



# HS INDIA LIMITED

CIN - L55100MH1989PLC053417

## Annexure-I

### Quarterly Compliance Report on Corporate Governance

1 Name of Listed Entity: H S INDIA LIMITED  
2 Quarter ending: 31.03.2024

I. Composition of Board of Directors												
Title (Mr./Mrs)	Name of the Directors	PAN <sup>2</sup> & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>6</sup>	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	11/09/19	11/09/22			15/09/60	2	0	0	0
Mr.	Ramesh Radheyshyam Bansal	ABMPB3035D & 00086256	Executive	29/09/05	01/08/22			04/10/50	1	0	1	0
Mrs.	Sangita Pushpendra Bansal	AGIPB1414D & 01571275	Non-Executive	11/09/14				13/12/63	2	0	1	0
Mr.	Pradeep Om Dhawan	AABPD9945J & 00519455	Non-Executive - Independent	02/07/01	11/09/19			273	1	1	2	2
Mr.	Ghanshyam Parasram Mistry	BTHPMS735P & 09559172	Non-Executive - Independent	07/09/22				18.24	1	1	2	0
Mr.	Adityabhai Jagdishbhai Joshi	ANTPJ0126E & 07718831	Non-Executive - Independent	07/09/22				18.24	2	2	4	1

Whether Regular Chairperson appointed: No  
Whether Chairperson is related to Managing Director or CEO: Not Applicable

<sup>2</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>6</sup> 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	Chairperson of the Committee- Non-Executive - Independent	02/07/01	
		Mr. Pradeep Om Dhawan	Executive	31/10/07	
		Mr. Ghanshyam Parasram Mistry	Non-Executive - Independent	07/09/22	
		Mr. Adityabhai Jagdishbhai Joshi	Non-Executive - Independent	07/09/22	
2. Nomination & Remuneration Committee	YES	Mr. Pradeep Om Dhawan	Chairperson of the Committee- Non-Executive - Independent	02/07/01	
		Mr. Ghanshyam Parasram Mistry	Non-Executive - Independent	07/09/22	
		Mr. Adityabhai Jagdishbhai Joshi	Non-Executive - Independent	07/09/22	
		Mrs. Sangita Bansal	Non-Executive	08/08/22	
3. Stakeholders Relationship Committee	YES	Mr. Pradeep Om Dhawan	Chairperson of the Committee- Non-Executive - Independent	02/07/01	
		Mr. Ghanshyam Parasram Mistry	Non-Executive - Independent	07/09/22	
		Mr. Adityabhai Jagdishbhai Joshi	Non-Executive - Independent	07/09/22	
		Mrs. Sangita Bansal	Non-Executive	08/08/22	
4. Risk Management Committee(if applicable)		Not Applicable			

<sup>5</sup> 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.

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 Director present*	Number of independent Directors present*	Maximum gap between any two consecutive (in number of days)
31-10-2023	13-02-2024	Yes	5	3	104

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

IV. Meeting of Committees - Audit Committee					
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
13-02-2024	Yes	3	3	31-10-2023	104
IV. Meeting of Committees - Nomination and Remuneration Committee					
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
13-02-2024	Yes	4	3	No Meetings	0
IV. Meeting of Committees - Stakeholders Relationship Committee					
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
13-02-2024	Yes	4	3	31-10-2023	104

\* 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

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

REGD. OFF : UNIT NO. 202, MORYA BLUE MOON, OFF NEW LINK ROAD, ANDHERI WEST, MUMBAI - 400053, MAHARASHTRA.  
TEL. :022 69027777 E-MAIL: hsindialimited@gmail.com,  
Website: www.hsindia.in



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TEL. : 0261-2418300, E-MAIL : accountslps@lordshotels.com





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**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 13.02.2024 in the relevant quarter. There were no comments/observations/advice of Board of Directors.

FOR HS INDIA LIMITED

*H. Limbani*

HITESH LIMBANI  
Company Secretary / Compliance Officer / Managing Director / CEO



### Details of Cyber Security Incidence

Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter?	<b>NO</b>
Date of the event	Brief details of the event
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FOR HS INDIA LIMITED

*H. Limbani*

HITESH LIMBANI  
Company Secretary / Compliance Officer / Managing Director / CEO



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## ANNEXURE II

### Yearly Compliance Report on Corporate Governance

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)refer note below	Web Address
Details of business	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Terms and conditions of appointment of independent directors	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Composition of various committees of board of directors	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Code of conduct of board of directors and senior management personnel	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Criteria of making payments to non-executive directors	N.A.	
Policy on dealing with related party transactions	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Policy for determining 'material' subsidiaries	N.A.	
Details of familiarization programmes imparted to independent directors	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
E-mail address for grievance redressal and other relevant details	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Financial results	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Shareholding pattern	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Details of agreements entered into with the media companies and/or their associates	N.A.	
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	N.A.	
Audio or video recordings and transcripts of post earnings/quarterly calls	N.A.	
New name and the old name of the listed entity	N.A.	
Advertisements as per regulation 47 (1)	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Credit rating or revision in credit rating obtained	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	
Secretarial Compliance Report	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Materiality Policy as per Regulation 30 (4)	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Disclosures under regulation 30(8)	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Statements of deviation(s) or variations(s) as specified in regulation 32	N.A.	
Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.	
Annual return as provided under section 92 of the Companies Act, 2013	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>
It is certified that these contents on the website of the listed entity are correct	Yes	<a href="http://www.hsindia.in">www.hsindia.in</a>



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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), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of Board meeting	17(2A)	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
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
Meeting of Risk Management Committee	21(3A)	NA
Quorum of Risk Management Committee meeting	21(3B)	NA
Gap between the meetings of the Risk Management Committee	21(3C)	NA
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1), (1A), (5), (6), & (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)	NA
Disclosure of related party transactions on consolidated basis	23(9)	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



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Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
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)	N.A.
Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA
<b>Note</b> 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.		
<b>III Affirmations:</b> 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.		N.A.

FOR HS INDIA LIMITED

*H. Limbani*  
Hitesh Limbani

Company Secretary / Compliance Officer / Managing Director / CEO



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**ANNEXURE IV**  
Half year ending on 31st March, 2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Not Applicable	
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Not Applicable		
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Not Applicable		
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the Company.

**Signature :** SD/-  
**Name :** Ramesh Bansal  
**Designation :** Chief Financial Officer

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

- a) by a government company to/ for the Government or government company.
- b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
- c) by a banking company or an insurance company ; and
- d) by the listed entity to its employees or directors as a part of the service conditions

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.