

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 ended : March 31, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (II A)	Yes	Total strength of the Board – 6 No. of Executive Directors – 2 No. of Non-Executive Directors – 4 No. of Woman Director - 1
(B) Independent Directors	49 (II B)	Yes	Total No. of Independent Directors on the Board - 3
(C) Non-executive Directors' Compensation & Disclosures	49 (II C)	Yes	The Non-Executive are not paid any compensation except for sitting fees for attending meetings of the Board and the Committees of which each of them is a member and annual commission on net profits.
(D) Other Provisions as to Board and Committees	49 (II D)	Yes	The Board meets atleast 4 times a year. During the quarter under report, the Board Meeting was held on February 12, 2015. The maximum time gap between two Board Meetings was less than 120 days.
(E) Code of Conduct	49 (II E)	Yes	The Code of Business Conduct and Ethics is uploaded on the website of the Company.
(F) Whistle Blower Policy	49 (II F)	Yes	The Whistle Blower policy is in place which is uploaded on the website of the Company.
III. Audit Committee	49 (III)		Total strength of the Committee is 4 Directors, of which 3 are Independent Directors including the Chairman.
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	All the members of the Audit committee are financially literate and all of them have financial management expertise. The Company Secretary acts as the Secretary to the Committee.
(B) Meeting of Audit Committee	49 (III B)	Yes	The Audit Committee meets atleast 4 times a year. During the quarter under report, the Committee Meeting was held on February 12, 2015. The maximum time gap between two Committee Meetings was less than 120 days.
(C) Powers of Audit Committee	49 (III C)	Yes	The powers of the Audit Committee cover all the requirements of Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013 and the Rules made thereunder.
(D) Role of Audit Committee	49 (III D)	Yes	The role of the Audit Committee covers all the requirements of Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013 and the Rules made thereunder.



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Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
(E) Review of Information by Audit Committee	49 (III E)	Yes	The Audit Committee reviews all the information as required under Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013 and the Rules made thereunder.
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Total strength of the Committee is 4 Directors, of which 3 are independent including the Chairman.
V. Subsidiary Companies	49 (V)	Yes	The Company does not have any material unlisted Indian Subsidiary. The 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. The Risk Management Committee is constituted in accordance with the provisions of Clause 49.
VII. Related Party Transactions	49 (VII)	Yes	The Related Party Transaction policy is in place which is uploaded on the website of the Company.
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	Relevant disclosures shall be made in the Annual Report 2014 -2015.
(C) Remuneration of Directors	49 (VIII C)	Yes	Relevant particulars shall be disclosed in the Annual Report 2014- 2015.
(D) Management	49 (VIII D)	Yes	Management Discussion & Analysis Report forms part of the respective year's Board Report.
(E) Shareholders	49 (VIII E)	Yes	Relevant information shall be disclosed in the Annual Report 2014-2015.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII (F)	N.A	The Company has made any public issues, rights issue, preferential issues, etc.
IX. CEO/CFO Certification	49 (IX)	Yes	The certificate from CEO/CFO will be annexed to the Annual Report 2014-2015.
X. Report on Corporate Governance	49 (X)	Yes	The detailed report on the status of compliance with mandatory/non-mandatory requirements under Clause 49 will be disclosed in the Board's Report on Corporate Governance forming part of the Annual Report 2014-2015.
XI. Compliance	49 (XI)	Yes	A certificate confirming compliance with the mandatory requirements under Clause 49 will be obtained from a practising company secretary and will be annexed to the Annual Report 2014-2015.

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

