

**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 September, 2011**

	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)	Yes	---
<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)	Yes	---
(F)	Management	49 (IVF)	Yes	---
(G)	Shareholders	49 (IVG)	Yes	---
<b>V</b>	<b>CEO/CFO Certification</b>	49 (V)	Yes	---
<b>VI</b>	<b>Report on Corporate Governance</b>	49 (VI)	Yes	---
<b>VII</b>	<b>Compliance</b>	49(VII)	Yes	---