

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: Hindustan Copper Limited

Quarter ending on: 31st December, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(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 (VIIE)	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	

* Code of Conduct is already available on the website of the Company. However, the same is under modification and the revised Code of Conduct shall be put up at the website after approval of the Board.

** Nomination and Remuneration Committee of the Board has been constituted. Being a PSU, remuneration payable to Directors, Key Managerial Personnel (KMPs) and other employees are governed by the guidelines issued by Gol/DPE. Formulation of criteria for evaluation of Independent Directors and the Board, and Policy on Board diversity is subject to the issuance of Gol/DPE guidelines on the subject.

*** Board approved Risk Management Policy of the Company is already in place. A Risk Management Committee in line with revised guidelines is being constituted.

**** In view of new guidelines for Related Party Transactions (RPTs), Policy on dealing with RPTs is under formulation & approval of the Board.