

**RBM & ASSOCIATES**  
**COMPANY SECRETARIES**  
**158 LENIN SARANI**  
**2<sup>ND</sup> FLOOR**  
**KOLKATA-700013**  
**EMAIL Id:rbm.associates@gmail.com**

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**SECRETARIAL COMPLIANCE REPORT**  
**HINDUSTAN MOTORS LIMITED**  
**(CIN: L34103WB1942PLC018967)**  
**For the Financial Year Ended March 31, 2021**

We RBM & ASSOCIATES of 158 Lenin Sarani, 2<sup>nd</sup> Floor, Kolkata-700013 have examined:

- (a) all the documents and records made available to us and explanation provided by **HINDUSTAN MOTORS LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges which were duly complied,
- (c) website "www.hindmotor.com" of the listed entity where all the stock exchange compliances were duly complied.
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2021 ("Review Period") in respect of compliance with the provisions of.

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued Thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations.



2018;

- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) other regulations as applicable and circulars/guidelines issued thereunder;

**(Note: The aforesaid list of Regulations is only illustrative. The list of all SEBI Regulations, as may be relevant and applicable to the listed entity for the review period, shall be added.) and based on the above examination, We hereby report that, during the Review Period.**

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines Issued thereunder, except in respect of matters specified below:-

Sr No.	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
	<b>Regulation 17 and Regulation 17(1A) of SEBI, LODR, 2015</b>	Inadvertently Company missed out to comply the provision in due time	The default has been redressed by the Company.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by



SEBI through various circulars) under the aforesaid circulars/ guidelines issued thereunder

Sr No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.	Observations/remarks of the practicing company secretary, if any
	Stock Exchange under SEBI, LODR, 2015	Composition of Board of Directors below the minimum requirement & Special Resolution not taken by the Company for Director Aged 75 years.	Fines Imposed and Promoters' Demat Account were frozen.	Company has duly paid the fines and the demat account has been unfrozen.

d) The listed entity has taken the following actions to comply with the observations made in previous reports

Sr No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020	Action taken by the listed entity, if any	Comments of the practicing company secretary on the actions taken by the listed entity
	<b>Not Applicable</b>	<b>Not Applicable</b>	<b>Not Applicable</b>	





Note

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.
2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations

Place: Kolkata

Date: 25/06/2021

**For RBM & ASSOCIATES  
Company Secretaries**

**Radhaballay Mandal  
(Proprietor)  
M.No-F8182  
CP No:20376**

**UDIN: F008182C000515040**

