

1. Hindustan Motors Limited
2. Quarter ending – 31<sup>st</sup> December, 2016

### 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 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	A. Sankaranarayanan	AABPS1706L00385632	Not Independent - Non-Executive	24-5-2004		1	4	2
Mr.	Raj Kamal Johri	ACMPJ8006H06804524	Independent - Non-Executive	6-2-2014	1060 days	1	2	0
Mr.	Uttam Bose	ACCPB2855J02340000	Not Independent - Non-Executive	10-5-2014		1	1	0
Ms	Mou Mukherjee	AGTPM1021A03333993	Independent - Non-Executive	30-3-2015	643 days	1	1	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
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>
5 <sup>th</sup> August, 2016	11 <sup>th</sup> November, 2016	97

## 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 – 11 <sup>th</sup> November, 2016	Yes	5 <sup>th</sup> August, 2016	97
Nomination and Remuneration Committee - 11 <sup>th</sup> November, 2016	Yes	5 <sup>th</sup> August, 2016	
Stakeholders Relationship Committee – NA	NA	5 <sup>th</sup> August, 2016	

· 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. YES
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - YES
  - b. Nomination & remuneration committee - YES
  - c. Stakeholders relationship committee - YES
  - 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. YES
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. YES
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: YES.

**Sd/-**

**Sanu Agarwal**  
**Company Secretary**