



H. S. INDIA LIMITED

CIN- L55100MH1989PLC053417

Annexure-I

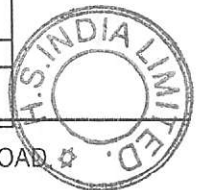
Quarterly Compliance Report on Corporate Governance

1 Name of Listed Entity: H S INDIA LIMITED
2 Quarter ending 31st March, 2016

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Directors	PAN ⁵ & DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee) ⁶	Date of Appointment in the current term / cessation	Tenure*	No of Directorship in listed Entities including this entity (Refer Regulation 25(1) of Listing Regulation)	Number of membership in Audit/Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation)	No of post of Chairman in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation)
Mr.	Pushpendra Radheshyam Bansal	ABIPB2394M & 00086343	Chairperson - Executive	28/10/2015	--	2	0	0
Mr.	Ramesh Radheshyam Bansal	ABMPB3035D & 00086256	Executive	01/08/2014	--	1	1	0
Ms.	Sangeeta Pushpendra Bansal	AGIPB1414D & 01571275	Non-Executive	11/09/2014	--	2	0	0
Mr.	Pradeep Om Dhawan	AABPD9945J & 00519455	Non-Executive - Independent	11/09/2014	5	1	2	2
Mr.	Nilkanth Yogeshbhai Barot	AECPB5816R & 06689760	Non-Executive - Independent	30/05/2015	5	1	2	0
Mr.	Dinesh Parasram Mistry#	ARTPM0880C & 07411914	Non-Executive - Independent	13/02/2016	5	1	1	0
# Appointed as an Additional Director & Member in Nomination and Remuneration Committee and Stakeholders Relationship Committee w.e.f. 13.02.2016								
⁵ PAN number of any director would not be displayed on the website of Stock Exchange								
⁶ Category of director means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen								
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.								
II. Composition of Committees								
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ⁵						
1. Audit Committee	Mr. Pradeep Om Dhawan	Chairman of the Committee- Non-Executive - Independent						
	Mr. Ramesh Radheshyam Bansal	Executive						
	Mr. Nilkanth Yogeshbhai Barot	Non-Executive - Independent						
2. Nomination & Remuneration Committee	Mr. Pradeep Om Dhawan	Chairman of the Committee- Non-Executive - Independent						
	Mr. Nilkanth Yogeshbhai Barot	Non-Executive - Independent						
	Mr. Dinesh Parasram Mistry#	Non-Executive - Independent						
3. Risk Management Committee(if applicable)		Not Applicable						
4. Stakeholders Relationship Committee	Mr. Pradeep Om Dhawan	Chairman of the Committee- Non-Executive - Independent						

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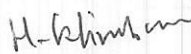
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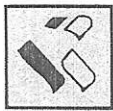
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	Mr. Nilkanth Yogeshbhai Barot	Non-Executive - Independent	
	Mr. Dinesh Parasram Mistry#	Non-Executive - Independent	
# Appointed as an Additional Director & Member in Nomination and Remuneration Committee and Stakeholders Relationship Committee w.e.f. 13.02.2016			
* Category of director means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen			
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	Maximum gap between any two consecutive (in number of days)	
10th October, 2015		29 Days	
9th November, 2015	13th February, 2016	95 days	
IV. Meeting of Committees - Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
13th February, 2016	Yes	9th November, 2015	95 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA) <small>refer note below</small>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
Note			
1	In the column "Compliance Status", compliance or non-compliance may be indicated by Yes / No / N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulation, "Yes" may be indicated, Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
2	If status is "No" details of non-compliance may be given here.		
VI. Affirmations			
1	The composition of Board of Director is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		
2	The composition of the following committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) - Not applicable		
3	The committee members have been made aware of their power, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		
4	The meeting of the board of the directors and committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		
5	The report submitted in the previous quarter has been placed before Board of Directors in their Meeting held on 13.02.2016. There were no comments/observations/advice of Board of Directors.		
FOR H S INDIA LIMITED  Hitesh Limbani Company Secretary / Compliance Officer / Managing Director / CEO			

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



H. S. INDIA LIMITED

ANNEXURE II

Yearly Compliance Report on Corporate Governance

CIN- L55100MH1989PLC053417

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status
	(Yes/No/NA) refer note
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	N.A.
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	N.A.
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
E-mail address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.

II Annual Affirmations

Particulars	Regulation Number	Compliance status
		(Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	N.A.
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

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. - N.A.

FOR H S INDIA LIMITED

H. Limbani

Hitesh Limbani

Company Secretary / Compliance Officer / Managing Director / CEO



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