

HUBTOWN

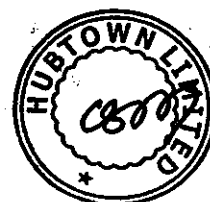
Regd. Office: Ackruti Center Point, 6th Floor, Central Road, Marol MIDC, Andheri (E), Mumbai 400093. INDIA
Tel. : +91-22-6703 7400 • Fax : +91-22-6703 7403 • www.hubtown.co.in • CIN: L45200MH1989PLC050688

Quarter Compliance Report on Corporate Governance

Name of the Company : Hubtown 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	Total strength of the Board is – 6 No. of Executive Directors – 2 No. of Independent Directors – 3 No. of Non-Executive Non - Independent Women Director – 1
(B) Independent Directors	49 (IIB)	Yes	Total No. of Independent Directors in the Board – 3
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	Yes	Only sitting fees are paid to Non-Executive Directors. No Commission for the F.Y. 2014-15 has been paid during the quarter ended 31.12.2014.
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	Code of Conduct is uploaded on the website of the Company i.e. www.hubtown.co.in
(F) Whistle Blower Policy	49 (IIF)	Yes	Whistle Blower policy is in place which is uploaded on the website of the Company i.e. www.hubtown.co.in
III. Audit Committee	49 (III)		Total strength of Committee is – 4 of which 3 are independent including the Chairman.
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	All the members of the Audit committee are financially literate and one of them has financial management expertise.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Atleast four meetings are held in a year and time gap between the meetings is not more than 4 months.
(C) Powers of Audit Committee	49 (IIIC)	Yes	The Committee has adequate powers to investigate, to seek information, to obtain outside legal or professional advice and to secure attendance of outsiders with relevant expertise.
(D) Role of Audit Committee	49 (IIID)	Yes	In line with the stipulation mentioned above.
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Audit Committee review all the information as per the guidelines.
IV. Nomination and Remuneration Committee	49 (IV)		Total strength of Committee is – 4 of which 3 are independent including the Chairman.



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Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
V. Subsidiary Companies	49 (V)	Yes	The Company did not have any material unlisted Indian Subsidiary. Minutes of the Board Meetings of the unlisted subsidiary companies are placed before the Board.
VI. Risk Management	49 (VI)	Yes	The Company has put in place a Corporate Risk Management Framework. Risk Management Committee is constituted in accordance with provisions of Clause 49.
VII. Related Party Transactions	49 (VII)	Yes	Related Party Transaction policy is in place which is uploaded on the website of the Company. i.e. www.hubtown.co.in
VIII. Disclosures	49 (VIII)	Yes	
(A) Related party transactions	49 (VIII A)	Yes	Summarised statement of transactions with Related Parties is submitted on a quarterly basis to the Audit Committee.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Applicable accounting standards are being complied with on a continual basis and due disclosures are made in Annual Report.
(C) Remuneration of Directors	49 (VIII C)	Yes	For the year 2014- 2015 will be complied in Annual Report of 2014- 2015.
(D) Management	49 (VIII D)	Yes	Management Discussion & Analysis Report is a part of Directors Report which is annually published in the Annual Report.
(E) Shareholders	49 (VIII E)	Yes	For the year 2014- 2015 will be complied in Annual Report of 2014- 2015.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A	The Company has not come out with any public issues, rights issue, preferential issues, etc.
IX. CEO/CFO Certification	49 (IX)	Yes	Disclosures will be compiled in Annual report 2014 -2015.
X. Report on Corporate Governance	49 (X)	Yes	Disclosures will be compiled in Annual report 2014 -2015.
XI. Compliance	49 (XI)	Yes	Disclosures will be compiled in Annual report 2014 -2015.

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