

## Quarterly Compliance Report on Corporate Governance

Name of the Company: **Hindustan Motors Limited**

Quarter ended 30<sup>th</sup> June, 2015

Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49(IIC)	Yes	
(D) Other provisions as to Board and Committees	49(IID)	Yes	
(E) Code of Conduct	49(IIE)	Yes	
(F) Whistle Blower Policy	49(IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified and Independent Audit Committee	49(IIIA)	Yes	
(B) Meeting of Audit Committee	49(IIIB)	Yes	
(C) Powers of Audit Committee	49(IIIC)	Yes	
(D) Role of Audit Committee	49(IIID)	Yes	
(E) Review of Information by Audit Committee	49(IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	
<b>V. Subsidiary Companies</b>	49(V)	N.A.	HML, USA is being closed subject to necessary compliances and approvals
<b>VI. Risk Management</b>	49(VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	There were no material Related Party Transaction during the quarter
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	There were no material Related Party Transaction during the quarter
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	
(C) Remuneration of Directors	49 (VIIIC)	Yes	Complied in the Annual Report 2014-15
(D) Management	49 (VIID)	Yes	49(VIII)(D)(1) Complied in the Annual Report 2014-15
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issues, preferential issues, etc.	49 (VIII I)	N.A.	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	
<b>XI. Compliance</b>	49 (XI)	Yes	Complied in the Annual Report 2014-15

Date : July 6, 2015

For Hindustan Motors Limited  
Sd/-  
Compliance Officer