

## Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: Hindustan Construction Company Limited

Quarter ended on: March 31, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/NA	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	<p>Separate Meeting of Independent Directors has already taken place.</p> <p>Performance evaluation of Independent Directors will be complied.</p> <p>Familiarization Programs for Independent Directors would be duly organized.</p>
(C) Non-Executive Directors' compensation and disclosures	49 (IIC)	Yes	
(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 being obtained / complied with for the financial year ended 31 <sup>st</sup> March 2015
(F) Whistle Blower Policy	49 (IIF)	Yes	<p>Whistle Blower Policy has already been established and uploaded on the website of the Company.</p> <p>Necessary details regarding the establishment of Whistle Blower Policy would be included in the Board's Report for FY 2014-15</p>
<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	49 (IIID)	Yes	

Committee			
(E) Review of information by Audit Committee	49 (III E)	Yes	
IV. Nomination and Remuneration Committee	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 31 <sup>st</sup> March 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 will be provided in the Annual Report for FY 2014-15
(D) Management	49 (VIII D)	Yes	Necessary disclosures will be provided in the Annual Report for FY 2014-15
(E) Shareholders	49 (VIII E)	Yes	Necessary disclosures will be provided in the Annual Report for FY 2014-15
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	NA	
IX. CEO/CFO certification	49 (IX)	Yes	Necessary Certificate shall be obtained and provided in the Annual Report for FY 2014-15
X. Report on Corporate Governance	49 (X)	Yes	Will be complied and included in the Annual Report for FY 2014-15
XI. Compliance	49 (XI)	Yes	Necessary Certificate shall be obtained and provided in the Annual Report for FY 2014-15