

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: Hindustan Construction Company Limited

Scrip Code / Symbol: 500185 / HCC

Quarter ended on: 30/09/2012

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 the said clause had been obtained for the financial year ended 31.03.2012. As regards FY 2012-13, the same shall be obtained / complied with at the time of financial year ending on 31.03.2013
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	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	Yes	For the FY 2011-12, necessary disclosures were made in the Annual Report of the Company for the financial year ended 31.03.2012. As regards FY 2012-13, the same shall be complied in the Annual

			Report of the Company for the financial year ending 31.03.2013.
(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 had been obtained for the financial year ended 31.03.2012. As regards FY 2012-13, the same shall be obtained at the time of financial year ending on 31.03.2013.
VI. Report on Corporate Governance	49 (VI)	Yes	Report on Corporate Governance (Annual) had been included in the Annual Report of the Company for the financial year ended 31.03.2012. As regards FY 2012-13, the same shall be complied with at the time of financial year ending on 31.03.2013.
VII. Compliance	49 (VII)	Yes	Has been complied in the Annual Report of the Company for the financial year ended 31.03.2012. As regards FY 2012-13, the same shall be complied with at the time of financial year ending on 31.03.2013.