

**Format of Quarterly Compliance Report on Corporate Governance**

**Name of the Company: Hindustan Construction Company Limited**

**Quarter ended on: June 30, 2015**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No/NA</b>	<b>Remarks</b>
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-Executive Directors' compensation and disclosures	49 (IIC)	Yes	Necessary Disclosures as required under the said Clause have been made in the Annual Report of the Company for FY 2014-15
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	Annual Affirmation and declaration as required under the said clause are complied for the financial year ended 31 <sup>st</sup> March 2015
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	

V. Subsidiary Company	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	There is no material transactions with related parties entered during the quarter ended June 30, 2015
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Will be complied as and when requirement arises
(C) Remuneration of Directors	49 (VIII C)	Yes	Necessary disclosures have been provided in the Annual Report for FY 2014-15
(D) Management	49 (VIII D)	Yes	Necessary disclosures have been provided in the Annual Report for FY 2014-15
(E) Shareholders	49 (VIII E)	Yes	Necessary disclosures have been provided in the Annual Report for FY 2014-15
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	Yes	
IX. CEO/CFO certification	49 (IX)	Yes	Necessary Certificate has been provided in the Annual Report for FY 2014-15
X. Report on Corporate Governance	49 (X)	Yes	Has been included in the Annual Report for FY 2014-15
XI. Compliance	49 (XI)	Yes	Necessary Certificate has been provided in the Annual Report for FY 2014-15