



THE HINDUSTAN HOUSING COMPANY LIMITED

Regd. Office : Bajaj Bhavan, 2nd Floor, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400 021.

CIN:- L45200MH1934PLC002346

www.hhclbajaj.com

CRITERIA FOR APPOINTMENT OF A PERSON AS A DIRECTOR OF THE COMPANY

Legal Framework:

Section 178 (3) of the Companies Act, 2013 requires the Company to formulate a criteria for determining qualifications, positive attributes and independence of a director.

Accordingly based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 27th March, 2015 has approved the following criteria for determining qualifications, positive attributes and independence of a director.

1. Appointment of Directors:

The Company shall appoint only those persons who possess requisite qualification, relevant experience, proven track record, integrity etc. as its Directors. Any person to be appointed as a Director on the Board of the Company should possess the relevant experience and should be able to provide policy directions to the Company, including directions on good corporate governance practices.

2. Qualifications of Directors:

Any person to be appointed as a Director of the Company shall possess appropriate skills, knowledge, experience and expertise in one or more fields of services sector, banking, insurance, finance, accounting, taxation, costing, economics, law, management, sales and marketing, human resources, administration, research and development, capital market and financial services, information technology, engineering, construction and real estate, public administration, social work, corporate governance, operations or any other disciplines related to the Company's business.

3. Positive Attributes:

The person to be appointed as a Director of the Company shall not only possess the requisite qualifications and experience but shall also possess attributes like integrity and proven track record and shall demonstrate commitment to the organization.

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bonafide manner in the interest of the Company, devote sufficient time and

attention to his professional obligations for informed and balanced decision making, and assist the Company in implementing the best corporate governance practices.

Independence of Directors:

Any person to be appointed as an Independent Director of the Company will have to fulfil the conditions as specified in Section 149 (6) of the Companies Act, 2013. Further any person to be appointed as a Director shall not attract the disqualifications contained in Section 164 (1) of the Companies Act, 2013.

The above criteria for appointment of a person as a Director on the Board of Directors of the Company are subject to review by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time.

For The Hindustan Housing Company Ltd.,


(Vinaya Mehrotra)
Chairman
(DIN: 00066955)

Mumbai: 27th March, 2015

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