

## Quarterly Compliance Report on Corporate Governance

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

Quarter ended 30<sup>th</sup> June, 2014

Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49(IB)	Yes	
(C) Other provisions as to Board and Committees	49(IC)	Yes	
(D) Code of Conduct	49(ID)	Yes	
<b>II. Audit Committee</b>	49 II		
(A) Qualified and Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(IIB)	Yes	
(C) Powers of Audit Committee	49(IIC)	Yes	
(D) Role of Audit Committee	49(IID)	Yes	
(E) Review of Information by Audit Committee	49(IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 III	Yes	
<b>IV. Disclosures</b>	49 IV		
(A) Basis of related party transactions	49 (IVA)	Yes	
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	
(C) Board Disclosures	49 (IVC)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	N.A.	
(E) Remuneration of Directors	49 (IVE)	Yes	To be disclosed in the Annual Report 2013-14
(F) Management	49 (IVF)	Yes	To be disclosed in the Annual Report 2013-14
(G) Shareholders	49 (IVG)	Yes	
<b>V. CEO/CFO Certification</b>	49 V	Yes	
<b>VI. Report on Corporate Governance</b>	49 VI	Yes	
<b>VII. Compliance</b>	49 VII	Yes	To be disclosed in the Annual Report 2013-14

Date : July 14, 2014

For Hindustan Motors Limited

Sd/-  
Compliance Officer