

### Quarterly Compliance Report on Corporate Governance

Name of the Company: Hindustan Copper Limited  
 Quarter ended on : 30<sup>th</sup> September, 2014

Particulars	Clause of Listing Agreement	Compliance Status (Yes /No)	Remarks
<b>I. Board of Directors</b>	49 (I)		
(A) Composition of Board	49 (IA)	Yes	The Board of Hindustan Copper Limited (HCL) as on 30.09.2014 comprises 14 directors viz. 5 functional directors, 2 Government nominee (part time official) directors representing the administrative Ministry (i.e. the Ministry of Mines, Government of India) and 7 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	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(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)	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	
(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	