

Quarterly Compliance Report on Corporate Governance

Name of the Company : Hinduja Foundries Limited

Quarter ending on : December 31, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Director	49(II B)	Yes	Clause 49(II)(B)(5,6 &7) will be complied with going forward.
(C) Non-executive Directors' compensation & disclosures	49(II C)	Yes	
(D) Other provision as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49(II E)	Yes	
(F) Whistle Blower Policy	49(II F)	Yes	
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)	Yes	
V. Subsidiary Companies	49(V)	N.A.	
VI. Risk Management	49(VI)	Yes	
VII. Related Party Transactions	49(VII)	Yes	
VIII. Disclosures	49(VIII)		
(A) Related Party Transactions	49 (VIII A)	yes	Clause 49(VIII)(A)(2) Will be complied with going forward.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49(VIII D)	Yes	
(E) Shareholders	49(VIII E)	Yes	
(F) Proceeds from public issues, rights issues, preferential issues etc.	49(VIII F)	Yes	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

