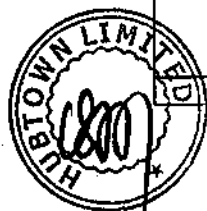


## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. NAME OF LISTED ENTITY: HUBTOWN LIMITED

2. QUARTER ENDING: September 30, 2018

I. COMPOSITION OF BOARD OF DIRECTORS								
Title	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee	Date of appointment in the current term / Cessation	Tenure (for independent directors only)	No. of Directorship in listed entities including this entity	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity	No. of post pf Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	Hemant M. Shah	PAN : AAHPS2340E  DIN : 00009659	Executive Chairperson	28 <sup>th</sup> AGM held on September 29, 2016	N. A.	1	N. A.	N. A.
Mr.	Abhijit Datta	PAN : AEPPD1508P  DIN : 00790029	Independent	26 <sup>th</sup> AGM held on September 25, 2014	5 years	3	3	2
Mr.	Sunil C. Shah	PAN : AAKPS0962K  DIN : 06947244	Independent	26 <sup>th</sup> AGM held on September 25, 2014	5 years	1	2	1
Mr.	Shailesh Hingrah	PAN : AAAPH3472K  DIN : 00166916	Independent	30 <sup>th</sup> AGM held on September 27, 2018	5 years	3	1	N. A.
Mrs.	Priit K. Shah	PAN : ANDPS3337C  DIN : 01880436	Non-Executive	29 <sup>th</sup> AGM held on October 30, 2017	N. A.	1	1	N. A.
Mr.	Vyomesh M. Shah	PAN : AAHPS2338C  DIN : 00009596	Managing Director Executive	28 <sup>th</sup> AGM held on September 29, 2016	N. A.	1	1	N. A.



COMPOSITION OF COMMITTEES			
Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	
1. AUDIT COMMITTEE	Mr. Abhijit Datta	Chairperson – Independent	
	Mr. Sunil C. Shah	Member – Independent	
	Mr. Shailesh Hingarh	Member – Independent	
	Mr. Vyomesh M. Shah	Member – Executive	
2. NOMINATION AND REMUNERATION COMMITTEE	M. Abhijit Datta	Chairperson – Independent	
	Mr. Sunil C. Shah	Member – Independent	
	Mrs. Priti K. Shah	Member – Non-Executive	
	Mr. Hemant M. Shah	Member – Executive	
3. RISK MANAGEMENT COMMITTEE	Mr. Abhijit Datta	Chairperson – Independent	
	Mr. Shailesh Hingarh	Member – Independent	
	Mr. Hemant M. Shah	Member – Executive	
	Mr. Vyomesh M. Shah	Member – Executive	
4. STAKEHOLDERS' RELATIONSHIP COMMITTEE	Mr. Sunil C. Shah	Chairperson – Independent	
	Mr. Shailesh Hingarh	Member – Additional Non-Executive Independent	
	Mrs. Priti K. Shah	Member – Non-Executive	

III MEETING OF BOARD OF DIRECTORS		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (In number of days)
May 29, 2018		
	July 12, 2018	43
	August 13, 2018	31

IV MEETING OF COMMITTEES			
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive (in number of days) meetings
<b>AUDIT AND COMPLIANCE COMMITTEE</b>			
July 12, 2018	Quorum was present.	May 29, 2018	43
August 13, 2018	Quorum was present.		31




V	RELATED PARTY TRANSACTIONS	
	Subject	Compliance Status (Yes / No/ NA)
	Whether prior approval of the Audit Committee obtained	N. A.
	Whether shareholder approval obtained for material related party transaction	N. A.
	Whether details of related party transactions entered into pursuant to omnibus approval have been reviewed by Audit Committee	N. A.

VI	AFFIRMATIONS	
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
2	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholders' Relationship Committee d. Risk Management Committee	Yes
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
4	The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
5	This report and/or The report submitted in the previous quarter has been placed before the Board of Directors.	Yes
	For Hubtown Limited <i>Chetan S. Mody</i> Chetan S. Mody Company Secretary Mumbai : October 01, 2018	



## ANNEXURE III

Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with Para C of Schedule V	Yes
<p><b>Note</b></p> <ol style="list-style-type: none"> <li>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> <li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
<p>For Hubtown Limited</p> <p><i>Chetan S. Mody</i></p> <p>Chetan S. Mody Company Secretary</p>  <p>Mumbai : October 01, 2018</p>		