

**HINDUSTAN WIRES LIMITED.**

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

30<sup>th</sup> Sep 2013

Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
<b>I. Board of Directors :</b>	<b>49 ( I )</b>		
(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	
(D) Code of Conduct	49 (1D)	Yes	The last Annual report contained a declaration of compliance duly signed by CEO
<b>II. Audit Committee</b>	<b>49 (II)</b>		
(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	
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	N.A.	
<b>IV. Disclosures</b>	<b>49 (IV)</b>		
( 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	
<b>V. CEO/ FO Certificate</b>	<b>49 (V)</b>	Yes	
<b>VI. Report of Corporate Governance</b>	<b>49 (VI)</b>	Yes	Separate Report given in the Annual report 2012-13
<b>VII. Compliance</b>	<b>49 (VII)</b>	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