

**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 :

31st December, 2011

	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)	Yes	Shall be complied in next annual report
(F)	Management	49 (IVF)	Yes	Shall be complied in next annual report
(G)	Shareholders	49 (IVG)	Yes	---
V	CEO/CFO Certification	49 (V)	Yes	Shall be complied in next annual report
VI	Report on Corporate Governance	49 (VI)	Yes	Shall be complied in next annual report
VII	Compliance	49(VII)	Yes	Shall be complied in next annual report