

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. NAME OF LISTED ENTITY: HUBTOWN LIMITED
2. QUARTERLY/HALF YEARLY/ YEAR ENDING: March 31, 2020

I. COMPOSITION OF BOARD OF DIRECTORS												
Title	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Initial Date of appointment	Date of reappointment	Date of cessation	Tenure ( for independent directors only)	Date of birth	No of directorship in listed entities including this listed entity	No. of independent directorship in listed entities including this listed entity	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	Hemant M. Shah	PAN : AAHPS2340E DIN : 00009659	Executive Chairperson	01-01-2012	29-09-2016	NA	NA	20-05-1953	1	NA	NA	NA
Mr.	Abhijit Datta	PAN : AEPPD1508P DIN : 00790029	Independent	07-11-2012	25-09-2019	NA	5 years	01-06-1949	3	3	3	2
Mr.	Sunil C. Shah	PAN : AAKPS0962K DIN : 06947244	Independent	14-08-2014	25-09-2019	NA	5 years	29-09-1959	2	2	3	2
Mr.	Mahesh Kuvadia	PAN : AAMPK9674Q DIN : 07195042	Independent	25-09-2019	NA	04-03-2020	5 years	01-11-1953	3	3	5	1
Mrs.	Priti K. Shah	PAN : ANDPS3337C DIN : 01880436	Non-Executive Director	14-08-2014	NA	NA	NA	23-11-1970	1	NA	1	NA
Mr.	Vyomesh M. Shah	PAN : AAHPS2338C DIN : 00009596	Managing Director Executive	30-11-2006	29-09-2016	NA	NA	15-11-1959	1	NA	1	NA

	Whether Regular chairperson appointed	Yes
	Whether Chairperson is related to managing director or CEO	Yes

COMPOSITION OF COMMITTEES						
Name of Committee		Whether regular chairperson appointed	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment	Date of Cessation
1.	AUDIT COMMITTEE	Yes	Mr. Abhijit Datta	Chairperson – Independent	20-05-2013	NA
			Mr. Sunil C. Shah	Member – Independent	14-08-2014	NA
			Mr. Mahesh Kuvadia	Member-Non-Executive Independent	12-06-2019	04-03-2020
			Mr. Vyomesh M. Shah	Member – Executive	07-04-2006	NA
2.	NOMINATION AND REMUNERATION COMMITTEE	Yes	M. Abhijit Datta	Chairperson – Independent	20-05-2013	NA
			Mr. Sunil C. Shah	Member – Independent	14-08-2014	NA
			Mrs. Priti K. Shah	Member – Non-Executive	12-11-2017	NA
			Mr. Hemant M. Shah	Member – Executive	14-08-2014	NA
3.	STAKEHOLDERS' RELATIONSHIP COMMITTEE	Yes	Mr. Sunil C. Shah	Chairperson – Independent	14-08-2014	NA
			Mr. Hemant Shah	Member – Executive	15-04-2019	NA
			Mrs. Priti K. Shah	Member – Non-Executive	14-08-2014	NA

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	Whether requirement of Quorum met	Number of Directors Present	Number of independent directors present	Maximum gap between any two consecutive (in number of days) meetings	
	February 13, 2020	Yes	6	3	91	
November 13, 2019		Yes	6	3	49	

IV MEETING OF COMMITTEES						
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors Present	Number of independent directors present	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, 2020	Yes	4	3		91	
				November 13, 2019	90	
NOMINATION AND REMUNERATION COMMITTEE						
NIL				NIL		

V		RELATED PARTY TRANSACTIONS	
		Subject	Compliance Status (Yes / No/ NA)
		Whether prior approval of the Audit Committee obtained	NA
		Whether shareholder approval obtained for material related party transaction*	NA
		Whether details of related party transactions entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
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(NA)	Yes. However one of the Independent Director resigned with effect from 04-03-2020	
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	<del>This report and/or</del> The report submitted in the previous quarter has been placed before the Board of Directors.	Yes	
For Hubtown Limited			
Sd/- Amit Vyas Company Secretary Mumbai : April 30, 2020			

**ANNEXURE II**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
Details of business	Yes	<a href="https://hubtown.co.in/storage/pdfs/Incorp&amp;Business.pdf">https://hubtown.co.in/storage/pdfs/Incorp&amp;Business.pdf</a>
Terms and conditions of appointment of independent directors	Yes	<a href="https://www.hubtown.co.in/investors/33">https://www.hubtown.co.in/investors/33</a>
Composition of various committees of board of directors	Yes	<a href="https://hubtown.co.in/storage/pdfs/BoardCommittees.pdf">https://hubtown.co.in/storage/pdfs/BoardCommittees.pdf</a>
Code of conduct of board of directors and senior management personnel	Yes	<a href="https://hubtown.co.in/storage/pdfs/Policies/Code%20of%20Business%20Conduct%20and%20Ethics.pdf">https://hubtown.co.in/storage/pdfs/Policies/Code%20of%20Business%20Conduct%20and%20Ethics.pdf</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://hubtown.co.in/storage/pdfs/Policies/Whistle%20Blower%20Policy.pdf">https://hubtown.co.in/storage/pdfs/Policies/Whistle%20Blower%20Policy.pdf</a>
Criteria of making payments to non-executive directors	Yes	<a href="https://hubtown.co.in/storage/pdfs/Policies/NOMINATION%20AND%20REMUNERATION.pdf">https://hubtown.co.in/storage/pdfs/Policies/NOMINATION%20AND%20REMUNERATION.pdf</a>
Policy on dealing with related party transactions	Yes	<a href="https://hubtown.co.in/storage/pdfs/Policies/Related%20Party%20Transaction.pdf">https://hubtown.co.in/storage/pdfs/Policies/Related%20Party%20Transaction.pdf</a>
Policy for determining 'material' subsidiaries	Yes	<a href="https://hubtown.co.in/storage/pdfs/Policies/Material%20Subsidiaries.pdf">https://hubtown.co.in/storage/pdfs/Policies/Material%20Subsidiaries.pdf</a>
Details of familiarization programmes imparted to independent directors	Yes	<a href="https://hubtown.co.in/storage/pdfs/Policies/FAMILIARISATION%20PROGRAMME%20of%20ID.pdf">https://hubtown.co.in/storage/pdfs/Policies/FAMILIARISATION%20PROGRAMME%20of%20ID.pdf</a>
Email address for grievance redressal and other relevant details	Yes	<a href="https://hubtown.co.in/storage/pdfs/Investor%20Services/E-mail%20Id%20Investor%20Grievances.pdf">https://hubtown.co.in/storage/pdfs/Investor%20Services/E-mail%20Id%20Investor%20Grievances.pdf</a>

Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://hubtown.co.in/storage/pdfs/Investor%20Services/Cont%20Details%20-%20Investor%20Grievances.pdf">https://hubtown.co.in/storage/pdfs/Investor%20Services/Cont%20Details%20-%20Investor%20Grievances.pdf</a>
Financial results	Yes	<a href="https://www.hubtown.co.in/investors/35">https://www.hubtown.co.in/investors/35</a>
Shareholding pattern	Yes	<a href="https://www.hubtown.co.in/investors/42">https://www.hubtown.co.in/investors/42</a>
Details of agreements entered into with the media companies and/or their associates	Not Applicable	NA
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Not Applicable	NA
New name and the old name of the listed entity	Yes	<a href="https://hubtown.co.in/storage/pdfs/Incorp&amp;Business.pdf">https://hubtown.co.in/storage/pdfs/Incorp&amp;Business.pdf</a>
Advertisements as per regulation 47 (1)	Yes	<a href="https://www.hubtown.co.in/investors/59">https://www.hubtown.co.in/investors/59</a>
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Not Applicable	NA
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.hubtown.co.in/investors/27">https://www.hubtown.co.in/investors/27</a>
<b>As per other regulations of the LODR:</b>		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.hubtown.co.in/investors">https://www.hubtown.co.in/investors</a>
Materiality Policy as per Regulation 30	Yes	<a href="https://hubtown.co.in/storage/pdfs/Policies/Materiality%20of%20Events.pdf">https://hubtown.co.in/storage/pdfs/Policies/Materiality%20of%20Events.pdf</a>
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable	NA

It is certified that these contents on the website of the listed entity are correct		Yes
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
<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), 17(1A) & 17(1B)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	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
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Meeting of Risk Management Committee</i>	21(3A)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for Related Party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes

<i>Annual Secretarial Compliance Report</i>	<i>24(A)</i>	Yes
<i>Alternate Director to Independent Director</i>	<i>25(1)</i>	Not Applicable
<i>Maximum Tenure</i>	<i>25(2)</i>	Yes
<i>Meeting of independent directors</i>	<i>25(3) &amp; (4)</i>	Yes
<i>Familiarization of independent directors</i>	<i>25(7)</i>	Yes
<i>Declaration from Independent Director</i>	<i>25(8) &amp; (9)</i>	Yes
<i>Directors and Officers insurance</i>	<i>25(10)</i>	Yes
<i>Memberships in Committees</i>	<i>26(1)</i>	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	<i>26(4)</i>	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) &amp; 26(5)</i>	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><b>III Affirmations:</b></p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		
<p><b>For Hubtown Limited</b></p>  <p>Sd/-  <b>Amit Vyas</b>  <b>Company Secretary</b>  <b>Mumbai : April 30, 2020</b></p>		