

| <b>(l)(a) STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35</b>  |                                 |  |   |
|--|---------------------------------|--|---|
| <b>NAME OF THE COMPANY:</b>  | <b>HINDUSTAN MOTORS LIMITED</b> |  |   |
| <b>SCRIP CODE :</b>  | <b>500500 (BSE)</b>             |  |   |
| <b>NAME OF THE SCRIP :</b>   | <b>HINDMOTORS (NSE)</b>         |  |   |
| <b>CLASS OF SECURITY :</b>   | <b>Equity</b>                   |  |   |
| <b>AS ON :</b>   | <b>30/06/2014</b>               |  |   |
| Partly paid-up shares  | No. of partly paid-up shares    | As a % of total no. of partly paid-up shares               | As a % of total no. of shares of the Company.   |
| Held by promoter/promoter group  | 0                               | 0  | 0   |
| Held by Public   | 0                               | 0  | 0   |
| <b>Total:</b>  | <b>0</b>                        | <b>0</b>   | <b>0</b>  |
| Outstanding convertible securities:  | No. of outstanding securities   | As a % of total no. of outstanding convertible securities. | As a % of total no. of shares of the Company assuming full conversion of the convertible securities |
| Held by promoter/promoter group  | 0                               | 0  | 0   |
| Held by Public   | 0                               | 0  | 0   |
| <b>Total:</b>  | <b>0</b>                        | <b>0</b>   | <b>0</b>  |
| Warrants:  | No. of warrants                 | As a % of total no. of warrants                            | As a % of total no. of shares of the Company, assuming full conversion of warrants                  |
| Held by promoter/promoter group  | 0                               | 0  | 0   |
| Held by Public   | 0                               | 0  | 0   |
| <b>Total:</b>  | <b>0</b>                        | <b>0</b>   | <b>0</b>  |
| <b>Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities</b> | <b>184771993</b>                |  |   |

As on 30th June, 2014

| Category code | Category of shareholder  | Number of shareholders | Total number of shares | Number of shares held in dematerialized form | Total shareholding as a percentage of total number of shares |                            | Shares pledged or otherwise encumbered |                          |
|---------------|--|------------------------|------------------------|--|--|----------------------------|--|--------------------------|
|               |  |                        |                        |  | As a percentage of (A+B) <sup>1</sup>                        | As a percentage of (A+B+C) | Number of Shares                       | As a percentage          |
| (I)           | (II)   | (III)                  | (IV)                   | (V)  | (VI)   | (VII)                      | (VIII)                                 | (IX)=<br>(VIII)/(IV)*100 |
| <b>(A)</b>    | <b>Shareholding of Promoter and Promoter Group<sup>2</sup></b>                 |                        |                        |  |  |                            |  |                          |
| <b>(1)</b>    | <b>Indian</b>  |                        |                        |  |  |                            |  |                          |
| (a)           | Individuals / Hindu Undivided Family   | 3                      | 527592                 | 527592                                       | 0.29   | 0.29                       | 0                                      | 0.00                     |
| (b)           | Central Government / State Government(s)                                       | 0                      | 0                      | 0  | 0.00   | 0.00                       | 0                                      | 0.00                     |
| (c)           | Bodies Corporate   | 15                     | 66945662               | 66945662                                     | 36.23  | 36.23                      | 26271854                               | 39.24                    |
| (d)           | Financial Institutions / Banks   | 0                      | 0                      | 0  | 0.00   | 0.00                       | 0                                      | 0.00                     |
| (e)           | Any other (specify)  | 0                      | 0                      | 0  | 0.00   | 0.00                       | 0                                      | 0.00                     |
|               | <b>Sub - Total (A) (1)</b>   | <b>18</b>              | <b>67473254</b>        | <b>67473254</b>                              | <b>36.52</b>   | <b>36.52</b>               | <b>26271854</b>                        | <b>38.94</b>             |
| <b>(2)</b>    | <b>Foreign</b>   |                        |                        |  |  |                            |  |                          |
| (a)           | Individuals (Non-Resident Individuals / Foreign Individuals)                   | 0                      | 0                      | 0  | 0.00   | 0.00                       | 0                                      | 0.00                     |
| (b)           | Bodies Corporate   | 0                      | 0                      | 0  | 0.00   | 0.00                       | 0                                      | 0.00                     |
| (c)           | Institutions   | 0                      | 0                      | 0  | 0.00   | 0.00                       | 0                                      | 0.00                     |
| (d)           | Qualified Foreign Investor   | 0                      | 0                      | 0  | 0.00   | 0.00                       | 0                                      | 0.00                     |
| (e)           | Any other (specify)  | 0                      | 0                      | 0  | 0.00   | 0.00                       | 0                                      | 0.00                     |
|               | <b>Sub - Total (A) (2)</b>   | <b>0</b>               | <b>0</b>               | <b>0</b>                                     | <b>0.00</b>  | <b>0.00</b>                | <b>0</b>                               | <b>0.00</b>              |
|               | <b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)</b> | <b>18</b>              | <b>67473254</b>        | <b>67473254</b>                              | <b>36.52</b>   | <b>36.52</b>               | <b>26271854</b>                        | <b>38.94</b>             |
| <b>(B)</b>    | <b>Public Shareholding<sup>3</sup></b>   |                        |                        |  |  |                            | NA                                     | NA                       |
| <b>(1)</b>    | <b>Institutions</b>  |                        |                        |  |  |                            | NA                                     | NA                       |
| (a)           | Mutual Funds / UTI   | 16                     | 66450                  | 0  | 0.04   | 0.04                       |  |                          |
| (b)           | Financial Institutions / Banks   | 56                     | 3768213                | 34719  | 2.04   | 2.04                       |  |                          |
| (c)           | Central Government / State Government(s)                                       | 0                      | 0                      | 0  | 0.00   | 0.00                       |  |                          |
| (d)           | Venture Capital Funds  | 0                      | 0                      | 0  | 0.00   | 0.00                       |  |                          |
| (e)           | Insurance Companies  | 7                      | 6019525                | 6005175                                      | 3.26   | 3.26                       |  |                          |
| (f)           | Foreign Institutional Investors  | 11                     | 41517                  | 0  | 0.02   | 0.02                       |  |                          |
| (g)           | Foreign Venture Capital Investors  | 0                      | 0                      | 0  | 0.00   | 0.00                       |  |                          |
| (h)           | Qualified Foreign Investor   | 0                      | 0                      | 0  | 0.00   | 0.00                       | 0                                      | 0.00                     |
| (i)           | Any other (specify)  |                        |                        |  |  |                            |  |                          |
|               | <b>Sub - Total (B) (1)</b>   | <b>90</b>              | <b>9895705</b>         | <b>6039894</b>                               | <b>5.36</b>  | <b>5.36</b>                |  |                          |

As on 30th June, 2014

| Category code | Category of shareholder   | Number of shareholders | Total number of shares | Number of shares held in dematerialized form | Total shareholding as a percentage of total number of shares |                            | Shares pledged or otherwise encumbered |                          |
|---------------|---|------------------------|------------------------|--|--|----------------------------|--|--------------------------|
|               |   |                        |                        |  | As a percentage of (A+B) <sup>1</sup>                        | As a percentage of (A+B+C) | Number of Shares                       | As a percentage          |
| (I)           | (II)  | (III)                  | (IV)                   | (V)  | (VI)   | (VII)                      | (VIII)                                 | (IX)=<br>(VIII)/(IV)*100 |
| <b>(2)</b>    | <b>Non-institutions</b>   |                        |                        |  |  |                            | NA                                     | NA                       |
| (a)           | Bodies Corporate  | 1737                   | 16590268               | 16359468                                     | 8.98   | 8.98                       |  |                          |
| (b)           | Individuals   |                        |                        |  |  |                            |  |                          |
|               | i. Individual shareholders holding nominal share capital up to Rs.1 lakh                | 129721                 | 61976138               | 55929549                                     | 33.54  | 33.54                      |  |                          |
|               | ii. Individual shareholders holding nominal share capital in excess of Rs.1 lakh        | 273                    | 24356859               | 24064819                                     | 13.18  | 13.18                      |  |                          |
| (c)           | Qualified Foreign Investor  | 0                      | 0                      | 0  | 0.00   | 0.00                       |  |                          |
| (d)           | Any other (specify)   |                        |                        |  |  |                            |  |                          |
|               | i. NRIs/OCBs  | 1575                   | 3240868                | 3011893                                      | 1.75   | 1.75                       |  |                          |
|               | ii. Clearing Members  | 119                    | 242217                 | 242217                                       | 0.13   | 0.13                       |  |                          |
|               | iii. Trusts   | 16                     | 27142                  | 27142  | 0.01   | 0.01                       |  |                          |
|               | iv. Unclaimed Suspense Account (as per clause 5A of the Listing Agreement)              | 1                      | 969542                 | 969542                                       | 0.52   | 0.52                       |  |                          |
|               | <b>Sub - Total (B) (2)</b>  | <b>133442</b>          | <b>107403034</b>       | <b>100604630</b>                             | <b>58.13</b>   | <b>58.13</b>               |  |                          |
|               | <b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>                                  | <b>133532</b>          | <b>117298739</b>       | <b>106644524</b>                             | <b>63.48</b>   | <b>63.48</b>               | <b>NA</b>                              | <b>NA</b>                |
|               | <b>TOTAL (A) + (B)</b>  | <b>133550</b>          | <b>184771993</b>       | <b>174117778</b>                             | <b>100.00</b>  | <b>100.00</b>              | <b>26271854</b>                        | <b>14.22</b>             |
| <b>(C)</b>    | <b>Shares held by Custodians and against which Depository Receipts have been issued</b> |                        |                        |  | <b>NA</b>  |                            | <b>NA</b>                              | <b>NA</b>                |
| (1)           | Promoter and Promoter Group   | 0                      | 0                      | 0  | NA   | 0.00                       | NA                                     | NA                       |
| (2)           | Public  | 0                      | 0                      | 0  | NA   | 0.00                       | NA                                     | NA                       |
|               | <b>GRAND TOTAL (A) + (B) + (C)</b>  | <b>133550</b>          | <b>184771993</b>       | <b>174117778</b>                             | <b>100.00</b>  | <b>100.00</b>              | <b>26271854</b>                        | <b>14.22</b>             |

<sup>1</sup>For determining public shareholding for the purpose of Clause 40A<sup>2</sup>For definitions of "Promoter" and "Promoter Group" refer to Clause 40A<sup>3</sup>For definition of "Public Shareholding", refer to Clause 40A

**(b) STATEMENT SHOWING HOLDING OF SECURITIES (INCLUDING SHARES, WARRANTS, CONVERTIBLE SECURITIES) OF PERSONS BELONGING TO THE CATEGORY**

**"PROMOTER AND PROMOTER GROUP"**

**As on 30th June, 2014**

| Sl. No. | Name of the Shareholder                     | Details of Shares held |                                       | Encumbered shares (*) |                    |   | Details of warrants     |  | Details of convertible securities     |  | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|---------|---|------------------------|---------------------------------------|-----------------------|--------------------|---|-------------------------|--|---------------------------------------|--|--|
|         |   | No. of Shares held     | As a % of grand total (A) + (B) + (C) | Number                | As a percentage    | As a % of grand total (A)+(B) +(C) of sub-clause (I)(a) | Number of warrants held | As a % of total number of warrants of the same class | Number of convertible securities held | As a % of total number of convertible securities of the same class |  |
| (I)     | (II)  | (III)                  | (IV)                                  | (V)                   | (VI)=(V)/(III)*100 | (VII)   | (VIII)                  | (IX)   | (X)                                   | (XI)   | (XII)  |
| 1       | AMER INVESTMENTS (DELHI) LIMITED            | 8790000                | 4.76                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 4.76   |
| 2       | AMITA BIRLA                                 | 33600                  | 0.02                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 0.02   |
| 3       | BENGAL RUBBER COMPANY LIMITED               | 5354950                | 2.90                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 2.90   |
| 4       | BIRLA BROTHERS PRIVATE LTD.                 | 1100000                | 0.60                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 0.60   |
| 5       | CENTRAL INDIA INDUSTRIES LIMITED            | 2778140                | 1.50                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 1.50   |
| 6       | CENTRAL INDIA INDUSTRIES LIMITED            | 15622460               | 8.45                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 8.45   |
| 7       | CHANDRA KANT BIRLA                          | 6000                   | 0.00                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 0.00   |
| 8       | GWALIOR FINANCE CORPORATION LIMITED         | 670206                 | 0.36                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 0.36   |
| 9       | HINDUSTHAN DISCOUNTING COMPANY LIMITED      | 3084556                | 1.67                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 1.67   |
| 10      | HITAISHI INVESTMENTS LIMITED                | 177496                 | 0.10                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 0.10   |
| 11      | INDIA SILICA MAGNESITE WORKS LIMITED        | 1065000                | 0.58                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 0.58   |
| 12      | JAIPUR FINANCE AND DAIRY PRODUCTS PVT. LTD. | 662000                 | 0.36                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 0.36   |
| 13      | NATIONAL BEARING CO. (JAIPUR) LIMITED       | 22612354               | 12.24                                 | 22612354              | 100.00             | 12.24   |                         |  |                                       |  | 12.24  |
| 14      | NATIONAL ENGINEERING INDUSTRIES LIMITED     | 905000                 | 0.49                                  | 904500                | 99.94              | 0.49  |                         |  |                                       |  | 0.49   |
| 15      | NIRMALA BIRLA                               | 487992                 | 0.26                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 0.26   |
| 16      | RANCHI ENTERPRISES AND PROPERTIES LTD.      | 70500                  | 0.04                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 0.04   |
| 17      | SHEKHAVATI INVESTMENTS AND TRADERS LTD.     | 1248000                | 0.68                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 0.68   |
| 18      | SOORYA VANIJYA AND INVESTMENT LIMITED       | 2805000                | 1.52                                  | 2755000               | 98.22              | 1.49  |                         |  |                                       |  | 1.52   |
| 19      | MISS AVANI BIRLA                            | 0                      | 0.00                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 0.00   |
| 20      | MISS AVANTI BIRLA                           | 0                      | 0.00                                  | 0                     | 0.00               | 0.00  |                         |  |                                       |  | 0.00   |
|         | <b>TOTAL :</b>                              | <b>67473254</b>        | <b>36.52</b>                          | <b>26271854</b>       | <b>38.94</b>       | <b>14.22</b>  |                         |  |                                       |  | <b>36.52</b>   |

(\*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011.





As on 30th June, 2014

| <b>I(d) Statement showing details of locked-in shares</b> |  |   |                               |  |
|---|--|---|-------------------------------|--|
| <b>Sr No</b>  | <b>Name of the shareholder</b>         | <b>Category of Share holders(Promoters/ Public)</b> | <b>No of locked-in shares</b> | <b>Locked-in shares as a percentage of total number of shares{i.e.,Grand Total (A)+(B)+(C) indicated in statement at para(I)(a) above}</b> |
| 1   | AMER INVESTMENTS (DELHI) LIMITED       | PROMOTER  | 8600000                       | 4.65   |
| 2   | BENGAL RUBBER COMPANY LIMITED          | PROMOTER  | 4200000                       | 2.27   |
| 3   | CENTRAL INDIA INDUSTRIES LIMITED       | PROMOTER  | 8550000                       | 4.63   |
| 4   | HINDUSTHAN DISCOUNTING COMPANY LIMITED | PROMOTER  | 2250000                       | 1.22   |
|   |  |   |                               |  |
|   | <b>TOTAL :</b>                         |   | <b>23600000</b>               | <b>12.77</b>   |

As on 30th June, 2014

**II(a) Statement showing details of Depository Receipts (DRs)**

| Sr No | Type of outstanding DR (ADRs,GRDs, SDRs,etc.) | Number of outstanding DRs | No of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares{i.e.,Grand Total (A)+(B)+(C) indicated in statement at para(I)(a) above} |
|-------|---|---------------------------|---|--|
|       | N.A   | N.A                       | N.A                                     | N.A  |

**(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by "Promoter/Promoter Group" are in excess of 1% of the total number of shares**

| Sr. No. | Name of the DR Holder | Type of outstanding DR (ADRs, GDRs, SDRs, etc.) | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A) + (B) + (C) indicated in Statement at para (I)(a) above} |
|---------|-----------------------|---|---|---|
|         | N.A                   | N.A   | N.A   | N.A   |

**(III)(a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer**

There is only one class of shares issued by the Company and hence voting rights are uniform for all shares.