

Quarterly Compliance Report on Corporate Governance

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

Quarter ending on: **December 31, 2014**

Particulars	Clause of Listing agreement	Compliance Status Yes /No /N.A	Remarks
II. Board of Directors	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)	No	The Policy relating to a vigil mechanism for directors and employees shall be formalized at the forthcoming Board Meeting.
III. Audit Committee	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	
IV. Nomination and Remuneration Committee	49 (IV)	No	The Policy relating to remuneration of the Directors, KMP & other employees shall be formalized at the forthcoming Board Meeting.
V. Subsidiary Companies	49 (V)	N.A.	
VI. Risk Management	49 (VI)	No	The Policy relating to risk management shall be formalized at the forthcoming Board Meeting.
VII. Related Party Transactions	49 (VII)	N.A.	
VIII. Disclosures	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) Disclosure of resignation of directors	49 (VIII F)	N.A.	
(G) Disclosure of formal letter of appointment	49 (VIII G)	N.A.	
(H) Disclosures in the Annual Report	49 (VIII H)	N.A.	Shall be complied in the next Annual Report.
(I) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII I)	N.A.	
IX. CEO/CFO Certification	49 (IX)	N.A.	Shall be complied in the next Annual Report.
X. Report on Corporate Governance	49 (X)	N.A.	Shall be complied in the next Annual Report.
XI. Compliance	49 (XI)	N.A.	Shall be complied in the next Annual Report.