

## Notice to the Shareholders

NOTICE is hereby given that the Seventy-second Annual General Meeting of the Shareholders of HINDUSTAN MOTORS LIMITED will be held at Rotary Sadan, 94/2 Chowringhee Road, Kolkata-700020, on Thursday, the 25th September, 2014 at 11.15 AM to transact the following business :-

### AS ORDINARY BUSINESS :

- (1) To receive, consider and adopt the Audited Statements of Account of the Company together with the Directors' Report as also the Auditors' Report thereon for the six month period ended 31st March, 2014.
- (2) To appoint a Director in place of Shri A. Sankaranarayanan (DIN-00385632) who retires by rotation and being eligible offers himself for re-appointment.
- (3) To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**, relating to the appointment of the Auditors of the Company:

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 and Rules made thereunder, Messrs. Ray & Ray, Chartered Accountants (Registration No. 301072E) , be and are hereby appointed as Auditors of the Company to hold office from the conclusion of 72nd Annual General Meeting (AGM) to the conclusion of 77th AGM (subject to ratification of appointment by the shareholders at every AGM held after this AGM) and that Board of Directors of the Company be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with auditors and that such remuneration may be paid on progressive billing basis to be agreed upon between the auditors and the Board of Directors."

### AS SPECIAL BUSINESS :

- (4) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder,(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Raj Kamal Johri (DIN-06804524) who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 86 of the Articles of Association of the Company with effect from 6th February, 2014 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a shareholder under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Raj Kamal Johri as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office from the conclusion of Seventy-second Annual General Meeting till the conclusion of Seventy-seventh Annual General Meeting of the Company."

- (5) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder,(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Sanjay Basu (DIN-01225331) who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 86 of the Articles of Association of the Company with effect from 6th February,

2014 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a shareholder under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Sanjay Basu as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office from the conclusion of Seventy-second Annual General Meeting till the conclusion of Seventy-seventh Annual General Meeting of the Company."

- (6) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder,(including any statutory modification (s) or re-enactment(s) thereof for the time being in force), Shri Uttam Bose (DIN-02340000) who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 86 of the Articles of Association of the Company with effect from 10th May, 2014 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a shareholder under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Uttam Bose as a candidate for the office of Director, be and is hereby appointed as a Director of the Company whose office shall be liable to retire by rotation."

- (7) To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

"RESOLVED THAT in supersession of the earlier resolution passed by the Company with respect to borrowing powers of the Board of Directors of the Company at the Annual General Meeting held on 20th August, 1997, consent of the Company be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) to the Board of Directors of the Company (Board) to borrow money(s) for the purpose of Company's business in any manner from time to time and upon such terms and conditions as they may think fit, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board and remaining outstanding at any time shall not exceed in aggregate ₹ 250 crores (Rupees Two hundred fifty crores).

RESOLVED FURTHER THAT the Board including any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable and to settle any question that may arise thereto in order to give effect to the aforesaid resolution."

- (8) To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

"RESOLVED THAT in supersession of the earlier resolutions passed by the Company with respect to creation of mortgages and/or charges at the Annual General Meeting held on 8th September, 1999, consent of the Company be and is hereby accorded pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and subject to the approval of financial institutions/Banks and further subject to such other consents, sanctions, approvals or permissions, as may be necessary, to the creation by the Board of Directors of the Company (Board)of such mortgages and/or charges in addition to the existing mortgages and charges created by the Company as the

Board may direct, on such of the assets of the Company, both present and future, in such a manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of all or any of the financial institutions/banks/any other investing agencies/Trustees for the holders of debentures /bond/other instruments which may be issued to and subscribed by all or any of the financial institutions/banks/any other investing agencies or any other person(s)/bodies corporate by private placement or otherwise, to secure rupee/foreign currency loans, debentures, bonds or other instruments of an equivalent aggregate value not exceeding ₹ 200 crores (Rupees Two hundred crores) together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the Agreements/Arrangements entered into/to be entered into by the Company in respect of the said loans, debentures, bonds or other instruments.

RESOLVED FURTHER THAT the Board including any Committee thereof, be and is hereby authorized to finalise with the aforesaid parties or any of them, the documents for creating the mortgages and/or charges and accepting or making any alterations, changes, variations to or in the terms and conditions, to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purpose of giving effect to this Resolution."

- (9) To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

"RESOLVED THAT, pursuant to the provisions of Article 108 of the Articles of Association of the Company, Sections 196, 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such consents, approvals and permissions as may be needed, Shri Moley Chowdhury be and is hereby appointed as Manager of the Company for a period of two years with effect from 10th May, 2014, at a remuneration and on other terms of employment set out below :

- |  |   |
|--|---|
| 1. Salary (basic) per month :            | ₹ 145000/- (Rupees one lac forty-five thousand)   |
| 2. Perquisites (including allowances) :- |   |
| a) Special Allowance                     | Monthly Special Allowance of 100% of the Salary (basic).  |
| b) Leave Travel Allowance                | The yearly payment in the form of allowance shall be equivalent to one month's salary (basic).  |
| c) House Rent Allowance                  | Monthly House Rent Allowance of 60% of the Salary (basic).  |
| d) Medical reimbursement                 | Expenditure incurred by the Manager and his family, subject to a ceiling of Rs.40,000/- (Forty thousand) per annum.                                       |
| e) Club Fees                             | Actual fees for one club, subject to a maximum of Rs. 50,000/- (Fifty thousand) per annum. This will not include Admission fees and life membership fees. |
| f) Hospitalisation Insurance Scheme      | As per the scheme of the Company, Hospitalisation Insurance coverage shall be provided for the Manager and dependent family members.                      |

- g) Contribution to Provident Fund and Gratuity will be as per the Rules / Scheme of the Company.
- h) Leave as per the Rules of the Company. Encashment of unavailed leaves at the end of the tenure or at specified intervals will be as per Scheme of the Company.
- i) Provision of one car with driver for use in relation to Company's business will not be considered as perquisites.

3. Performance Variable Pay :

In addition to the above, the Manager shall be entitled for a Performance Variable Pay of a maximum of ₹ 10,00,000/- (Rupees Ten lacs) per annum. The exact quantum payable will be based on extent of achievement against the deliverables as decided by the Board of Directors or Nomination and Remuneration Committee of Directors of the Company from time to time. The payment of Performance Variable Pay during a financial year will be proportionate to the months worked.

4. Minimum Remuneration :

The remuneration specified at Sl. Nos.1 to 3 above subject to approval of Central Government, if required shall be paid to Shri Moloy Chowdhury as and by way of Minimum Remuneration notwithstanding any loss or inadequacy of profit in any financial year during the tenure of his employment as Manager.

RESOLVED FURTHER THAT the tenure of the employment of Shri Moloy Chowdhury as Manager of the Company is terminable by either side with a notice period of three months or Company paying three months salary (basic) in lieu of such notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

(10) To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to Sections 42, 62 and other relevant provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and subject to the Listing Agreements entered into by the Company with the National Stock Exchange of India Limited, the BSE Limited and the Calcutta Stock Exchange Limited (collectively the "Stock Exchanges") where the Equity Shares of the Company are listed and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable rules, regulations, clarifications and/or guidelines, if any, of SEBI and such other authorities as may be applicable and subject to requisite approvals or consents, if any, of the banks and financial institutions and any regulatory authority, where necessary and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the authorities including the Stock Exchanges which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to accept subject to such conditions and modifications as may be considered appropriate by the Board, consent of the

Company be and is hereby accorded to the Board to offer, issue and allot on preferential basis, at its sole and absolute discretion, up to 2,38,87,300 Equity Shares of ₹ 5 (Rupees Five only) each fully paid up at ₹ 9.44 (Rupees Nine and Paise Forty-four only) each (including a premium of ₹ 4.44 [Rupees Four and Paise Forty-four only]) computed in accordance with Regulation 76 of the SEBI ICDR Regulations to the following entities on private placement basis under Corporate Debt Restructuring Package as approved by Corporate Debt Restructuring Empowered Group (CDR EG) at its meeting held on 28th June, 2014 against the recompense of interest amount as on 31st March, 2014 for an aggregate consideration of not exceeding ₹ 22,54,96,112/- (Rupees Twenty-two crores Fifty-four lacs Ninety-six thousand One hundred Twelve) :

<b>Name of Allottee(s)</b>	<b>No. of Equity Shares</b>
ICICI Bank Limited	1,07,43,600
IDBI Bank Limited	44,48,500
IFCI Limited	34,04,100
Life Insurance Corporation of India	14,27,000
UCO Bank	7,31,000
Bank of India	14,95,100
United Bank of India	9,36,500
State Bank of India	3,27,700
Bank of Baroda	3,73,800
<b>Total</b>	<b>2,38,87,300</b>

RESOLVED FURTHER THAT the allotment of Equity Shares pursuant to this resolution shall be made by the Board within 15 days from the date of receipt of approval of the shareholders or in principle approval of the stock exchanges, whichever is later or as specified under Regulation 74 of the SEBI ICDR Regulations, and where it is so required by any authority including the Stock Exchanges, the Board shall have full powers to re-compute the price of the Equity Shares to be issued and allotted against recompense of interest amount.

RESOLVED FURTHER THAT the 'Relevant Date' in relation to the issue of Equity Shares in accordance with Chapter VII of the SEBI ICDR Regulations, would be 27th June, 2014, being preceding day of meeting (28th June, 2014 being weekend) of Corporate Debt Restructuring Empowered Group at which the issue of equity shares was approved.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted as above shall be subject to the lock-in for a period of one year from the date of trading approval in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do and carry out all such acts, deeds, matters and things as it may in its sole discretion deem necessary for such purpose, including without limitation, appointment of consultants, solicitors, merchant bankers or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary, and also to seek listing of the Equity Shares issued with the Stock Exchanges with full powers to settle any question, difficulty or doubt that may arise at any time in relation to the issue or allotment of said Equity Shares and utilization of issue proceeds.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, Director or Directors or the Manager or any other Officer or Officers of the Company to give effect to the aforesaid resolution."

(11) To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite subscription up to ₹ 2,053 lacs (Two Thousand Fifty-three lacs ) 10.25 % Secured Non-Convertible Debentures, of ₹ 1 (Rupee One only) each aggregating to ₹ 2,053 lacs (Rupees Two Thousand Fifty-three lacs only ) on private placement to the following lenders under Corporate Debt Restructuring Package as approved by Corporate Debt Restructuring Empowered Group (CDR EG) at its meeting held on 28th June, 2014 against the recompense of interest amount as on 31st March, 2014 on such terms and conditions as approved by CDR EG or as may be approved by lenders or by CDR EG from time to time.

<b>Name of Allottee(s)</b>	<b>No. of Debentures</b>
ICICI Bank Limited	10,14,19,707
IDBI Bank Limited	2,17,94,588
IFCI Limited	3,21,34,833
Life Insurance Corporation of India	1,34,71,413
UCO Bank	69,00,978
Bank of India	1,41,14,546
United Bank of India	88,40,635
State Bank of India	30,94,338
Bank of Baroda	35,28,962
<b>Total</b>	<b>20,53,00,000</b>

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, Director or Directors or the Manager or any other Officer or Officers of the Company to give effect to the aforesaid resolution."

Registered Office :  
 'Birla Building', 14th Floor  
 9/1, Rajendra Nath Mukherjee Road  
 Kolkata 700 001  
 Dated, the 22nd August, 2014

By Order of the Board  
 For HINDUSTAN MOTORS LTD.

**Tarun Kumar Kabra**  
*Company Secretary*

**NOTES :**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. Information about the Directors proposed to be appointed/reappointed as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report. The Board of Directors of the Company recommends the appointments/re-appointments of such Directors.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting along with a copy of the Annual Report. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold the shares in physical form are requested to write their Folio Number(s) in the Attendance Slip for attending the meeting.
6. Members who have shareholdings in multiple accounts in identical names or joint accounts in the same order are requested to send all the share certificate(s) to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited at Plot Nos.17 to 24 Vittal Rao Nagar, Madhapur, Hyderabad - 500081 for consolidation of all such shareholdings into one account to facilitate better service.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 18th September, 2014 to Thursday, the 25th September, 2014 (both days inclusive).
8. (a) Members are requested to notify change of address, if any, with PINCODE to the Company or to its Registrar and Share Transfer Agents quoting reference of their folio number and in case their Shares are held in dematerialised form, this information should be passed on to their respective Depository Participants.  
(b) In case the mailing address mentioned in this Annual Report is without the PINCODE, members are requested to kindly inform their PINCODE immediately.
9. A member desirous of getting any information on the accounts or operations of the Company or share related matter is requested to forward his/her query(ies) to the Company at least seven days prior to the meeting so that the required information can be made available at the meeting.
10. Individual shareholders can now take the facility of making nomination of their holding. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of Shares shall vest in the event of the death of the shareholder and the joint-holder(s), if any. A minor can be a nominee provided the name of the guardian is given in the nomination form. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu undivided family, holder of Power of Attorney cannot nominate. For further details in this regard shareholders may contact Karvy Computershare Private Limited, Hyderabad, the Registrar and Share Transfer Agents of the Company.
11. In all correspondence with the Company or with its Registrar and Share Transfer Agents, members are requested to quote their folio number and in case their Shares are held in the dematerialised form, they must quote their Client ID and their DP ID Numbers.
12. The shares of the Company are in compulsory demat segment. Those shareholders who still continue to hold shares in physical form, are requested to get their shares dematerialised at the earliest.

13. Securities and Exchange Board of India vide its circulars dated 27th April, 2007 and 25th June, 2007 has made it mandatory with effect from 2nd July, 2007 for every participant in the securities/capital market to furnish income tax Permanent Account Number (PAN). Accordingly, all the shareholders (including joint holders) holding shares in physical form are requested to submit copy of their PAN Card duly attested by the Notary Public/Gazetted Officer/Bank Manager under their official seal stating their full name and address, registration number to the Registrar & Share Transfer Agents, Karvy Computershare Private Limited.
14. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices /documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders. Keeping in view the underlying theme and the circular issued by MCA, the Company proposes to send all documents to Shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report etc. to the shareholders through e-mail. Shareholders holding shares in dematerialized form are requested to register their e-mail ID with their Depository Participants and shareholders holding shares in physical form are requested to register their e-mail ID with Registrar and Share Transfer Agents of the Company i.e., Karvy Computershare Pvt. Limited, Plot Nos. 17 to 24 Vittal Rao Nagar, Madhapur, Hyderabad 500 081 for sending documents through e-mail.
15. The Notice of the 72nd AGM and instruction for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) for Communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2014 are being sent by permitted mode.
16. Members may also note that the Notice of the 72nd AGM and the Annual Report 2013-2014 will be available on the Company's website : [www.hindmotor.com](http://www.hindmotor.com).
17. Voting through Electronic means : In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 72nd Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Karvy Computer Share Private Limited.
18. The Securities and Exchange Board of India (SEBI) vide its Circular dated 21st March, 2013 has provided that companies making cash payments to their investors shall use approved electronic mode of payment such as ECS, NECS, NEFT etc. To enable usage of electronic payment instruments, companies are required to maintain requisite bank details of their investors. Therefore Shareholders of the Company who hold shares in physical form are requested to submit the following information under their signatures to Registrar and Share Transfer Agents of the Company i.e., Karvy Computershare Pvt. Limited for registering bank details if not already registered earlier:-
  - a) Name of the sole/first joint-holder
  - b) Folio number
  - c) Name of the Bank
  - d) Address of the Bank branch with Pin code
  - e) Bank Account No.
  - f) Type of Bank account whether saving or current
  - g) MICR Code and
  - h) IFSC Code
19. All relevant documents referred in the Notice and Explanatory Statement will be available for inspection by the shareholders at the Registered Office of the Company between 10 AM and 12 Noon on any working day of the Company up to the date of the meeting.



## **Annexure to the Notice Explanatory Statement**

The following Explanatory Statement relating to Special Business at item Nos. 4 to 11 of the accompanying Notice sets out all material facts as required under Section 102 of the Companies Act, 2013 ("the Act").

### **Item No. 4**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Shri Raj Kamal Johri as an Additional Director of the Company with effect from 6th February, 2014.

In terms of the provisions of Section 161 of the Act, Shri Raj Kamal Johri will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a shareholder along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Raj Kamal Johri for the office of Director of the Company.

Shri Raj Kamal Johri is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Shri Raj Kamal Johri that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In terms of Section 149 and other applicable provisions of the Act, Shri Raj Kamal Johri being eligible, is proposed for appointment as Independent Director for five consecutive years on the Board of the Company.

In the opinion of the Board, Shri Raj Kamal Johri fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Shri Raj Kamal Johri is independent of the management.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Raj Kamal Johri is appointed as an Independent Director.

Copy of the draft letter for appointment of Shri Raj Kamal Johri as an Independent Director setting out the terms and conditions is available for inspection by shareholders at the Registered Office of the Company.

Except Shri Raj Kamal Johri, none of the Directors, Manager, other Key Managerial Personnel and their relatives are in any way concerned or interested, financial or otherwise, in the aforesaid Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

The information as required in terms of Clause 49 of the Listing Agreement is given in Corporate Governance Report annexed to the Directors' Report.

### **Item No. 5**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Shri Sanjay Basu as an Additional Director of the Company with effect from 6th February, 2014.

In terms of the provisions of Section 161 of the Act, Shri Sanjay Basu will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a shareholder along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Sanjay Basu for the office of Director of the Company.

Shri Sanjay Basu is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Shri Sanjay Basu that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In terms of Section 149 and other applicable provisions of the Act, Shri Sanjay Basu being eligible, is proposed for appointment as Independent Director for five consecutive years on the Board of the Company.

In the opinion of the Board, Shri Sanjay Basu fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Shri Sanjay Basu is independent of the management.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Sanjay Basu is appointed as an Independent Director.

Copy of the draft letter for appointment of Shri Sanjay Basu as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Except Shri Sanjay Basu, none of the Directors, Manager, other Key Managerial Personnel and their relatives are in any way concerned or interested, financial or otherwise, in the aforesaid Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

The information as required in terms of Clause 49 of the Listing Agreement is given in Corporate Governance Report annexed to the Directors' Report.

**Item No. 6**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Shri Uttam Bose as an Additional Director of the Company with effect from 10th May, 2014.

In terms of the provisions of Section 161 of the Act, Shri Uttam Bose will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a shareholder along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Uttam Bose for the office of Director of the Company.

Shri Uttam Bose is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Shri Uttam Bose fulfills the conditions for his appointment as a Director as specified in the Act and the Listing Agreement.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Uttam Bose is appointed as a Director.

Except Shri Uttam Bose, none of the Directors, Manager, other Key Managerial Personnel and their relatives are in any way concerned or interested, financial or otherwise, in the aforesaid Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

The information as required in terms of Clause 49 of the Listing Agreement is given in Corporate Governance Report annexed to the Directors' Report.

**Item No. 7**

The Company at its Annual General Meeting held on 20th August, 1997 authorised the Board of Directors of the Company by way of Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 to borrow moneys, for the purpose of Company's funds requirement, in excess of the aggregate of the paid up capital of the Company and its free reserve provided that the sum or sums so borrowed and remaining outstanding at any point of time shall not exceed ₹ 1000 crores.

However, pursuant to provisions of Section 180(1)(c) of the Act, the Board can exercise of such borrowing power only with the approval of the shareholders of the Company by way of Special Resolution. Further the borrowing limit of ₹ 1000 crores is proposed to be reduced to ₹ 250 Crores in view of reduction in funds requirements.

None of the Directors, Manager, other Key Managerial Personnel and their relatives are in any way concerned or interested, financial or otherwise, in the aforesaid Resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

**Item No. 8**

The Company at its Annual General Meeting held on 8th September, 1999 authorised the Board of Directors of the Company by way of Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 to create mortgages and/or charges on the assets of the Company in favour of the lenders to secure their financial assistance not exceeding in aggregate of ₹ 750 crores as contained in the aforesaid Resolution.

However, pursuant to provisions of Section 180(1)(a) of the Act, the Board can exercise the aforesaid power of creating mortgages and/or charges only with the approval of the Shareholders of the Company by way of Special Resolution. It is also proposed to reduce the earlier limit of ₹ 750 crores to ₹ 200 Crores.

None of the Directors, Manager, other Key Managerial Personnel and their relatives are in any way concerned or interested, financial or otherwise, in the aforesaid Resolution.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

**Item No. 9**

To fill in the vacancy caused by resignation of Shri Uttam Bose, the Board Members considered in the interest of the Company, to appoint Shri Moloy Chowdhury, as Manager of the Company.

Accordingly, the Board Members at its meeting held on 10th May, 2014, has appointed Shri Moloy Chowdhury as Manager for a period of two years with effect from 10th May, 2014. The salient terms and conditions of the appointment are set out in the Resolution in Item No. 9 of the subjoined Notice.

The appointment and remuneration payable to Manager has also been recommended by Nomination and Remuneration Committee of Directors at its Meeting held on 9th May, 2014.

The appointment is subject to the approval of the shareholders in General Meeting and Central Government, if required.

**The information required pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are as under:**

**I. GENERAL INFORMATION**

- (1) Nature of Industry :  
Manufacture of Automobiles and Components namely Castings, Forgings and Stampings.
- (2) Date or expected date of commencement of commercial production :  
The Company, incorporated in the year 1942, is an existing operating Company.
- (3) Financial performance based on given indicators :

₹ in lacs

Financial Year ended	31.03.2014 (6 months)	30.09.2013 (18 months)	31.03.2012 (12 months)
Gross Revenue from Operations	22581.37	88077.69	59192.87
Net Revenue form Operations	18278.11	72289.45	49547.57
Profit/(Loss) before Exceptional Items and Tax	(10345.44)	(15999.31)	(13396.45)
Exceptional items	10274.60	8001.22	10056.06
Profit/(Loss) before Tax	(70.84)	(7998.09)	(3340.39)
Tax Expenses	236.57	(877.74)	(344.73)
Profit/(Loss) for the Year	(307.41)	(7120.35)	(2995.66)
Equity Share Capital	9247.08	9247.08	8657.08

- (4) Foreign investments or collaborators, if any :

The Company has a wholly owned subsidiary in USA, which is being closed.

## II. INFORMATION ABOUT THE APPOINTEE

- (1) **Background details :**

**Education :** Shri Moloy Chowdhury, Manager of the Company is a Bachelor of Engineering (Mechanical).

**Career :** Shri Moloy Chowdhury is a professional with Bachelor of Engineering (Mechanical) and having over 36 years of industrial and managerial experience including more than 15 years in senior management capacity. He was Executive Vice-President of Uttara Division of the Company during the period 2006 to 2010. After a brief stint outside the Company he again joined the Company as SBU Head- Uttara and Pithampur Plants in October, 2013. During his career Shri Moloy Chowdhury has worked with Texmaco Rail & Engineering Limited, Ernst & Young, Govind Rubber Limited, Fenner India Limited, CEAT Limited and Philips India.

Shri Moloy Chowdhury has rich and vast experience in automobile and engineering industries.

- (2) **Past remuneration :** ₹ in lacs

2013-14	2012-13
13.80	6.00

- (3) **Job profile and his suitability :**

The Manager is entrusted with the management of the whole or substantially the whole of the affairs of the Company subject to superintendence, control and directions of the Board of Directors of the Company. He shall have responsibility and authority as Manager under the Companies Act, 2013/1956 and shall also perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board.

Shri Moloy Chowdhury is a Senior Corporate Executive of proven caliber and excellence and is having wide ranging experience in manufacturing, quality development, supply chain management and corporate strategies. He has experience of management of all aspects in an organisation. He has successfully led many strategic initiatives, re-engineering of operations, increasing efficiencies, operation cost reduction, value addition to products and services through innovation. His main strengths have been building effective and motivated teams, lean manufacturing, market positioning, business development, supply management, cost optimization and working capital management.

The professional services of Shri Moloy Chowdhury and his in-depth knowledge of industry would be very valuable for the Company in the context of the present situation in the Company. With sufficient past experience in manufacturing and business development, Shri Moloy Chowdhury is ideally suited for the position.

- (4) **Remuneration proposed:**

As mentioned in Item No.9 of the Notice of the Annual General Meeting.

- (5) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person :**

The executive remuneration in the industry has increased manifold in last few years. Having regard to type of industry, trends in industry, size of the Company, the responsibilities, academic background and capabilities of Shri Moloy Chowdhury, the proposed remuneration is at par with the remunerations being paid to such senior executives by both domestic and multinational organizations in the Corporate Sector.

**(6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Shri Moloy Chowdhury has no pecuniary relationship with the Company other than his remuneration as Manager of the Company.

He is not having any direct or indirect interest in the capital of the Company or through any statutory structures and not having any direct or indirect interest or related to directors or promoters of the Company. He has specialized knowledge in the field of his profession. There is no managerial personnel related to Shri Chowdhury. He is purely a professional executive of the Company.

**III. OTHER INFORMATION**

**(1) Reasons of loss or inadequate profit :**

The Company has primarily been focused on the automobile business.

The Company has two units - one near Kolkata at Uttarpara where Ambassador and Winner vehicles along with auto components are produced and the other near Indore at Pithampur where job work is carried out on behalf of other automobile manufacturers.

The Company also had a Plant at Tiruvallur, namely Chennai Car Plant, engaged in manufacturing and marketing of Mitsubishi vehicle Pajero Sport and contract manufacturing for Isuzu SUVs and pick-up trucks. The Company has divested Chennai Car Plant in March, 2014.

During the last several years, the Company's Uttarpara Plant has been experiencing steady decline in volumes. The Ambassador car is predominantly sold in niche segments such as taxis, institutional and commercial segments and sales have been declining due to intensity of competition from mid-size car and utility vehicles. The high cost of production has also made the vehicle uncompetitive in the market. The Uttarpara plant could not recover from the damage to its goodwill and business credibility faced by it during the major labour unrest that resulted in suspension of work during April/May, 2007. As a result the Company's revenues for vehicle and auto component lines of business have been adversely affected. This is reflected in the declining trend in sales of vehicle. The situation further deteriorated from 2010-11 onwards due to non-availability of BS-IV compliant diesel engines and lower orders from government customers. The Company could start production of BS-IV emission compliant Ambassador Diesel only in September 2013. However, Company was unable to increase production due to lower demand, high costs and shortage of working capital. The delay in divestment of the business / interests of the Company in the Forge Shop and Foundry Shop at Uttarpara, West Bengal to reduce continuous operating losses has further worsened the financial conditions of the Company.

As a combined effect of above, the Company has been suffering from huge operating losses for the past several years. These losses have been funded year after year mainly from the sale of Company's assets, through monetization of investments, capital infusion by the Promoters and other means.

The operations at the Chennai Car Plant were also adversely affected due to lower volumes of Pajero Sport caused mainly by higher fuel prices and increased interest rates.

**(2) Steps taken or proposed to be taken for improvement :**

The Company has been relentlessly making efforts to increase revenue by introducing new products and new features in existing products as well as to reduce costs and make its operations profitable. The Company has taken following initiatives to improve its performance :-

- a) Introduction of new variants of Ambassador and Winner in the commercial segment;
- b) Divestment of the whole or part of the business/interests of the Company in the Forge Shop and Foundry Shop at Uttarpara Plant subject to necessary approvals;

- c) Reduce the input and other overheads by value engineering, rationalisation of work force and other cost reduction measures;
- d) Tie-up with potential financial investors / strategic partners for introducing new vehicle models in the market and infusion of capital in the company.

**(3) Expected increase in productivity and profits in measurable terms :**

The Company has declared suspension of work at its Uttarpara Plant with effect from 24th May, 2014. Productivity and Profitability will depend on early lifting of the suspension of work after an extensive restructuring of its Uttarpara facility and tie up with prospective investor.

**IV. DISCLOSURES**

All elements of remuneration package are given in the Corporate Governance Report annexed to the Directors' Report which should be read in conjunction with the Notice of 72nd Annual General Meeting.

The appointment and remuneration payable to Shri Moloy Chowdhury as Manager require approval of the Company in General Meeting in terms of Section II of Part II of Schedule V of the Act.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

Except Shri Moloy Chowdhury, Manager, none of the Directors, other Key Managerial Personnel and their relatives are in any way concerned or interested, financial or otherwise, in the aforesaid Resolution.

A copy each of the Minutes of the Meetings of the Nomination and Remuneration Committee of Directors and Board of Directors held on 9th May, 2014 and 10th May, 2014 respectively and a copy of the Agreement between the Company and Shri Moloy Chowdhury in this connection will be kept open for inspection by the Shareholders at the Registered Office of the Company situated at "Birla Building", 14th Floor, 9/1, R. N. Mukherjee Road, Kolkata - 700 001 between 10 AM and 12 Noon on any working day of the Company.

**Item Nos. 10 and 11**

Due to sale of property at Halol at Gujarat and consequent profit in the financial year 2010-11, lenders of the Company had made a claim of recompense of interest under Corporate Debt Restructuring Scheme (CDR) treating this profit as "windfall gain". The Company requested the lenders to waive a significant portion of the demand based on the facts and circumstances of its case as well as justifiable reasons and to be reasonable in their claim as the Company never made any profits from operations during CDR period. Further, since the Company has completed ten years under Corporate Debt Restructuring Scheme, it is required to exit CDR. At the time of exit, recompense of interest is to be paid to the lenders for the sacrifice made by them under CDR. As per the CDR Guidelines on recompense of interest, the total amount of recompense of interest as on 31st March, 2014 worked out to ₹ 9021 lacs including the effect of compounding over 10 years for the difference in interest rates for respective years. The Corporate Debt Restructuring Empowered Group (CDR EG) at its meeting held on 28th June, 2014, approved the payment of recompense amount of ₹ 6766 lacs, by combination of cash, secured debentures and equity shares of the Company after waiving 25% of the total amount.

The Company is required to issue up to 2,38,87,300 Equity Shares of ₹ 5/- each at a price of ₹ 9.44 (including premium of ₹ 4.44) aggregating to ₹ 2255 lacs and up to 20,53,00,000 - 10.25% Secured Non-Convertible Debentures of ₹ 1/- aggregating to ₹ 2053 lacs on private placement basis to the lenders (Bank and Financial Institutions) towards part payment of recompense of interest amount.

The aforesaid issue and allotment of equity shares will be governed by the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The issue price of ₹ 9.44 (Rupees Nine and Paise Forty-four only) per share has been calculated as per the SEBI ICDR Regulations, 2009.

The 'Relevant date' for the purpose of determining the price of the equity shares is 27th June, 2014, being the preceding day of meeting (28th June, 2014 being weekend) of CDR EG at which the issue of equity shares was approved. Accordingly, the price at which the equity shares will be issued is ₹ 9.44 (Rupees Nine and Paise Forty-four only).

We give below the disclosures that are required to be given in the explanatory statement to the Special Resolution to be passed under Section 62 of the Companies Act, 2013 in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

**a. Objects of the preferential issue :**

The equity shares are issued against recompense of interest amount as per CDR EG approval.

**b. Proposal of the Promoters, Directors or Key Management Personnel of the Company to subscribe to the offer:**

None of the Promoters, Directors or Key Management Personnel are subscribing to the offer.

**c. Share holding pattern**

**SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL SHARE ALLOTMENT**

**On allotment of Equity Shares**

	Pre-Allotment		Post-Allotment	
	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding
<b>Promoter/Promoter Group</b>				
Promoter/Promoter Group	6,74,73,254	36.52	6,74,73,254	32.34
<b>Total (A)</b>	<b>6,74,73,254</b>	<b>36.52</b>	<b>6,74,73,254</b>	<b>32.34</b>
<b>Public</b>				
Mutual Funds/UTI	66,450	0.04	66,450	0.03
Financial Institutions/ Banks/ Insurance Companies	60,92,822	3.30	2,99,80,122	14.37
Foreign Institutional Investors	41,517	0.02	41,517	0.02
Private Corporate Bodies	1,66,75,428	9.02	1,66,75,428	8.00
Resident Individuals	8,63,63,106	46.74	8,63, 63,106	41.39
NRIs & OCBs	32,32,076	1.75	32,32,076	1.55
Clearing Members	1,53,540	0.08	1,53,540	0.07
Trusts	37,04,258	2.00	37,04,258	1.77
Unclaimed Suspense Account	9,69,542	0.53	9,69,542	0.46
<b>Total (B)</b>	<b>11,72,98,739</b>	<b>63.48</b>	<b>14,11,86,039</b>	<b>67.66</b>
<b>TOTAL (A+B)</b>	<b>18,47,71,993</b>	<b>100.00</b>	<b>20,86,59,293</b>	<b>100.00</b>

The above pre-issue shareholding pattern has been prepared on the basis of shareholdings as on 1st August, 2014.

**d. Proposed time within which the allotment of equity shares shall be completed :**

The allotment of Equity Shares is proposed to be completed within a period of 15 days from 25th September, 2014, being the date on which the shareholders' sanction is obtained for the preferential allotment of Equity

Shares provided that where the allotment is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the SEBI ICDR Regulations from the date of receipt of "in principle approval of the stock exchanges in which the shares of the Company are listed".

**e. Identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue :**

The details of the proposed allottees are as under :

Sr. No.	Name	Pre-Issue Equity Holding	% of Pre-Issue Equity Holding	No. of Equity Shares (Proposed Allotment)	Post-Issue Equity Holding	% of Post-Issue Equity Holding
1	ICICI Bank Limited			1,07,43,600	1,07,43,600	5.15
2	IDBI Bank Limited			44,48,500	44,48,500	2.13
3	IFCI Limited			34,04,100	34,04,100	1.63
4	Life Insurance Corporation of India	6005175	3.25	14,27,000	74,32,175	3.56
5	UCO Bank			7,31,000	7,31,000	0.35
6	Bank of India			14,95,100	14,95,100	0.72
7	United Bank of India			9,36,500	9,36,500	0.45
8	State Bank of India			3,27,700	3,27,700	0.16
9	Bank of Baroda			3,73,800	3,73,800	0.18
<b>Total</b>		<b>6005175</b>	<b>3.25</b>	<b>2,38,87,300</b>	<b>2,98,92,475</b>	<b>14.33</b>

**f. Issuer's Undertaking :**

The undertaking(s) required under Paragraphs (f) and (g) of sub-regulation (1) of Regulation 73 of Chapter VII of SEBI ICDR Regulations will not be applicable to the Company, as the Company's Equity Shares are listed on the Stock Exchanges for more than the minimum period as specified under Regulation 76 (3) of the SEBI ICDR Regulations.

**g. Undertaking to put under lock-in till the recomputed price is paid :**

The same is not applicable in the present case.

**h. Certificate from Auditors :**

A Certificate from S.R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, certifying that the preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations shall be placed before the meeting.

The debentures will be secured by mortgage/ charge on the assets of Uttarpara Plant of the Company.

As per Section 62(1)(c) of Companies Act, 2013 and Rule 14(2)(a) of the Companies (Prospectus & Allotment) Rules, 2014 any issuance of shares and debentures will require approval of shareholders by way of Special Resolution.

None of the Directors, Manager, other Key Managerial Personnel and their relatives are in any way concerned or interested, financial or otherwise, in the aforesaid Resolution.

The Board recommends the Special Resolutions set out at Item Nos. 10 and 11 of the Notice for approval by the shareholders.



# HINDUSTAN MOTORS LIMITED

CIN : L34103WB1942PLC018967

Regd. Office: "Birla Building", 14th Floor, 9/1, R. N. Mukherjee Road, Kolkata - 700 001

T : +91 033 22420932 | T : +91 033 30573700 | T : +91 033 30410900 | F : +91 033 22480055

hmcosecy@hindmotor.com | www.hindmotor.com

**PROXY FORM**

[ Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 ]

Name of the member(s) :			
Registered address :			
E-mail Id :			
Folio No./Client Id :		DPID	

I/We, being the member(s) of ..... shares of abovenamed Company hereby appoint :

- (1) Name ..... Address .....  
E-mail Id ..... Signature ..... or failing him/her;
- (2) Name ..... Address .....  
E-mail Id ..... Signature ..... or failing him/her;
- (3) Name ..... Address .....  
E-mail Id ..... Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **72nd Annual General Meeting of the Company, to be held on Thursday, the 25th day of September, 2014 at 11.15 a.m.** at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution Number	Description
<b>Ordinary Business</b>	
1.	Adoption of Audited Statements of Account together with Directors' Report and Auditors' Report thereon for the six month period ended 31st March, 2014
2.	Appointment of Shri A. Sankaranarayanan (DIN-00385632) as Director, who retires by rotation and being eligible offers himself for re-appointment
3.	Appointment of Messrs. Ray & Ray, Chartered Accountants (Registration No.301072E) as Auditors of the Company
<b>Special Business</b>	
4.	Appointment of Shri Raj Kamal Johri (DIN-06804524) as an Independent Director of the Company
5.	Appointment of Shri Sanjay Basu (DIN-01225331) as an Independent Director of the Company
6.	Appointment of Shri Uttam Bose (DIN-02340000) as a Director of the Company whose office shall be liable to retire by rotation
7.	Authorizing Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013 to borrow money
8.	Authorizing Board of Directors of the Company under Section 180(1)(a) of the Companies Act, 2013 to create Mortgage/Charge on the assets of the Company
9.	Appointment of Shri Moley Chowdhury as Manager of the Company for a period of two years with effect from 10th May, 2014
10.	Issuance of Equity Shares on preferential basis
11.	Issuance of Secured Non-Convertible Debentures

Signed this ..... day of ..... 2014

Signature of Shareholder (s) .....

Signature of Proxy holder(s) .....

Affix  
Re. 1/-  
Revenue  
Stamp

**Note : This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**ATTENDANCE SLIP**

**HINDUSTAN MOTORS LIMITED**

CIN : L34103WB1942PLC018967

Regd. Office: "Birla Building", 14th Floor, 9/1, R. N. Mukherjee Road, Kolkata - 700 001

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hmcosecy@hindmotor.com | www.hindmotor.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint Shareholders may obtain additional slip on request.

NAME AND ADDRESS OF THE SHAREHOLDER

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Folio No.	
DP ID	
Client ID	
No. of Shares	

I hereby record my presence at the **72nd Annual General Meeting** of the Company held on Thursday, the 25th day of September, 2014 at 11.15 a.m. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700020.

.....  
Signature Of The Shareholder Or Proxy\*

\*Strike out whichever is not applicable.