

REPORT ON CORPORATE GOVERNANCE

Hind Aluminium Industries Ltd. believes in conducting its affairs in a fair, transparent and professional manner and maintaining the good ethical standards in its dealing with all its constituents.

In terms of Clause 49 of the Listing Agreement executed with The Bombay Stock Exchange Ltd., the details of compliance for the year ended 31st March, 2014 are as follows:

BOARD OF DIRECTORS**❖ Composition of the Board :**

As on 31st March, 2014, the board of Hind Aluminium Industries Ltd. consisted of six directors, of whom two directors were executive, one was non-executive Director/Chairman and three were independent directors. The details of the Directors with regard to other directorship and committee position are as follows;

Name of Directors	Executive/ Non-Executive/ Independent ¹	No. of other Directorship(s)*	No. of membership(s)/ chairmanship(s) of Board committee in other Companies **
Shri Lalit Kumar Daga	Chairman/Non-Executive Director	5	-
Shri Shailesh Daga	Managing Director	2	-
CA. Sudhir Goel	Whole-Time Director	1	-
Shri Navin Shah	Independent Director	1	-
Shri Sundeep Mohta	Independent Director	-	-
Shri Narayan Das Mundhra	Independent Director	-	-

* The Directorship held by Directors as mentioned above, do not include Alternate Directorships and Directorships in foreign Companies, companies registered under section 25 of the Companies Act, 1956 and private limited companies.

** In accordance with Clause 49 of the Listing Agreement, Memberships/Chairmanships of on only Audit Committee and Shareholders / Investor Grievance Committee in all other public limited have been considered

❖ Non-Executive Directors compensation and disclosure

Apart from sitting fees that are paid to Non-Executive and Independent Directors for attending Board / Committee meetings, no other fees / commission were paid during the year. No transactions have been made with the Non-Executive and Independent Directors vis-à-vis by your Company. The details of sitting fees paid to the Directors are given separately in this report.

❖ Other provisions as to Board and Committees

During 2013-2014, the board of Directors meets 11 times. The details of Board meeting are given below;

Directors	No. of Board Meeting held	No. of Board Meeting Attended	Attended last AGM
Shri Lalit Kumar Daga	11	11	Yes
Shri Shailesh Daga	11	11	Yes
C.A. Sudhir Goel	11	11	Yes
Shri Navin Shah	11	04	Yes
Shri Sundeep Mohta	11	04	No
Shri Narayan Das Mundhra	11	05	No

The information placed before the Board includes :

- Annual operating plans, capital budgets thereof.
- Quarterly financial results
- Minutes of meetings of Audit Committee, Investors Grievance Committee and other committees of the Board.
- Information on recruitment and remuneration of senior officers just below the Board level.
- Materially important show cause, demand, prosecution and penalty notices.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any materially relevant default in financial obligations to and by the Company, or substantial non-payment
- Issue which involves possible public or product liability claims of a substantial nature.
- Significant development on the human resources and industrial relations front
- Quarterly details of foreign exchange exposure and steps taken by the management to limit the risk of adverse exchange rate movement.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in etc.

HIND ALUMINIUM INDUSTRIES LTD.

The Board of Directors of your Company is routinely presented with all information under the above heads whenever applicable and materially significant. These are submitted either as part of the agenda papers well in advance of the Board Meetings or are tabled in course of the Board meeting or are tabled before the appropriate committee of the Board.

❖ Code of Conduct

The Board of Directors has adopted Code of Conduct for all the board members and senior management of the Company and all the board members and senior management personnel have affirmed compliance with the Code of Conduct for the current year.

II. AUDIT COMMITTEE

Your Company has an Audit Committee. The composition, procedure, role/function of the committee complies with the requirements of section 177 of Companies Act,2013 as well as in accordance with Clause 49 of the Listing Agreement.

❖ Composition of Committee, meetings held & attended and sitting fees paid

During the year, Audit Committee met four times.

Name of Member		No. of Meeting held	No. of Meeting Attended
Shri Navin Shah – Chairman	(Independent Director)	4	4
Shri Sundeep Mohta	(Independent Director)	4	2
Shri Narayan Das Mundhra	(Independent Director)	4	3
CA. Sudhir Goel	Whole-Time (Director)	4	4

Nomination & Remuneration Committee and Stakeholders Relationship Committee

Composition of Committee, meetings held & attended

Name of Member	No. of Meetings Held	Attended
Shri Navin Shah Chairman Independent Director	2	1
Shri Sundeep Mohta Independent Director	2	1
Shri Narayan Das Mundhra Independent Director	2	1
Shri Lalit Kumar Daga* Non-Executive Director	-	-

• Shri Lalit Kumar Daga appointed a members in this Committee w.e.f.30.05.2014

The Nomination & Remuneration Committee and Stakeholders Relationship Committee was constituted by the Board on 30th May,2014 consequent to the dissolution of the Shareholders /Investors' Grievance Committee (SIG Committee).

The committee composition and terms of reference are in compliance with the provisions of the Companies Act,2013 & Clause 49 of the Listing Agreement.

Terms of reference of the committee, inter alia, including;

To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down;

To carry out evaluation of every Directors performance including independent Directors;

To devise policy on the Board diversity;

To recommend / review remuneration of Managing Director & Whole-Time Director based on their performance;

To expedite the Share transfer in physical segment, necessary authority has been delegated by your Board of Directors of your Company to approve transfer/transmission of shares. Details of the transfer/transmission approved by the committee placed before the Board.

To carry out any other function as is mandated by the Board from time to time.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Composition of the Committee;

Shri Navin Shah (Chairman of the Committee)	Independent Director
Shri Shailesh Daga	Managing Director
CA. Sudhir Goel	Whole-Time Director

The Corporate Social Responsibility (CSR) Committee constituted by the Board on 30th May,2014 considering requirements of Section 135 of the Companies Act,2013. The CSR Committee, in its functioning, will take into account the provisions of the Companies Act,2013 and Companies Rules,2014, which have come into force from 1st April,2014.

SUBSIDIARY COMPANIES

1. Associated Industries Ltd. SFZ', incorporated in Sultanate of Oman
2. Hind Power Products Pvt.Ltd., incorporated under the Companies Act, 1956

DISCLOSURES

Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large.

Particulars of related party transactions are listed out in Note No.29 of the Balance Sheet forming part of the Annual Report.

Disclosure of accounting treatment

Your Company has followed all relevant Accounting Standards while preparing the financial statements.

Remuneration paid / payable to Directors for the year 2013-2014:

Amount in ₹

Name of Directors	Relationship with other Directors	Sitting Fees	Salary and Perquisites	Total
Shri Lalit Kumar Daga	Father of Shri Shailesh Daga	18,500/-	-	18,500/-
Shri Shailesh Daga	Son of Shri Lalit Kumar Daga	16,500/-	18,00,000/-	18,16,500/-
CA. Sudhir Goel	-	27,500/-	12,77,000/-	13,04,500/-
Shri Navin Shah	-	13,500/-	-	13,500/-
Shri Sundeeep Mohta	-	12,000/-	-	12,000/-
Shri Narayan Das Mundhra	-	12,000/-	-	12,000/-

a) The Company does not have any scheme for grant of stock options to its Directors or Employees.

Management

The Management Discussion and analysis form part of the Annual Report and is in accordance with the requirements laid down in Clause 49 of the Listing Agreement.

There are no material transactions with related parties that may have potential conflict with the interests of the Company. As per Accounting Standard 18, relevant disclosures are made in the financial statement for the year.

Code of Conduct for Board Members

Pursuant to Clause 49 of Listing Agreement with the Bombay Stock Exchange Ltd., the Board Members of the Company have affirmed compliance with the Code of Conduct for the year ended 31st March, 2014.

CFO CERTIFICATION

A certificate from the CFO on the Financial Statements of the Company in terms of Clause 49 of Listing Agreement was placed before the Board, who took the same on record.

REPORT ON CORPORATE GOVERNANCE

The Corporate Governance Report forms part of the Annual Report. Your Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

Certificate from the Statutory Auditors confirming compliance with all the conditions of corporate governance as stipulated in Clause 49 of the Listing Agreement is annexed to the Report and form part of the Annual Report.

GENERAL BODY MEETINGS

Location and time, where last 3 Annual General Meetings held

Year	Location	Date	Time
2013	Maheshwari Pragati Mandal, Mumbai – 400 002	23rd August, 2013	11.00 a.m
2012	Maheshwari Pragati Mandal, Mumbai – 400 002	31st August, 2012	11.00 a.m.
2011	Maheshwari Pragati Mandal, Mumbai – 400 002	11th August, 2011	11.00 a.m.

Whether special resolutions passed in the previous 3 AGMs. – Yes,

At AGM dated 23.08.2013, a Special resolution has passed/ approved for appointment of CA.Sudhir Goel as a Whole-Time Director from Non-Executive Director of the Company for a period of 5 years i.e. from 01.04.2013 to 31.03.2018.

At the AGM dated 11.08.2011, a special resolution has passed / approved in respect of re-appointment of Shri Shailesh Daga as Managing Director of the Company for a further period of 5 years i.e. 01.07.2011 to 30.06.2016.

MEANS OF COMMUNICATION

The quarterly, half yearly and annual results are published in daily English news paper "The Free Press Journal" and Marathi daily news paper "Navshakti" in its Mumbai editions.

HIND ALUMINIUM INDUSTRIES LTD.

SHAREHOLDER INFORMATION

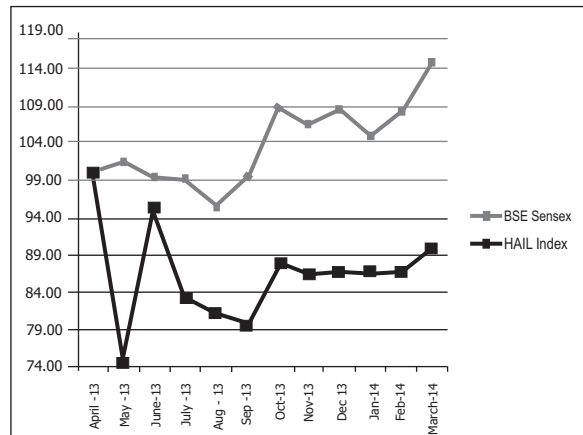
1. Annual General Meeting
 - Date and Time : Thursday, 28th August, 2014 at 10.30 a.m.
 - Venue : Maheshwari Pragati Mandal-Mumbai' 1st Floor, Maheshwari Bhavan, 603, Jagannath Shankar Sheth Marg, Cheera Bazar, Marine Lines (E), Mumbai – 400 002.
2. Financial Calendar
 - Fin. reporting for the quarter ending Jun. 30, 2014 : By 14th August, 2014
 - Fin. reporting for the half year ending Sep.30, 2014 : By 14th November, 2014
 - Fin. reporting for the quarter ending Dec. 31, 2014 : By 14th February, 2015
 - Fin. reporting for the year ending Mar.31, 2015 : By 30th May, 2015
3. Dates of Book Closure
 - : 26th August, 2014 to 28th August, 2014 (Both days inclusive)
4. Dividend payment date
 - : On or after 3rd September ,2014
5. Registered Office
 - : Hind Aluminium Industries Ltd. B-1, Tulsi Vihar, Dr.A.B. Road, Worli Naka, Mumbai – 400 018. Tel. : (022) 40457100 Fax.: (022) 24936888 Email: hind@associatedgroup.com Website : www.associatedgroup.com
6. Listing Details & Stock Exchange's Script Code
 - : Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 023.
7. Stock Code : Bombay Stock Exchange
 - : 531979
8. ISIN allotted to Equity Shares
 - : INE227B01019

Note : Listing fees for the year 2014-2015 has been paid to Bombay Stock Exchange Ltd.

9. Stock market price data for the year at Bombay Stock Exchange Ltd.

Month	Open Price ₹	High Price ₹	Low Price ₹	Close Price ₹	No. of Shares
Apr-13	34.00	43.80	29.80	43.80	6,071
May-13	41.65	41.65	31.05	32.60	7,671
Jun-13	34.15	41.70	32.50	41.70	13,917
Jul-13	41.90	44.50	34.15	36.50	11,819
Aug-13	35.05	38.50	34.30	35.55	12,406
Sep-13	35.05	37.60	34.30	34.85	6,292
Oct-13	36.55	39.30	35.55	38.60	7,242
Nov-13	37.75	41.00	35.50	38.00	12,021
Dec-13	38.00	40.60	37.10	38.00	17,839
Jan-14	38.00	40.35	37.10	38.00	10,907
Feb-14	38.00	39.75	36.55	38.00	7,455
Mar-14	38.00	40.85	36.80	39.35	26,240

10. Stock Performance



11. Registrar and Transfer Agents : Bigshare Services Pvt.Ltd.,
Regd.office; E-2, Ansa Industrial Estate,
Sakivihar Road, Saki Naka, Andheri (E),
Mumbai – 400 072.
Tel.022-4043200, Fax No.022-28475207,
email; investor@bigshareonline.com
12. Share Transfer System : Share transfer in physical form are dispatched
within the prescribed time limit, if documents
are clear in all respect.

The trading in the Company's share are permitted
only in the dematerialized segment.
13. Investors Service : Complaints received during the year:
- | Nature of complaints | Pending for more than 21days | Closing balance |
|---|-------------------------------------|------------------------|
| Relating to transfer, transmission,
dividend, demat, remat and change
of address etc. | Nil | Nil |
14. Distribution of Shareholding as on 31st March, 2014
- | No. of Equity
shares held | No.of Share
holders | % of Share
holders | No. of shares
held | %Shares
holding |
|--------------------------------------|--------------------------------|-------------------------------|-------------------------------|----------------------------|
| 1- 500 | 2527 | 84.86 | 4,36,851 | 6.94 |
| 501-1000 | 220 | 7.39 | 1,77,279 | 2.81 |
| 1001-2000 | 108 | 3.62 | 1,69,121 | 2.69 |
| 2001-3000 | 35 | 1.17 | 96,236 | 1.53 |
| 3001-4000 | 16 | 0.54 | 55,984 | 0.89 |
| 4001-5000 | 13 | 0.44 | 62,897 | 0.99 |
| 5001-10000 | 21 | 0.70 | 1,42,007 | 2.25 |
| 10001 and above | 38 | 1.28 | 51,59,825 | 81.90 |
| | <u>2,978</u> | <u>100.00</u> | <u>63,00,200</u> | <u>100.00</u> |
15. Categories of Shareholding as per Listing Clause 35, as on 31st March, 2014
- | Category | No.of Share
holders | % of Share
holders | No. of shares
held | %Shares
holding |
|------------------|--------------------------------|-------------------------------|-------------------------------|----------------------------|
| Indian Promoters | 14 | 0.47 | 39,04,396 | 61.97 |
| Corporate Bodies | 62 | 2.08 | 4,65,115 | 7.38 |
| NRIs/OCBs | 24 | 0.81 | 17,594 | 0.28 |
| Indian Public | <u>2878</u> | <u>96.64</u> | <u>19,13,095</u> | <u>30.37</u> |
| | <u>2978</u> | <u>100.00</u> | <u>63,00,200</u> | <u>100.00</u> |
16. Dematerialisation of Shares and Liquidity : 96.68% Equity shares of your company have been
dematerialized upto 31st March,2014.
17. Plant Locations :
- i. Aluminium Wire Rod & Conductors : Survey No.1/1 & 1/2, Village Khutali,
Khanvel-Doodhani Road,
Silvassa – 396230 (UT of DNH)
- ii. Wind Turbine Generators : i) Gut No.59-1/A, Village; Akhtwade,
Dist.; Nandurbar (Maharashtra)

ii) Location No. 275, Survey No.818 of Village
Narasewadi, Taluka; Tasgaon, Dist.; Sangli.
- iii. Solar Power Plants : (a) SKF India Ltd.,
Chinchwad, Pune – 411033
(b) SKF India Ltd.
Plot No.2, Bommasandra Industrial Area,
Hosur Raod, Bangluru - 560099
- iv. Minerals Division : 5, Aishwara Residency
G.E.Road, Telebandha, Raipur-492001 (Chattisgarh)
18. Investor correspondence : For shares held in physical form
Bigshares Services Pvt Ltd.
E-2 Ansa Industrial Estate ,
Sakivihar Road, Saki naka
Andheri (East) Mumbai - 400 072
Tel.022-4043200
Fax.022-28475207
email; investors@bigshareonline.com
For shares held in demat form
Your Depository Participant (DP)
Any other queries
Hind Aluminium Industries Ltd..
B-1, Tulsi Vihar, Dr.A.B.Road, Worli Naka,
Mumbai – 400 018
Tel.: (022)-40457100
email : deepak@associatedgroup.com