

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. NAME OF LISTED ENTITY : HUBTOWN LIMITED

2. QUARTER ENDING : MARCH 31, 2016

COMPOSITION OF BOARD OF DIRECTORS									
I	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	5	1	2	1
	Mr.	Abhijit Datta	PAN : AEPPD1508P DIN : 00790029	Independent	26 th AGM held on September 25, 2014	5	5	3	3
	Mr.	Sunil C. Shah	PAN : AAKPS0962K DIN : 06947244	Independent	26 th AGM held on September 25, 2014	5	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.	2	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)
November 14, 2015	February 12, 2016	89 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			
February 12, 2016	Full Quorum was present in the meeting.	November 14, 2015	89 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.	Yes
This report and/or The report submitted in the previous quarter has been placed before the Board of Directors.	Yes
<p>For Hubtown Limited</p> <p><i>Chetan S. Mody.</i></p> <p>Chetan S. Mody Company Secretary</p> <p>Mumbai : April 4, 2016</p>	

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

The Company has not entered into any material related party transaction during the quarter under review.

For Hubtown Limited

Chetan S. Mody.

Chetan S. Mody
Company Secretary



Mumbai : April 4, 2016

CORPORATE GOVERNANCE COMPLIANCE REPORT FOR THE QUARTER ENDED MARCH 31, 2016

ANNEXURE - II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA) refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable
New name and the old name of the listed entity	Old Names: 1) Akruti Nirman Private Limited 2) Akruti Nirman Limited 3) Akruti City Limited 4) Ackruti City Limited New Name : Hubtown Limited



Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)		
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes



ANNEXURE – II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

Note

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.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Hubtown Limited

Chetan S. Mody



Chetan S. Mody

Company Secretary / Compliance Officer / Managing Director / CEO