

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. NAME OF LISTED ENTITY: HUBTOWN LIMITED

2. QUARTER/ YEAR ENDING: March 31, 2019

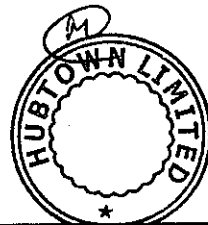
I. COMPOSITION OF BOARD OF DIRECTORS								
Title	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee	Date of appointment in the current term / Cessation	Tenure (for independent directors only)	No. of Directorship in listed entities including this 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 th AGM held on September 29, 2016	N. A.	1	N. A.	N. A.
Mr.	Abhijit Datta	PAN : AEPPD1508P DIN : 00790029	Independent	26 th AGM held on September 25, 2014	5 years	4	3	2
Mr.	Sunil C. Shah	PAN : AAKPS0962K DIN : 06947244	Independent	26 th AGM held on September 25, 2014	5 years	1	2	1
Mr.	Shailesh Hingarh	PAN : AAAPH3472K DIN : 00166916	Independent	Date of Appointment 30 th AGM held on September 27, 2018 Date of Cessation March 1, 2019	5 years	3	1	N.A.
Mrs.	Priti K. Shah	PAN : ANDPS3337C DIN : 01880436	Non-Executive	29 th AGM held on October 30, 2017	N. A.	1	1	N. A.
Mr.	Vyomesh M. Shah	PAN : AAHPS2338C DIN : 00009596	Managing Director Executive	28 th 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 (upto March 1,2019)	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. Hemant M. Shah	Member – Executive
	Mr. Vyomesh M. Shah	Member – Executive
4. STAKEHOLDERS' RELATIONSHIP COMMITTEE	Mr. Sunil C. Shah	Chairperson – Independent
	Mr. Shailesh Hingarh (upto March 1,2019)	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)
November 14,2018	January 28 ,2019	74
	February 13, 2019	15

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 13, 2019	Quorum Present	November 14,2018	90



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	
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	
		 Madhavi Degaonkar Authorised Signatory Mumbai : April 2, 2019	

ANNEXURE II

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	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)_{refer note below}
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	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
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	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

M. Degaonkar

Madhavi Degaonkar
Authorised Signatory
Mumbai : April 2, 2019

