

Quarterly Compliance Report on Corporate Governance

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

Quarter ended 31st March, 2012

Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
I. Board of Directors	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	
II. Audit Committee	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	
III. Subsidiary Companies	49 III	Yes	
IV. Disclosures	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, Right issues, preferential issues etc.	49 (IVD)	Yes	The Company has made preferential allotment of Equity Shares during the quarter for which required disclosure will be made in next Audit Committee Meeting.
(E) Remuneration of Directors	49 (IVE)	Yes	Complied in the Annual Report 2010-11
(F) Management	49 (IVF)	Yes	Complied in the Annual Report 2010-11
(G) Shareholders	49 (IVG)	Yes	
V. CEO/CFO Certification	49 V	Yes	
VI. Report on Corporate Governance	49 VI	Yes	
VII. Compliance	49 VII	Yes	Complied in the Annual Report 2010-11

Date : April 10, 2012

For Hindustan Motors Limited

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Compliance Officer