

Dt: 08.04.2014

To,
The Corporate Relationship Department,
The Bombay Stock Exchange Limited,
01st Floor, New Trading Ring,
Rotunda Building, P.L.Towers,
Dalal Street, Mumbai - 400001
Fax: 022 22723121 / 3719 / 2039

Dear Sir,

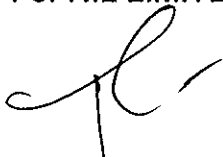
Sub: Quarterly Report on Corporate Governance – Reg.,
Ref: Clause 49 of Listing Agreement

With reference to subject, as per the requirement of Clause 49 of Listing Agreement, kindly find enclosed Quarterly Report on Corporate Governance for the quarter ended 31st March, 2014.

You are requested to kindly take the same on record for your further usefulness.

Thanking you

Yours faithfully
For HIL LIMITED



P. Rajesh Kumar Jain
Company Secretary
9490167916



Encl: As above



Tuesday, April 08, 2014

To,
The Corporate Relationship Department,
The Bombay Stock Exchange Limited,
01st Floor, New Trading Ring,
Rotunda Building, P.L.Towers,
Dalal Street, Mumbai – 400001

Name of the Company: **HIL Limited**
Script Code: **509675**
For the quarter ended: **31st March 2014**

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
1	2	3	4
I. Board of Directors	49(I)		--
(A) Composition of the Board	49(I-A)	Yes	--
(B) Non-Executive Directors compensation & disclosures	49(I-B)	N/A	No Non-executive Director is being paid any remuneration except sitting fees.
(C) Other provisions as to the Board and Committees	49(I-C)	Yes	--
(D) Code of Conduct	49(I-D)	Yes	The Board considered and approved the declaration furnished by the Managing Director as to compliance of code of conduct for members of the Board and Senior Management for the year 2013-14 and a disclosure would be made in the Annual Report for 2013-14.
II. Audit Committee	49(II)		
(A) Qualified & Independent Audit Committee	49(II-A)	Yes	--
(B) Meeting of Audit Committee		Yes	-
(C) Power of Audit Committee 49(II-C)	49(II-B)	Yes	-
(D) Role of Audit Committee	49(II-D)	Yes	-
(E) Review of Information of Audit Committee	49(II-E)	Yes	-
III. Subsidiary Companies	49(III)	N/A	Company does not have any subsidiaries



IV. Disclosures	49(IV)		
(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	The Company has established a formal Risk Management Plan
(D) Proceeds from Public Issues, Right Issues, Preferential Issues, etc.	49(IV-D)	N/A	Not issued any shares with in the specified period
(E) Remuneration of Directors	49(IV-E)	Yes	--
(F) Management	49(IV-F)	Yes	--
(G) Shareholders	49(IV-G)	Yes	--
V. CEO / CFO Certification	49(V)	Yes	The Board in its meeting held on 30.01.2014 considered and approved the certificate duly furnished to it by the Managing Director and Chief Financial Officer, of the Company and was submitted to Stock Exchanges vide letter dated 30.01.2014, along with Unaudited Financial Statements, for the quarter ended 31.12.2013
VI. Report on Corporate Governance	49(VI)	Yes	--
VII. Compliance	49(VII)	Yes	--

For HIL Limited

P. Rajesh Kumar Jain
Company Secretary

