

Hindustan Motors

Registered Office :  
Hindustan Motors Limited  
Birla Building, 13<sup>th</sup> Floor  
9/1, R. N. Mukherjee Road  
Kolkata - 700 001

CIN-L34103WB1942PLC018967  
T +91 033 22420932 (D) F +91 033 22480055  
T +91 033 30573700 hmcosecy@hindmotor.com  
T +91 033 30410900 www.hindmotor.com



May 29, 2019

- 1 The Manager, Listing Department  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (East)  
Mumbai – 400 051  
(Company Code : HINDMOTORS)
- 2 Corporate Relationship Dept.  
BSE Limited  
1<sup>st</sup> floor, New Trading Ring  
Rotunda Building, P. J. Towers  
Dalal Street, Fort  
Mumbai – 400 001  
(Company Code : 500500)

Dear Sir(s),

**Sub : Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Secretarial Compliance Report issued by practicing company secretary for the year ended on 31<sup>st</sup> March, 2019.

Thanking you,

Yours faithfully,  
For Hindustan Motors Limited

Prativa Sharma  
Company Secretary

Encl : As above.



# RBM & Associates

## Company Secretaries

mandal\_rb@yahoo.co.in | rbm.associates@yahoo.com | www.rbmresources.com

### SECRETARIAL COMPLIANCE REPORT OF M/S HINDUSTAN MOTORS LIMITED FOR THE YEAR ENDED 31.03.2019

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 **M/S 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 31.03.2019 ("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;



+91-9830016263 | 033-4004 3232

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(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.**

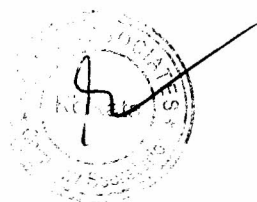
(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines Issued thereunder, except in respect of matters specified below:-

Sr No.	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
	<b>Not Applicable</b>	<b>Not Applicable</b>	

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far 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 Acts/Regulations and 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
	<b>Not Applicable</b>	<b>Not Applicable</b>	<b>Not Applicable</b>	



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 31.03.2019	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: 29/05/2019

For RBM & ASSOCIATES  
Company Secretaries

Radhakrishnan Mandal  
(Proprietor)  
M.No-F8182

