

**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, 2010**

|            | Particulars                                                          | Clause of Listing Agreement | Compliance Status (Yes / No) | Remarks                                 |
|------------|----------------------------------------------------------------------|-----------------------------|------------------------------|-----------------------------------------|
|            | 1                                                                    | 2                           | 3                            | 4                                       |
| <b>I</b>   | <b>Board of Directors</b>                                            | 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)                     | N.A.                         | Will be complied                        |
| <b>II</b>  | <b>Audit Committee</b>                                               | 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                          | ---                                     |
| <b>III</b> | <b>Subsidiary Companies</b>                                          | 49 (III)                    | N.A.                         | ---                                     |
| <b>IV</b>  | <b>Disclosures</b>                                                   | 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                          | ---                                     |
| <b>V</b>   | <b>CEO/CFO Certification</b>                                         | 49 (V)                      | N.A.                         | Shall be complied in next annual report |
| <b>VI</b>  | <b>Report on Corporate Governance</b>                                | 49 (VI)                     | N.A.                         | Shall be complied in next annual report |
| <b>VII</b> | <b>Compliance</b>                                                    | 49(VII)                     | N.A.                         | Shall be complied in next annual report |