

## Quarterly Compliance Report on Corporate Governance

Name of the Company: **HINDUSTAN FOODS LIMITED**

Quarter ending on: **June 30, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes /No /N.A	Remarks
<b>II. Board of Directors</b>	49 (II )		
(A) Composition of Board	49 (II A)	Yes	
(B) Independent Directors	49 (II B)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	
(D) Other provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49 (II F)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII )	N.A.	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	N.A.	
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A.	
(C) Remuneration of Directors	49 (VIII C)	N.A.	Shall be complied in the next Annual Report.
(D) Management	49 (VIII D)	Yes	Shall be complied in the next Annual Report.
(E) Shareholders	49 (VIII E)	Yes	Shall be complied in the next Annual Report.
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII F)	N.A.	
<b>IX. CEO/CFO Certification</b>	49 (IX)	N.A.	Shall be complied in the next Annual Report.
<b>X. Report on Corporate Governance</b>	49 (X)	N.A.	Shall be complied in the next Annual Report.
<b>XI. Compliance</b>	49 (XI)	N.A.	Shall be complied in the next Annual Report.