

**Quarterly Compliance Report on Corporate Governance**

Name of the Company: Hindustan Copper Limited  
 Quarter ended on : 30<sup>th</sup> June, 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)	No	The Board of HCL as on 30.6.2011 comprises 9 directors viz. 5 functional directors, 2 Govt. nominee (part time official) directors representing the Ministry of Mines and 2 independent (part-time non-official) directors. Since as per guidelines, the number of independent (part-time non-official) directors should be at least 50% of the Board, Company has taken up the matter with the administrative Ministry to reconstitute the Board by appointing 5 independent (part time non-official) directors as per guidelines.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	Government nominee (part time official) directors representing the Ministry of Mines, Government of India 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	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	No	The present Audit Committee of the Board comprises two independent (part time non-official) directors, one Govt. nominee (part time official) director and one functional director. The Committee shall be reconstituted after appointment of directors on the Board by the Ministry as per guidelines.
(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	

<b>III. Subsidiary Companies</b>	49 (III)	N.A.	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	N.A.	
(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	
(G) Shareholders	49 (IVG)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	
<b>VII. Compliance</b>	49 VII	Yes	