



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 DECEMBER, 2017

| 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) |
| Mr. | Ramesh Radheyshyam Bansal | ABMPB3035D & 00086256 | Executive | 01/08/2014 | -- | 1 | 1 | 0 |
| Ms. | Sangita Pushpendra Bansal | AGIPB1414D & 01571275 | Non-Executive | 11/09/2014 | -- | 2 | 0 | 0 |
| Mr. | Pradeep Om Dhawan | AABPD9945J & 00519455 | Non-Executive - Independent | 11/09/2014 | 60 | 1 | 2 | 2 |
| Mr. | Nilkanth Yogeshbhai Barot | AECPB5816R & 06689760 | Non-Executive - Independent | 30/05/2015 | 60 | 1 | 2 | 0 |
| Mr. | Dinesh Parasram Mistry | ARTPM0880C & 07411914 | Non-Executive - Independent | 13/02/2016 | 60 | 1 | 2 | 0 |

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 Radheyshyam Bansal | Executive |
| | Mr. Nilkanth Yogeshbhai Barot | Non-Executive - Independent |
| | Mr. Dinesh Parasram Mistry | 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 |
| | Mr. Nilkanth Yogeshbhai Barot | Non-Executive - Independent |
| | Mr. Dinesh Parasram Mistry | Non-Executive - Independent |

⁵ 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





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| 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) | |
| 12th August, 2017 | -- | -- | |
| 12th September, 2017 | 6th October, 2017 | 23 Days | |
| | 11th November, 2017 | 35 Days | |
| | 13th December, 2017 | 31 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* |
| | Yes | 12th August, 2017 | -- |
| 13th December, 2017 | Yes | 12th September, 2017 | 91 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 December, 2017 | Yes | 12th August, 2017 | 122 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* |
| 6th October, 2017 | Yes | -- | -- |
| 11th November, 2017 | Yes | -- | 35 Days |
| 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) <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 the Board of Directors in their Meeting held on 11.11.2017. There were no comments/observations/advice of the 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 1 st 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. | | | |