

1. Hindustan Motors Limited  
2. Quarter ending – 30<sup>th</sup> September 2020

### I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of LODR, 2015)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 17A(1) of LODR, 2015))	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 17A(1) of LODR, 2015)
Mr.	A. Sankaranarayanan	AABPS1706L00385632	Not Independent - Non-Executive	24-5-2004		1	5	2
Mr.	Raj Kamal Johri	ACMPJ8006H06804524	Independent - Non-Executive	18-9-2019	2429 days	1	3	0
Mr.	Uttam Bose	ACCPB2855J02340000	Not Independent - Non-Executive	10-5-2014		1	1	0
Ms	Mou Mukherjee	AGTPM1021A03333993	Independent - Non-Executive	29-9-2020	2012 days	2	3	1
Mr.	Om Prakash Gupta	ADVPG7872Q08772383	Independent – Non-Executive	30-6-2020	93 days	1	-	-
Mr.	Bijaya Ranjan Mazumder	BRCPM3574R08862117	Not Independent - Non-Executive	4-9-2020	27 days	1	-	-

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors 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

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$</i>
1. Audit Committee	1. Smt. Mou Mukherjee	Independent - Non-Executive - Chairperson
	2. Shri A. Sankaranarayanan	Not Independent - Non-Executive
	3. Shri Raj Kamal Johri	Independent - Non-Executive
2. Nomination & Remuneration Committee	1. Shri Raj Kamal Johri	Independent - Non-Executive - Chairman
	2. Shri A. Sankaranarayanan	Not Independent - Non-Executive
	3. Smt. Mou Mukherjee	Independent - Non-Executive
	4. Shri Uttam Bose	Not Independent - Non-Executive
3. Risk Management Committee(if applicable)		
4. Stakeholders Relationship Committee	1. Shri A. Sankaranarayanan	Not Independent - Non-Executive - Chairman
	2. Shri Uttam Bose	Not Independent - Non-Executive
	3. Shri Raj Kamal Johri	Independent - Non-Executive

&Category of directors 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

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
30 <sup>th</sup> June, 2020	17 <sup>th</sup> August, 2020	47

## IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee – 17 <sup>th</sup> August, 2020	Yes	30 <sup>th</sup> June, 2020	47

\* 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

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
Whether prior approval of audit committee obtained	- NA
Whether shareholder approval obtained for material RPT	- NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	- NA

### **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.

## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees 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 500 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report will be placed in the next meeting of the Board of Directors of the Company. Any comments/observations/advice of Board of Directors may be mentioned herein:

Sd/-

**Prativa Sharma**  
**Company Secretary**

## Compliance Report on Corporate Governance

Name of the Company: Hindustan Motors Limited  
For six months ended 30<sup>th</sup> September, 2020

### I Affirmations

<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	<i>34(3) read with para C of Schedule V</i>	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.

Sd/-

**Prativa Sharma**  
**Company Secretary**