2014 and February 3, 2015.

The Committee looks into the redressal of complaints of investors such as non-receipt of dividend, non-receipt of annual reports, etc. The Committee also approves proposals for allotment of shares under ESOPs. During

the year under review, two complaints were received from shareholders which were duly attended to. There were no complaints pending against the Company as on March 31, 2015.

• Attendance:

Name of the Member	No. of Meetings Attended
Mr. Rangan Mohan, Chairman	5
Mr. Ramkrishan P. Hinduja, Member	5
Ms. Shanu S.P. Hinduja, Member	Nil
Ms. Vinoo S. Hinduja, Member	2

6. OTHER COMMITTEES OF THE BOARD

A. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee ("CSR Committee") was constituted by the Board of Directors of the Company, as required under Section 135 of the Companies Act, 2013 ("the Act") on May 21, 2014 comprising of following members of the Board:

Mr. Anil Harish (Independent Director) - Chairman, Mr. Rajendra P. Chitale (Independent Director) - Member, Mr. Rangan Mohan (Independent Director) - Member, Mr. Ramkrishan P. Hinduja (Non-Executive, Non-Independent Director) - Member and Ms. Vinoo S. Hinduja (Non-Executive, Non-Independent Director) - Member.

The role and functions of the CSR Committee includes formulation and recommendation of CSR Policy to the Board, identification of CSR activities/ projects, implementation and monitoring of the same; recommendation to the Board overall expenditure to be incurred on CSR initiatives as per the provisions of the Act as also the expenditure to be incurred CSR activities/ project wise.

Corporate Social Responsibility Policy ("CSR Policy") was formulated by the CSR Committee and recommended to and approved by the Board. Such policy *inter-alia* covers the CSR activities to be undertaken as specified in Schedule VII to the Act, implementation and monitoring of such activities, etc.

During the financial year 2014-15, four Meetings of CSR Committee were held as follows: September 29, 2014, November 12, 2014, February 5, 2015 and March 26, 2015.

• **Attendance**

Name of the Member	No. of Meetings Attended
Mr. Anil Harish, Chairman*	4
Mr. Rajendra P. Chitale, Member	3
Mr. Rangan Mohan, Member	4
Ms. Vinoo S. Hinduja, Member	2

*Resigned with effect from May 19, 2015

Mr. Ramkrishan P. Hinduja was appointed as a Member of the CSR Committee with effect from March 26, 2015.

B. COMMITTEE OF DIRECTORS

The Committee of Directors consisted of following Members of the Board:

Mr. Ramkrishan P. Hinduja (Non-Executive, Non-Independent Director) - Chairman, Ms. Vinoo S. Hinduja (Non-Executive, Non-Independent Director) - Member and Mr. Rangan Mohan (Independent Director) - Member. During the financial year 2014-15, three Meetings were held as follows: April 12, 2014; August 20, 2014; and December 31, 2014. All the meetings were attended by Mr. Ramkrishan P. Hinduja and Mr. Rangan Mohan and one meeting was attended by Ms. Vinoo S. Hinduja.

The main functions of the Committee are as follows: to review-Capital and Revenue Budget, expansion and strategic projects, etc., to recommend the same to the Board for its approval, approve operational and other matters as may be delegated by the Board from time to time.

C. RISK MANAGEMENT COMMITTEE

The Risk Management Committee was constituted by the Board of Directors of the Company comprising of Chief Executive Officer (Chairman), Chief Financial Officer (Member) and Executive Vice President- Legal, Compliance and Risk Management (Member). The Enterprise Risk Management Policy ("Risk Management Framework"), as recommended by the Committee, was approved by the Board.

The Committee is responsible for reviewing, implementing and monitoring the Risk Management Framework for ensuring its effectiveness and periodical reporting of the same to the Board. Overview of Risk Management based upon the business and operations of the Company is given in the 'Management Discussion and Analysis' section of the Board's Report.

7. GENERAL BODY MEETINGS

- Details of location, date and time of holding the last three Annual General Meetings:

Financial Year	Date	Time	Venue
2011-12	August 9, 2012	11:00 a.m.	Hall of Harmony, Nehru Centre Dr. Annie Besant Road Worli. Mumbai-400 018
2012-13	August 10, 2013		
2013-14	July 3, 2014		

- There was no extraordinary general meeting of the members held during the financial year 2014-15.
- The following are the special resolutions passed at the previous three Annual General Meetings:

AGM held on	Summary
July 3, 2014	Special resolution under Section 180 (1) (c) of the Companies Act, 2013 relating to borrowing powers of the Company.
August 10, 2013	Special resolution under Section 81 (1A) of the Companies Act, 1956 relating to issue of various types of Securities not exceeding ₹ 500 Crore (Rupees Five Hundred Crore) by the Company.
August 9, 2012	Special resolution under Section 81 (1A) of the Companies Act, 1956 relating to issue of various types of Securities not exceeding ₹ 500 Crore (Rupees Five Hundred Crore) by the Company.

There was no special resolution requiring voting through postal ballot during the financial year 2014-15.

8. DISCLOSURES

- A. There were no material significant related party transactions during the year that may have a potential conflict with the interests of the Company at large. The Board of Directors of the Company has approved the 'Related Party Transactions Policy' which has been uploaded on the website of the Company at the following link: <http://www.teamhgs.com/investors/corporate-policies>
- B. There have been no instances of non-compliance by your Company on any matter related to the capital markets, nor has any penalty/stricture been imposed on your Company by the Stock Exchanges or SEBI or any other statutory authority or any matter related to capital markets during the last three years.

C. Your Company has a Whistle Blower Policy and Vigil Mechanism for Directors and employees in place *inter-alia* to report unethical conduct. No personnel have been denied access to the Ombudsman or Chairman of the Audit Committee of your Company to discuss any matter of substance. The said policy has been uploaded on the website of the Company at the following link: <http://www.teamhgs.com/investors/corporate-policies>

D. Your Company has adopted the Code of Conduct for Board members, Senior Management Personnel and Employees. As required under Clause 49 of the Listing Agreement, the Chief Executive Officer has given a declaration to the effect that all the Directors and Senior Management personnel of your Company have affirmed compliance with the Code of Conduct as on March 31, 2015. The same has been attached as **Annexure 'A'** to the Directors' Report.

Your Company has complied with all the mandatory requirements of Corporate Governance as required by the Listing Agreement.

E. CEO/CFO Certification:

A certificate from the CEO and CFO in terms of Clause 49(IX) of the Listing Agreement was placed before the Board Meeting held on May 20, 2015 to approve the Audited Annual Accounts for the year ended March 31, 2015.

F. The Audit Committee and the Board reviews and approves the consolidated financial statements of the Company on a quarterly basis. The minutes of the Board meetings of the unlisted Indian and Foreign subsidiary companies are periodically placed before the Board of Directors of the Company. The Company does not have any material non-listed Indian subsidiary company. The Company has a policy for determining 'material subsidiaries' which is disclosed on the Company's website at the following link: <http://www.teamhgs.com/investors/corporate-policies>

9. MEANS OF COMMUNICATION

A. The quarterly, half-yearly and annual results are published in leading national newspapers (Business Standard and Sakaal). The results are simultaneously displayed on your Company's website www.teamhgs.com. The website is updated regularly with the official news releases, presentations made to Institutional Investors and Analysts and disclosures as required from time to time. Communication relating to financial results, dividend and business and operations of

the Company are sent to the shareholders of the Company periodically.

B. Management Discussion and Analysis Report is given as an **Annexure 'E'** to the Directors' Report.

10. GENERAL SHAREHOLDER INFORMATION

Sr. No.	Subject	Date
1.	Next Annual General Meeting	
	Date	September 29, 2015
	Time	3.00 P. M.
	Venue	Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018
2.	Financial Calendar for 2015-16 (Tentative)	
	Unaudited results for the quarter ending June 30, 2015	August 12, 2015
	Unaudited results for the quarter/half year ending September 30, 2015	November 9, 2015
	Unaudited results for the quarter ending December 31, 2015	February 10, 2016
	Audited results for the year ending March 31, 2016	May 18, 2016
3.	Book Closure Dates	September 25, 2015 to September 29, 2015 (both days inclusive)
4.	Dividend payment date for the financial year 2014-15	On or after October 8, 2015
5.	Listing of Equity Shares	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
6.	Stock Code	BSE: 532859 NSE: HGS
7.	ISIN	INE170101016
8.	CIN	L92199MH1995PLC084610

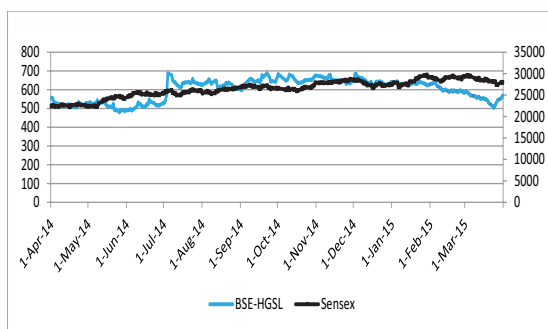
Note: Annual Listing fee for the financial year 2015-16 has been paid to BSE and NSE.

• **STOCK MARKET DATA**

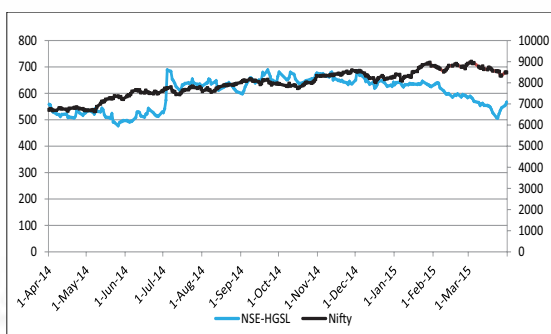
Month	BSE		NSE	
	Month's High (₹)	Month's Low (₹)	Month's High (₹)	Month's Low (₹)
Apr-14	562.00	505.00	563.55	504.00
May-14	575.00	475.00	574.85	472.00
Jun-14	562.15	485.80	563.50	481.40
Jul-14	736.55	523.40	736.60	522.00
Aug-14	674.00	544.80	672.80	601.10
Sep-14	709.75	590.00	709.00	593.55
Oct-14	724.90	630.20	724.90	630.10
Nov-14	685.00	612.00	686.90	608.00
Dec-14	699.00	609.80	699.00	610.00
Jan-15	650.00	615.50	659.50	615.50
Feb-15	660.00	578.55	660.00	580.05
Mar-15	597.00	500.40	599.00	501.00

• **SHARE PRICE MOVEMENT (BSE)**

Your Company's closing share price movement on the BSE relative to BSE Sensex closing prices (April 2014 to March 2015)



• **SHARE PRICE MOVEMENT (NSE)**



• **REGISTRAR AND SHARE TRANSFER AGENT**

Your Company's Registrar and Share Transfer Agent is:

Sharepro Services (India) Pvt. Ltd.

Address: 13 A/B, 2nd Floor,
Samhita Warehousing Complex
Sakinaka Telephone Exchange Lane
Andheri-Kurla Road, Sakinaka
Andheri (East), Mumbai - 400072

Shareholder's correspondence please be addressed to the Registrar and Share Transfer Agent at the above address, marked to the attention of:

Ms. Indira Karkera/ Mr. Damodar K.

Tel : (91 22) 6772 0300 / 6772 0400

Fax : (91 22) 2859 8927 / 2850 1568

E-Mail : sharepro@shareproservices.com

Investor Relation Centre:

Address : Sharepro Services (India) Pvt. Ltd.
912, Raheja Center,
Free Press Journal Road
Nariman Point, Mumbai - 400021.
Tel : (91 22) 6613 4700

• **SHARE TRANSFER SYSTEM**

Your Company's equity shares are compulsorily traded in dematerialized form. As on March 31, 2015, about 99.74% of your Company's equity (comprising of 2,06,65,720 shares) had been dematerialized. The shares of your Company are listed on the BSE and NSE w.e.f. June 19, 2007.

The power to approve transfer of shares in physical form and to attend to share transfer formalities has been delegated by the Board to Share Transfer Committee consisting of officers of the Company. Share transfer process is completed within stipulated time period of fifteen days, if all documents are in order.

As on March 31, 2015, there were no pending transfer proposals.

Pattern of Shareholding as on March 31, 2015:

Particulars	No. of shares	% of shareholding
Promoters	1,40,29,452	67.71
FII's	24,67,542	11.91
NRIs/ OCBs/ Non Domestic Companies	96,982	0.47
Mutual Funds, Banks, Financial Institutions, Insurance Companies	10,44,398	5.04
Private Corporate Bodies	10,65,712	5.14
Individuals/ Others	20,15,487	9.73
Total	2,07,19,573	100

Distribution Schedule as of March 31, 2015:

Distribution	No. of shareholders		No of Shareholding	
	No of shareholders	% to Total	No of shares	% to Total
Upto 500	9,826	92.85	6,80,148	3.28
501 - 1000	332	3.14	2,54,425	1.23
1001 - 2000	187	1.77	28,37,98	1.37
2001 - 3000	63	0.59	1,54,722	0.75
3001 - 4000	35	0.33	1,23,217	0.59
4001 - 5000	28	0.26	1,26,397	0.61
5001 - 10000	43	0.41	3,08,355	1.49
Above 10000	69	0.65	1,87,88,511	90.68
TOTAL	10,583	100.00	2,07,19,573	100.00

- The Company has not issued any ADRs/ GDRs/ Warrants or any convertible instruments in the past and hence as on March 31, 2015, there are no outstanding ADRs/ GDRs/ Warrants or any convertible instruments.

A qualified practicing Company Secretary carries out Share Capital Audit on a quarterly basis to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. All the audit reports confirm that the total issued/ paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

Transfer to Investor Education and Protection Fund:

As per Section 205A and 205C of the Companies Act, 1956 and other applicable provisions, unclaimed/ unpaid dividend for the year 2006-07, remaining as such for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company for that year, was transferred to the Investor Education and Protection Fund (IEPF) in November, 2014. No claim shall lie against the IEPF or the Company for the amount so transferred nor shall any payments be made in respect of such claims.

Dividend for the year 2007-08 remaining unclaimed/ unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company for that year, will be transferred in the first week of November, 2015 to the IEPF. Members are requested to claim the same before the transfer. On periodical basis, Company's Registrar and Share Transfer Agents viz. Sharepro Services (India) Pvt. Limited are sending relevant communication to the Members for claiming/ encashment of dividend.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information

regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on July 3, 2014 (date of the last Annual General Meeting) on the website of the Company (www.teamhgs.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in)

Plant Locations: Not applicable

11. ADDRESS FOR CORRESPONDENCE WITH THE COMPANY

Queries relating to operational and financial performance of your Company may be addressed to:

Mr. Srinivas Palakodeti, Chief Financial Officer

Address : HGS House
No. 614, Vajpayee Nagar
Bommanahalli, Hosur Road
Bengaluru-560068.

Tel : (91 80) 2573 2620/ 2573 3212
Fax : (91 80) 2573 1592

Shareholders may address queries relating to their holdings to:

Mr. Makarand D. Dewal, Company Secretary

Address : Hinduja House
171, Dr. Annie Besant Road, Worli,
Mumbai - 400 018.

Tel : (91 22) 2496 0707/ 6136 0407 (Ext: 1107)
Fax : (91 22) 2497 4208

Email: investor.relations@teamhgs.com

Members are requested to register their email address with the Company's Registrar and Share Transfer Agent (RTA) at sharepro@shareproservices.com to enable the Company to send all notices/documents through email and also advice any changes in their email address from time to time to the RTA.

Pursuant to the SEBI Circular No. MIRSD/DPS III/ Cir-01/07 dated January 22, 2007, the Company has designated an exclusive email ID viz. investor.relations@teamhgs.com, where the investors would be able to register their complaints and also take necessary follow-up actions as necessary.

12. DISCLOSURES OF ADOPTION/NON-ADOPTION OF THE NON-MANDATORY REQUIREMENTS OF CLAUSE 49 OF THE LISTING AGREEMENT

- The Board:** The Non- Executive, Non-Independent Chairman does not have a separate office.
- Shareholder Rights:** Your Company publishes its quarterly unaudited financial results in the newspapers and also displays it on its website www.teamhgs.com apart from displaying it on stock exchanges' website. Communication relating to financial results, dividend

and business and operations of the Company are sent to the shareholders of the Company periodically.

- **Audit qualifications:** Audit Report in respect of financial year 2014-15 is unqualified. Your Company continues to adopt best practices to ensure a regime of unqualified financial statements.
- **Separate posts of Chairman and CEO:** There is separate post of Chairman and CEO in the Company.

- **Reporting of Internal Auditor:** Internal Auditor reports to the CEO of the Company.

For and on behalf of the Board of Directors

Place : Mumbai
Date : August 12, 2015

Ramkrishan P. Hinduja
Chairman