

HINDUSTAN WIRES LIMITED.

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE
UNDER CLAUSE 49 OF LISTING AGREEMENT.**

30th June 2013

Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
I. Board of Directors :	49 (I)		
(A) Composition of Board	49 (1A)	YES	
(B) Non Executive Directors Compensation & Disclosures	49 (1B)	YES	
(C) Other provisions as to Board and Committee	49 (1C)	YES	Legal compliance Report is placed before the Board periodically
(D) Code of Conduct	49 (1D)	Yes	The Annual report contains a declaration of compliance duly signed by CEO
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Power 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 transaction	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	
(C) Board disclosures – Risk Management.	49(IVC)	Yes	
(D) Proceeds from Public issues, right issues, preferential issues etc	49(IV D)	NA.	
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
V. CEO/ FO Certificate	49 (V)	Yes	
VI. Report of Corporate Governance	49 (VI)	Yes	Reported in the Annual report
VII. Compliance	49 (VII)	Yes	Annual report of the year ended 31-03-13 contained a certificate of compliance from auditors

For Hindustan Wires Ltd.


(R. K. Gupta)
Executive Director