

Quarterly Compliance Report on Corporate Governance

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

Quarter ended 31st December, 2014

Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
II. Board of Directors	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	
III. Audit Committee	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	
IV. Nomination and Remuneration Committee	49(IV)	Yes	
V. Subsidiary Companies	49(V)	N.A.	HML, USA is being closed subject to necessary compliances and approvals
VI. Risk Management	49(VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	There were no material Related Party Transaction during the quarter
VIII. Disclosures	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 2013-14
(D) Management	49 (VIID)	Yes	49(VIII)(D)(1) Complied in the Annual Report 2013-14
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issues, preferential issues, etc.	49 (VIII I)	N.A.	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	Complied in the Annual Report 2013-14

Date : January 14, 2015

For Hindustan Motors Limited
Sd/-
Compliance Officer