

# HUBTOWN

COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED  
2014

MARCH 31,

| 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 2013-2014                                   |
| (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 2013-2014 |
| <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 2013-2014   |
| (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 2013-2014  |
| <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 2013-2014  |
| (B) Disclosure of Accounting Treatment                                   | 49 (IV B)                   | <b>COMPLIANT</b>  | Particulars disclosed in the Annual Report for the year 2013-2014  |
| (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 2013-2014  |
| <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 2013-2014                                    |
| (F) Management   | 49 (IV F)                   | <b>COMPLIANT</b>  | Particulars disclosed in the Annual Report for the year 2013-2014  |
| (G) Shareholders   | 49 (IV G)                   | <b>COMPLIANT</b>  | Particulars disclosed in the Annual Report for the year 2013-2014  |
| <b>V. CEO/CFO CERTIFICATION</b>  | 49 (V)                      | <b>COMPLIANT</b>  | Complied for the year ended March 31, 2014   |
| <b>VI. REPORT ON CORPORATE GOVERNANCE</b>                                | 49 (VI)                     | <b>COMPLIANT</b>  | Complied for the year ended March 31, 2014   |
| <b>VII. COMPLIANCE</b>   | 49 (VII)                    | <b>COMPLIANT</b>  | Complied for the year ended March 31, 2014   |

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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