

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. NAME OF LISTED ENTITY : HUBTOWN LIMITED

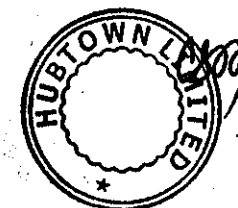
2. QUARTER ENDING : DECEMBER 31, 2015

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
Mr.	Hemant M. Shah	PAN : AAHPS2340E DIN : 00009659	Executive Chairperson	24 th AGM held on November 7, 2012	N. A.	1	N. A.	N. A.
Mr.	Arvind Kumar Joshi	PAN : AACPJ7258H DIN : 00209992	Independent	26 th AGM held on September 25, 2014	4.7	1	2	1
Mr.	Abhijit Datta	PAN : AEPPD1508P DIN : 00790029	Independent	26 th AGM held on September 25, 2014	4.7	4	3	3
Mr.	Sunil C. Shah	PAN : AAKPS0962K DIN : 06947244	Independent	26 th AGM held on September 25, 2014	4.7	1	2	N. A.
Mrs.	Priti K. Shah	PAN : ANDPS3337C DIN : 01880436	Non-Executive	26 th AGM held on September 25, 2014	N. A.	1	1	N. A.



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
Mr.	Vyomesh M. Shah	PAN : AAHPS2338C DIN : 00009596	Managing Director Executive	24 th AGM held on November 7, 2012	N. A.	1	1	N. A.

II 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. Arvind Kumar Joshi	Member - Independent
	Mr. Sunil C. Shah	Member - Independent
	Mr. Vyomesh M. Shah	Member - Executive
2. NOMINATION AND REMUNERATION COMMITTEE	M. Abhijit Datta	Chairperson - Independent
	Mr. Arvind Kumar Joshi	Member - Independent
	Mr. Sunil C. Shah	Member - Independent
	Mr. Hemant M. Shah	Member - Executive
3. RISK MANAGEMENT COMMITTEE	Mr. Arvind Kumar Joshi	Chairperson - Independent
	Mr. Abhijit Datta	Member - Independent
	Mr. Hemant M. Shah	Member - Executive
	Mr. Vyomesh M. Shah	Member - Executive
4. STAKEHOLDERS' RELATIONSHIP COMMITTEE	Mr. Arvind Kumar Joshi	Chairperson - Independent
	Mr. Sunil C. Shah	Member - 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)
August 12, 2015	November 14, 2015	94 days

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
AUDIT AND COMPLIANCE COMMITTEE			
November 14, 2015	Full Quorum was present in the meeting.	August 12, 2015	94 days

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

VI AFFIRMATIONS	
The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
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
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



VI	AFFIRMATIONS	
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.	N. A. [No Board / Committee meetings have been held after December 1, 2015, the date on which SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 came into force.	
This report and/or The report submitted in the previous quarter has been placed before the Board of Directors.	N. A.	
<p>For Hubtown Limited</p> <p>Chetan S. Mody Company Secretary</p> <p>Mumbai : January 10, 2016</p>		

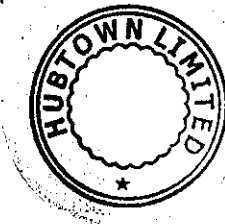
DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS PURSUANT TO REGULATION 27 (2) (b) of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

1. The Company has furnished a corporate guarantee for Diviniti Projects Private Limited (DPPL), a wholly owned subsidiary of the Company in favour of Indiabulls Housing Finance Limited (IHFL), in consideration of IHFL having sanctioned to DPPL, a term loan of Rs.55,00,00,000/- (Rupees Fifty Five Crores). The Company has also provided security to IHFL for the loan availed by DPPL, by way of pledge of its entire holding of the equity shares in the share capital of DPPL.
2. The Company has jointly with other co-promoters / co-venturers, provided a corporate guarantee for Rare Townships Private Limited (RTPL), a joint venture of the Company, in favour of LIC Housing Finance Limited (LICH FL), in consideration of LICH FL having sanctioned to RTPL, construction finance loan of Rs.250,00,00,000/- (Rupees Two Hundred Fifty Crores). The Company has also provided security to LIC HFL for the loan availed by RTPL, by way of pledge of its entire holding of Class 'A' equity shares in the share capital of RTPL.

For Hubtown Limited

Chetan S. Mody

Chetan S. Mody
Company Secretary



Mumbai : January 11, 2016