

# HUBTOWN

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED SEPTEMBER 30, 2013

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS	REMARKS
<b>I. BOARD OF DIRECTORS</b>	49 I		
(A) Composition of Board	49 (1A)	<b>COMPLIANT</b>	
(B) Non Executive Directors compensation and disclosures	49 (1B)	<b>COMPLIANT</b>	Details of fees / compensation paid to Non-executive Directors disclosed in Annual Report for the year 2012-2013
(C) Other provisions as to Board and Committees	49 (1C)	<b>COMPLIANT</b>	
(D) Code of Conduct	49 (1D)	<b>COMPLIANT</b>	Affirmation by Board members and Senior Management regarding compliance with the Code of Conduct disclosed in Annual Report for the year
<b>II. AUDIT AND COMPLIANCE COMMITTEE</b>	49 II		
(A) Qualified and Independent Audit Committee	49( II A)	<b>COMPLIANT</b>	Relevant particulars disclosed in the Annual Report for the year 2012-2013
(B) Meeting of Audit Committee	49( II B)	<b>COMPLIANT</b>	
(C) Powers of Audit Committee	49( II C)	<b>COMPLIANT</b>	
(D) Role of Audit Committee	49( II D)	<b>COMPLIANT</b>	
(E) Review of information by Audit Committee	49( II E)	<b>2013</b>	
<b>III. SUBSIDIARY COMPANIES</b>	49( III)	<b>COMPLIANT</b>	Particulars disclosed in the Annual Report for the year 2012-2013
<b>IV. DISCLOSURES</b>	49( IV)		
(A) Basis of related party transactions	49 (IV A)	<b>COMPLIANT</b>	Particulars disclosed in the Annual Report for the year 2012-2013
(B) Disclosure of Accounting Treatment	49 (IV B)	<b>COMPLIANT</b>	Particulars disclosed in the Annual Report for the year 2012-2013
(C) Board Disclosures	49 (IV C)	<b>COMPLIANT</b>	
(D) Proceeds from public issues, right issues, preferential issues, etc.	49 (IV D)	<b>COMPLIANT</b>	Particulars disclosed in the Annual Report for the year 2012-2013
<b>IV. DISCLOSURES</b>	49 (IV)		
(E) Remuneration of Directors	49 (IV E)	<b>COMPLIANT</b>	Details of remuneration and shareholding of all Directors disclosed in the Annual Report for the year 2012-2013
(F) Management	49 (IV F)	<b>COMPLIANT</b>	Particulars disclosed in the Annual Report for the year 2012-2013
(G) Shareholders	49 (IV G)	<b>COMPLIANT</b>	Particulars disclosed in the Annual Report for the year 2012-2013
<b>V. CEO/CFO CERTIFICATION</b>	49 (V)	<b>COMPLIANT</b>	Complied for the year ended March 31, 2013
<b>VI. REPORT ON CORPORATE GOVERNANCE</b>	49 (VI)	<b>COMPLIANT</b>	Complied for the year ended March 31, 2013
<b>VII. COMPLIANCE</b>	49 (VII)	<b>COMPLIANT</b>	Complied for the year ended March 31, 2013

The Company is fully compliant with all the provisions of Clause 49 of the Listing Agreement

For Hubtown Limited

*Chetan S. Mody*  
Chetan S. Mody  
Company Secretary



### Hubtown Limited

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