

Quarterly Compliance Report on Corporate Governance

Name of the Company: Hindustan Construction Company Limited

Quarter ending on: September 30, 2011

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	Annual Affirmation and declaration to that effect as required under this clause: (i) For year 2010-11 had been complied at the time of financial year ended 31.03.2011. (ii) For the year 2011-12 shall be complied at the time of the financial year ending 31.03.2012
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	Complied in the Annual Report of the Company for the financial year ended 31.03.2011. For the year 2011-12 will be complied in the next Annual Report of the Company for the financial year ending 31.03.2012
(F) Management	49 (IV F)	Yes	- do -
(G) Shareholders	49 (IV G)	Yes	- do -
V. CEO/CFO Certification	49 (V)	Yes	Annual CEO/CFO certification obtained for the financial year ended 31.03.2011. For the year 2011-12 the said certification shall be obtained at the time of financial year ending 31.03.2012
VI. Report on Corporate Governance	49 (VI)	Yes	Report on Corporate Governance (Annual) complied in the Annual Report for the financial year ended 31.03.2011 and for the current year will be complied in the Annual Report for the financial year ending 31.03.2012
VII. Compliance	49 (VII)	Yes	Complied in the Annual Report of the Company for the financial year ended 31.03.2011 and for the current year will be complied in the Annual Report of the Company for the financial year ending 31.03.2012