

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: Hindustan Copper Limited
 Quarter ending on: 30th June, 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 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	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, three functional Directors, two part time official Directors and three part time non-official (Independent) Directors.

**** Being a PSU, remuneration payable to Directors, Key Managerial Personnel (KMPs) and other employees are governed by the guidelines issued by GoI/DPE. For certain roles of the Nomination and Remuneration Committee, i.e. formulating criteria for evaluation of Independent Directors and the Board, devising a Policy on Board Diversity, GoI/DPE guidelines are awaited.**