

**Quarterly Compliance Report on Corporate Governance**

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

**Quarter ending on: December 31, 2011**

<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	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 shall be complied at the time of financial year ending 31.03.2012
<b>II. Audit Committee</b>	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	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>	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	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	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 -
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Annual CEO/CFO certification shall be obtained at the time of next financial year ending 31.03.2012.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Report on Corporate Governance (Annual) shall be complied in the next Annual Report for the financial year ending 31.03.2012.
<b>VII. Compliance</b>	49 (VII)	Yes	Will be complied in the next Annual Report of the Company for the financial year ending 31.03.2012.