

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **BAJAJ HINDUSTHAN LIMITED**

Quarter ended : **31st December 2011**

P a r t i c u l a r s	Clause of Listing Agreement	Compliance Status Yes / No / N.A.	Remarks
1	2	3	4
I. Board of Directors	49 (I)	Yes	
(A) Composition of Board	49 (I A)	Yes	
(B) Non-executive Directors' compensation & disclosure	49 (I B)	Yes	
(C) Other provisions as to Board and Committees	49 (I C)	Yes	
(D) Code of Conduct	49 (I D)	Yes	
II. Audit Committee	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (II A)	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	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	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, Right issues, Preferential issues etc.	49 (IV D)	Yes	The disclosure of uses/applications of funds raised through a Rights Issue during the quarter ended 31.12.2011 shall be disclosed to the Audit Committee during the forthcoming meeting for quarterly declaration of financial results.
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
V. CEO/CFO Certification		Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	Yes	

For Bajaj Hindusthan Limited

Sd/-

Kaushik Adhikari

Deputy Company Secretary