

Quarterly Compliance Report on Corporate Governance

Name of the Company: Hindustan Copper Limited
 Quarter ended on : 30th June, 2013

| Particulars | Clause of Listing Agreement | Compliance Status (Yes /No) | Remarks |
|--|-----------------------------|-----------------------------|--|
| I. Board of Directors | 49 (I) | | |
| (A) Composition of Board | 49 (IA) | Yes | The Board of Hindustan Copper Limited (HCL) as on 30.6.2013 comprises 12 directors viz. 4 functional directors, 2 Government nominee (part time official) directors representing the administrative Ministry (i.e. the Ministry of Mines, Government of India) and 6 independent (part-time non-official) directors. |
| (B) Non-executive Directors' compensation & disclosures | 49 (IB) | Yes | Government nominee (part time official) directors representing the administrative Ministry are not paid any remuneration. The Independent (part time non-official) directors are only entitled to receive sitting fees for attending meetings of the Board / Sub- Committee which is disclosed in the Annual Report. |
| (C) Other provisions as to Board and Committees | 49 (IC) | Yes | . |
| (D) Code of Conduct | 49 (ID) | Yes | |
| II. Audit Committee | 49 (II) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | The Audit Committee of the Board comprises four independent (part time non-official) directors and one Government nominee (part time official) director. The Chairman of the Audit Committee is an independent (part time non-official) director. |
| (B) Meeting of Audit Committee | 49 (IIB) | Yes | |
| (C) Powers of Audit Committee | 49 (IIC) | Yes | |
| (D) Role of Audit Committee | 49 (IID) | Yes | |
| (E) Review of Information by Audit Committee | 49 (IIE) | Yes | |
| III. Subsidiary Companies | 49 (III) | N.A. | |
| IV. Disclosures | 49 (IV) | | |
| (A) Basis of related party transactions | 49 (IVA) | Yes | |
| (B) Disclosure of Accounting treatment | 49 (IVB) | Yes | |
| (C) Board Disclosures | 49 (IVC) | Yes | |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IVD) | N.A. | |
| (E) Remuneration of Directors | 49 (IVE) | Yes | |
| (F) Management | 49 (IVF) | Yes | |

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|---|----------|-----|--|
| (G) Shareholders | 49 (IVG) | Yes | |
| V. CEO/CFO Certification | 49 (V) | Yes | |
| VI. Report on Corporate Governance | 49 (VI) | Yes | |
| VII. Compliance | 49 VII | Yes | |