

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: Hindustan Copper Limited
Quarter ending on: 30th September, 2015

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|---------|
| II. Board of Directors | 49 (II) | | |
| (A) Composition of Board | 49 (IIA) | No | * |
| (B) Independent Directors | 49 (IIB) | No | * |
| (C) Non-executive Directors compensation & disclosures | 49 (IIC) | Yes | |
| (D) Other provisions as to Board and Committees | 49 (IID) | Yes | |
| (E) Code of Conduct | 49 (IIE) | Yes | |
| (F) Whistle Blower Policy | 49 (IIF) | Yes | |
| III. Audit Committee | 49 (III) | | |
| (A) Qualified & Independent Audit Committee | 49(IIIA) | Yes | |
| (B) Meeting of Audit Committee | 49 (IIIB) | Yes | |
| (C) Powers of Audit Committee | 49 (IIIC) | Yes | |
| (D) Role of Audit Committee | 49 (IIID) | Yes | |
| (E) Review of Information by Audit Committee | 49 (IIIE) | Yes | |
| IV. Nomination and Remuneration Committee | 49(IV) | Yes | |
| V. Subsidiary Companies | 49 (V) | N.A. | |
| VI. Risk Management | 49 (VI) | Yes | |
| VII. Related Party Transactions | 49 (VII) | Yes | |
| VIII. Disclosures | 49 (VIII) | | |
| (A) Related party transactions | 49 (VIIIA) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (VIIIB) | Yes | |
| (C) Remuneration of Directors | 49 (VIIC) | Yes | |
| (D) Management | 49 (VIID) | Yes | |
| (E) Shareholders | 49 (VIIIE) | Yes | |
| (F) Proceeds from public issues, rights issue, preferential issues, etc. | 49 (VIII F) | N.A. | |
| IX. CEO/CFO Certification | 49 (IX) | Yes | |
| X. Report on Corporate Governance | 49 (X) | Yes | |
| XI. Compliance | 49 (XI) | Yes | |

**Three part time non-official (Independent) Directors have completed their tenure on 6.2.2015. One part time non-official (Independent) Director resigned from the Board on 13.4.2015. Being a Government Company, the power of appointment of directors is vested with the President of India, acting through the administrative Ministry (i.e. the Ministry of Mines, Government of India). The Company has requested the administrative Ministry to fill up the vacant posts of part time non-official (Independent) Directors and the same is under process.*

Presently, the Board has CMD, four functional Directors, two part time official Directors and three part time non-official (Independent) Directors. The total strength is ten including two lady directors.