



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, 2018

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* (In months)	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)
No changes during the quarter								
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) ⁶			
1. Audit Committee					No changes during previous quarter			
2. Nomination & Remuneration Committee					No changes during previous quarter			
3. Risk Management Committee (if applicable)					Not Applicable			
4. Stakeholders Relationship Committee					No changes during previous quarter			
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								
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)				
6th October, 2017		--		35 Days				
11th November, 2017		--		31 Days				
13th December, 2017		13th February, 2018		61 Days				
IV. Meeting of Committee - 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, 2018		Yes		13th December, 2017		61 days		
Meeting of Committee - Stakeholders Relationship 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, 2018		Yes		13th December, 2017		61 Days		
Meeting of Committee - Nomination and Remuneration 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*		
--		Yes		6th October, 2017		35 Days		
13th February, 2018		Yes		11th November, 2017		93 Days		





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Note - In the Previous Quarter, It was not required to held any meeting of Nomination and Remuneration Committee of the Company. Hence, details of the same are not provided.

* 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) ^{refer note below}
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

- 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.
- 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 the Board of Directors in their Meeting held on 13.02.2018. There were no comments/observations/advice of the Board of Directors.

FOR H S INDIA LIMITED

H. Limbani

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.





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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/N.A.) refer note below
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/N.A.) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	N.A.
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)	N.A.
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		
  Hitesh Limbani Company Secretary / Compliance Officer / Managing Director / CEO		



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