

**ADITYA BIRLA**4<sup>th</sup> April, 2014**Quarterly Compliance Report on Corporate Governance**Name of the Company :: **HGI INDUSTRIES LIMITED**Quarter Ended on :: **31<sup>ST</sup> MARCH, 2014**

Sr. No	Particulars	Clause of Listing Agreement	Compliance Status (YES / NO)	Remarks
<b>I.</b>	<b>Board of Directors</b>	49 I	YES	-
A)	Composition of Board	49(IA)	YES	-
B)	Non-executive Directors' composition & disclosure	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	YES	-
A)	Qualified & Independent Audit Committee	49(IIA)	YES	-
B)	Meeting of Audit Committee	49(II B)	YES	-
C)	Powers of Audit Committee	49(II C)	YES	-
D)	Role of Audit Committee	49(II D)	YES	-
E)	Review of information by Audit Committee	49(II E)	YES	-
<b>III.</b>	<b>Subsidiary Companies</b>	49(III)	N.A.	-
<b>IV.</b>	<b>Disclosures</b>	49(IV)	YES	-
A)	Basis of related party transactions	49(IV A)	YES	-
B)	Disclosure of Accounting Treatment	49(IV B)	YES	-
C)	Board Disclosures	49(IV C)	YES	-
D)	Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	NA	-
E)	Remuneration of Directors	49(IV E)	YES	-
F)	Management	49(IV F)	YES	M D & A forms part of the Annual Report
G)	Shareholders	49(IV G)	YES	Forms part of the Annual Report
<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	

For HGI Industries Limited



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