

**Format of Quarterly Compliance Report on Corporate Governance
under Clause 49 of the Listing Agreement**

Name of the Company :

HINDUSTAN FOODS LIMITED

Quarter Ending on :

30th June, 2012

| | Particulars | Clause of Listing Agreement | Compliance Status (Yes / No) | Remarks |
|------------|--|-----------------------------|------------------------------|---|
| | 1 | 2 | 3 | 4 |
| I | Board of Directors | 49 I | | |
| (A) | Composition of Board | 49 (IA) | Yes | --- |
| (B) | Non-Executive Directors' compensation & disclosures | 49 (IB) | Yes | --- |
| (C) | Other provisions as to Board and Committees | 49 (IC) | Yes | --- |
| (D) | Code of Conduct | 49 (ID) | Yes | --- |
| II | Audit Committee | 49 II | | |
| (A) | Qualified & Independent Audit Committee | 49 (IIA) | Yes | --- |
| (B) | Meeting of Audit Committee | 49 (IIB) | Yes | --- |
| (C) | Powers of Audit Committee | 49 (IIC) | Yes | --- |
| (D) | Role of Audit Committee | 49 (IID) | Yes | --- |
| (E) | Review of Information by Audit Committee | 49 (IIE) | Yes | --- |
| III | Subsidiary Companies | 49 (III) | N.A. | --- |
| IV | Disclosures | 49 (IV) | | |
| (A) | Basis of related party transactions | 49 (IVA) | Yes | --- |
| (B) | Disclosures of Accounting Treatment | 49 (IVB) | N.A. | --- |
| (C) | Board Disclosures | 49 (IVC) | Yes | --- |
| (D) | Proceeds from public issues, rights issues, preferential issues etc. | 49 (IVD) | N.A. | --- |
| (E) | Remuneration of Directors | 49 (IVE) | N.A. | Shall be complied in next annual report |
| (F) | Management | 49 (IVF) | N.A. | Shall be complied in next annual report |
| (G) | Shareholders | 49 (IVG) | Yes | --- |
| V | CEO/CFO Certification | 49 (V) | N.A. | Shall be complied in next annual report |
| VI | Report on Corporate Governance | 49 (VI) | N.A. | Shall be complied in next annual report |
| VII | Compliance | 49(VII) | N.A. | Shall be complied in next annual report |