

**Annexure-1**  
**Quarterly Compliance Report on Corporate Governance**

1 Name of Listed Entity: H S INDIA LIMITED  
2 Quarter ending: 30/09/2019

| I. Composition of Board of Directors | PAN <sup>5</sup> & DIN | Category / (Chairperson / Executive / Non-Executive / Independent / Nominee) & | Initial Date of Appointment | Date Of Re-Appointment | Date Of Cessation | Tenure* | Date of Birth | 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)] | Number of membership in Audit/ Stakeholder Committee (s) including this listed entity [Refer Regulation 26(1) of Listing Regulations] | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations] |
|--------------------------------------|------------------------|--|-----------------------------|------------------------|-------------------|---------|---------------|--|--|---|--|
| Mr. Pushpendra Bansal                | ABIPB2394M & 00086343  | Executive  | 11/09/2019                  |                        |                   |         | 15/09/1960    | 2  | 0  | 0   | 0  |
| Mr. Ramesh Radheshyam Bansal         | ABMPB3035D & 00086256  | Executive  | 29/09/2005                  | 01/08/2019             |                   |         | 04/10/1950    | 1  | 0  | 1   | 0  |
| Mr-s. Sangita Pushpendra Bansal      | AGIPB1414D & 01571275  | Non-Executive  | 11/09/2014                  |                        |                   |         | 13/12/1963    | 2  | 0  | 0   | 0  |
| Mr. Pradeep Om Dhawan                | AABPD9945J & 00519455  | Non-Executive - Independent  | 02/07/2001                  | 11/09/2019             |                   |         | 27/01/1955    | 1  | 1  | 2   | 2  |
| Mr. Dinesh Pararam Mistry            | ARTPM0880C & 07411914  | Non-Executive - Independent  | 13/02/2016                  |                        |                   |         | 22/11/1972    | 1  | 1  | 2   | 0  |
| Mr. Shiladitya Mukherjee             | APCPM7316L & 08497453  | Non-Executive - Independent  | 03/08/2019                  |                        |                   |         | 2/23/03/1973  | 1  | 1  | 2   | 0  |
| Mr. Nilkanth Yogeshbhai Barot        | AECPB5816R & 06689760  | Non-Executive - Independent  | 30/05/2015                  |                        | 11/07/2019        |         | 52/08/09/1972 | 1  | 1  | 2   | 0  |

Whether Regular Chairperson appointed: No

Whether Chairperson is related to Managing Director or CEO: Not Applicable

<sup>5</sup> PAN number of any director would not be displayed on the website of Stock Exchange

\* 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                      | Whether Regular Chairperson Appointed | Name of Committee members     | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>5</sup> | Date of Appointment | Date of Cessation |
|--|---------------------------------------|-------------------------------|---|---------------------|-------------------|
| 1. Audit Committee                     | YES                                   | Mr. Pradeep Om Dhawan         | Chairman of the Committee- Non-Executive - Independent                          | 02/07/2001          |                   |
|  |                                       | Mr. Ramesh Radheshyam Bansal  | Non-Executive - Independent   | 31/10/2007          |                   |
|  |                                       | Mr. Dinesh Pararam Mistry     | Non-Executive - Independent   | 13/02/2016          |                   |
|  |                                       | Mr. Shiladitya Mukherjee      | Non-Executive - Independent   | 03/08/2019          |                   |
|  |                                       | Mr. Nilkanth Yogeshbhai Barot | Non-Executive - Independent   | 30/05/2015          | 11/07/2019        |
|  |                                       | Mr. Pradeep Om Dhawan         | Chairman of the Committee- Non-Executive - Independent                          | 02/07/2001          |                   |
| 2. Nomination & Remuneration Committee | YES                                   | Mr. Dinesh Pararam Mistry     | Non-Executive - Independent   | 13/02/2016          |                   |
|  |                                       | Mr. Shiladitya Mukherjee      | Non-Executive - Independent   | 03/08/2019          |                   |
|  |                                       | Mr. Nilkanth Yogeshbhai Barot | Non-Executive - Independent   | 30/05/2015          | 11/07/2019        |
|  |                                       | Mr. Pradeep Om Dhawan         | Chairman of the Committee- Non-Executive - Independent                          | 02/07/2001          |                   |





|  |     |  |   |  |            |
|--|-----|--|---|--|------------|
| 3. Stakeholders Relationship Committee       | YES | Mr. Dinesh Pararam Mistry<br>Mr. Shiladitya Mukherjee<br>Mr. Nilkanth Yogeshbhai Barot | Non-Executive - Independent<br>Non-Executive - Independent<br>Non-Executive - Independent | 13/02/2016<br>03/08/2019<br>30/05/2015 | 11/07/2019 |
| 4. Risk Management Committee (if applicable) |     |  |   |  |            |

\* 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.

|   |   |                                    |                             |  |  |
|---|---|------------------------------------|-----------------------------|--|--|
| <b>III. Meeting of Board of Directors</b>           |   |                                    |                             |  |  |
| Date(s) of Meeting (if any) in the relevant quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Number of Director present* | Number of independent Directors present* | Maximum gap between any two consecutive meetings (in number of days) |
| 30/05/2019  | 02/08/2019  | Yes                                | 5                           | 2  | 63   |
|   | 13/08/2019  | Yes                                | 6                           | 3  | 10   |
|   | 24/09/2019  | Yes                                | 5                           | 3  | 41   |

\* to be filled in only for the current quarter meetings

|   |   |                             |  |   |  |
|---|---|-----------------------------|--|---|--|
| <b>IV. Meeting of Committees - Audit Committee</b>          |   |                             |  |   |  |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Number of Director present* | Number of independent Directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| 02/08/2019  | Yes   | 3                           | 2  | 30/05/2019  | 63   |
| 13/08/2019  | Yes   | 4                           | 3  |   | 10   |

|  |   |                             |  |   |  |
|--|---|-----------------------------|--|---|--|
| <b>IV. Meeting of Committees - Nomination and Remuneration Committee</b> |   |                             |  |   |  |
| Date(s) of meeting of the committee in the relevant quarter              | Whether requirement of Quorum met (details) | Number of Director present* | Number of independent Directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| 02/08/2019   | Yes   | 2                           | 2  | 30/05/2019  | 63   |

|  |   |                             |  |   |  |
|--|---|-----------------------------|--|---|--|
| <b>IV. Meeting of Committees - Stakeholders Relationship Committee</b> |   |                             |  |   |  |
| Date(s) of meeting of the committee in the relevant quarter            | Whether requirement of Quorum met (details) | Number of Director present* | Number of independent Directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| 02/08/2019   | Yes   | 2                           | 2  | 30/05/2019  | 63   |

\* This information has to be mandatorily given for Audit committee Meeting, for rest of the committees giving this information is optional.

\*\* to be filled in only for the current quarter meetings

|                                      |  |   |   |                               |                  |
|--------------------------------------|--|---|---|-------------------------------|------------------|
| <b>V. Related Party Transactions</b> |  |   |   |                               |                  |
| Subject                              | Whether prior approval of audit committee obtained | Whether shareholder approval obtained for material RPTs | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee. | Compliance status (Yes/No/NA) | Refer note below |
|                                      | Yes  | Yes   | Yes   | 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**

- The composition of Board of Director is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities) - Not applicable
- The committee members have been made aware of their power, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- The report submitted in the previous quarter has been placed before Board of Directors in their Meeting held in the relevant quarter. There were no comments/observations/advice of Board of Directors.



**Annexure-III**

**Name of Listed Entity:** H S INDIA LIMITED  
**Quarter ending** 30.09.2019

| <b>I Affirmations</b>  |                                      |  |
|--|--------------------------------------|--|
| Broad heading  | Regulation Number                    | Compliance Status<br>(Yes/No/N.A.) <sup>refer note below</sup> |
| Copy of annual report including balance sheet, profit & 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 Nomination & Remuneration Committee at the Annual General Meeting   | 19(3)                                | Yes  |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of schedule V | Yes  |

In terms of Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, business responsibility report is not applicable to our Company. Hence, it is not given in Annual Report or displayed on our website.

**Note**

1. In 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.

**FOR H S INDIA LIMITED**

*H. S. Limbani*



**HITESH LIMBANI**

**Company Secretary / Compliance Officer / Managing Director / CFO**