

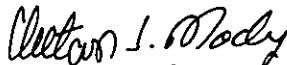
HUBTOWN

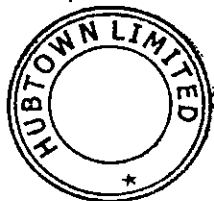
COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED MARCH 2013

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

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

For Hubtown Limited


Chetan S. Mody
Company Secretary



Hubtown Limited

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