

MINUTES OF THE SEVENTYFIRST
ANNUAL GENERAL MEETING OF
HINDUSTAN MOTORS LIMITED HELD
AT KOLKATA ICE SKATING RINK, 78,
SYED AMIR ALI AVENUE, KOLKATA 700
019 ON THURSDAY THE 26th
DECEMBER, 2013 AT 2.30 PM

Members present 1828 Members in person holding in aggregate
528688 shares as per attendance slips deposited
with the Company.

126 Members through proxies deposited with the
Company and holding in aggregate 76676858
shares.

1 Chairman

Shri C. K. Birla took the Chair.

2 Quorum

The Chairman having found the quorum present in the meeting
declared the meeting validly constituted.

3 Notice

With consent of the members present, the Notice dated 19th
November, 2013 convening the meeting was taken as read.

4 Statutory Records

The Chairman informed the members present, that the Register of
Directors' Shareholdings maintained by the Company under Section 307 of
the Companies Act, 1956 and the original of the Auditor's Report dated
18th November, 2013 were available at the meeting venue and would
remain open and accessible during the continuance of the meeting to
persons having the right to attend the meeting.

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For Hindustan Motors Limited



Yojesh Goenka

Chief Financial Officer and Company Secretary

5 Auditor's Report

At the direction of the Chairman, Shri Yogesh Goenka, Chief Financial Officer and Company Secretary read out the Auditor's Report dated 18th November, 2013 to the members of the Company.

6 Chairman's speech

Before taking up the formal agenda of the meeting for consideration of the members, the Chairman reviewed the performance of the Company for eighteen month period ended 30th September, 2013. In his speech the Chairman summarized the overall performance of the Company for the period under review and also indicated the initiatives on hand.

The Chairman informed the members that almost all the industries, including the auto-sector are struggling to deliver a satisfactory performance. The auto demand had been falling in the wake of poor customer sentiment and higher cost of financing and fuel cost.

The Chairman further informed that the Company too had struggled and had faced several operational challenges. During 18-month period ended 30th September, 2013, the Company incurred a loss of Rs.71.20 crores as against a loss of Rs.29.96 crores in the 12-month period ended 31st March, 2012 and thus created severe cash flow challenges, which had so far been met through several measures to bring more cash into the operations.

The Chairman further informed the members about the following restructuring initiatives taken by the Company:

On January 10, 2013, the Company decided to demerge and transfer its Chennai Car Plant as a going concern to its fully owned subsidiary Hindustan Motor Finance Corporation Limited through a scheme filed with the Hon'ble High Court of Calcutta. The demerger was aimed at helping the two entities to pursue their respective growth plans, as appropriate. However, the scheme could not proceed as expected by the

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For Hindustan Motors Limited**



Yogesh Goenka

Chief Financial Officer and Company Secretary

Company due to several factors beyond its control. Several other initiatives taken to strengthen the operations and improve the cash-flows, met only partial success. As the Company continued to incur heavy cash losses, sums exceeding Rs.80 crores were arranged from various sources to keep the operations going. The task of raising further resources was becoming increasingly difficult with the delay in implementation of the restructuring proposals.

In view of the holding-up of the demerger process, awaiting for the decision of the Hon'ble High Court, the Company was examining other options to meet the goals of continuing the operations. The Company was in discussions with different interested entities and hoped for strong support from the West Bengal Government which was equally interested in reviving the Company.

The Chairman also added that both the Company and the West Bengal Government had common objective in reviving the organisation and bringing it back to black.

The Company's accumulated losses had exceeded its net worth at the completion of the financial year ended September 30, 2013. The Company would take necessary steps to comply with the legal process.

The Chairman highlighted to the members following positives of the Company in recent times:

- In June 2013, the Company entered into an agreement with Isuzu Motors India Private Limited for Contract Manufacturing of the Japanese company's SUVs and pickup trucks in India, at its Chennai Car Plant. The first SUV rolled out of the Company's plant on December 10, 2013. This will improve the capacity utilization of the plant.
- The Company has finalized an agreement with its long-time collaborator Mitsubishi Motors Corporation, Japan, to launch an

automatic version of the renowned SUV Pajero Sport whose manual version was launched in March, 2012. It has also been decided to launch another model from the Mitsubishi stable. Both the launches are slated for the next fiscal. Notably, Pajero Sport was declared "Off-roader of the Year 2012" by auto magazine BBC Top Gear in December, 2012.

- With the launching of 1.5-litre BS IV-compliant Ambassador Encore on September 24, 2013, the Company can now sell in BS IV compliant cities as well. Significantly, Ambassador was adjudged the "World's best taxi" at the Beaulieu's World of Top Gear motorsport show conducted by BBC Top Gear in July, 2013.

The Chairman assured the members that the Board and Management team of the Company were examining all possible options and taking whatever steps were feasible under the circumstances to find a solution to improve operations and operating results and would report back the progress to shareholders at appropriate times.

The Chairman's speech gave comfort to the members as they came to know that the Company had taken several initiatives to improve the operations of the Company.

The Chairman thanked all the customers, the West Bengal Government, dealers, suppliers, bankers, financial institutions, employees and other stakeholders for their support and co-operation in the current difficult situation and expected their continued patronage.

The Chairman also thanked his colleagues on the Board for their continued guidance and support.

7 Adoption of Audited Accounts for eighteen month period ended 30th September, 2013

Shri Manoj Kumar Gupta proposed and Shri Gautam Nandy seconded the following Resolution as an Ordinary Resolution:-

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For Mitsubishi Motors Limited.*



Yugal Goenka
Chief Financial Officer and Company Secretary

"RESOLVED THAT the Audited Statements of Account of the Company for eighteen month period ended 30th September, 2013 together with the Directors' Report as also the Auditor's Report thereon as circulated to all the members of the Company and now laid before this meeting, be and each one of the same are hereby received, considered and adopted."

Before putting the aforesaid resolution to vote, the Chairman invited queries from members on the audited accounts for eighteen month period ended 30th September, 2013 together with Directors' Report and the Auditors' Report thereon.

Thereupon, a number of members namely Sarvashri Bijan Singh Srimal, Gautam Nandy, Sarbananda Gattani, S.N. Saraf, Vinod Prakash Shaw, S.L. Rathi, S.K. Sukhani, Alok Kumar Pal and Santosh Kumar Saraf spoke in the meeting and among the queries raised were those relating to Company's performance, restructuring and revival of the Company, its future plans and prospects, increase in promoters' shareholding. Some suggestions on the working of the Company were also offered by the members in the meeting.

Upon conclusion of members' queries/suggestions, the Chairman replied to the satisfaction of the members present, almost all the questions raised by them and gave assurance to consider some of the suggestions offered by the members.

The aforesaid resolution was thereafter put to vote and was carried by requisite majority by show of hands- only one member voted against.

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For Hindustan Motors Limited**



Yogesh Goenka
Chief Financial Officer and Company Secretary

8 Re-appointment of Shri Naresh Chandra as Director of the Company liable to retire by rotation.

Shri Sarbananda Gattani proposed and Shri Satya Narayan Kundu seconded the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT Shri Naresh Chandra, Director who is due to retire at this Annual General Meeting and who being eligible, offers himself for re-appointment, be and is hereby appointed a Director of the Company liable to retire by rotation."

When put to vote the resolution was carried by unanimously by show of hands.

9 Re-appointment of Shri Kranti Sinha as Director of the Company liable to retire by rotation.

Shri Joytirindra Narayan Kundu proposed and Shri S.L. Rathi seconded the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT Shri Kranti Sinha, Director who is due to retire at this Annual General Meeting and who being eligible, offers himself for re-appointment, be and is hereby appointed a Director of the Company liable to retire by rotation."

When put to vote the resolution was carried by requisite majority by show of hands - only one member voted against.

10 Re-appointment of Auditors of the Company

Shri Manoj Kumar Gupta proposed and Shri Sarbananda Gattani seconded the following resolution as an Ordinary Resolution:-

"RESOLVED THAT Messrs. S. R. Batliboi & Co. LLP., (Registration No. 301003E) Chartered Accountants, the retiring Auditors, be and they are hereby re-appointed as Auditors of the Company under Section 224 and other applicable provisions, if any, of the Companies Act, 1956 to hold

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For Himantyan Motors Limited*

[Signature]
Vijayal Goshka

Chief Financial Officer and Company Secretary

office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a gross remuneration of Rs.25,00,000/- (Rupees Twentyfive lacs only) per annum exclusive of reimbursement of out-of-pocket expenses, as may be incurred by the Auditors on travelling, boarding and lodging at the Company's factories and its other branches outside Kolkata which shall also be borne by the Company and that the said remuneration be paid to the Auditors in two equal quarterly installments."

When put to vote the resolution was carried by requisite majority by show of hands - only one member voted against.

11 Vote of thanks

There being no other business to be transacted, the meeting concluded with a vote of thanks to the Chair.

Sd/-

C H A I R M A N

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For Hindustan Motors Limited



Yogesh Goenka
Chief Financial Officer and Company Secretary