

Report on Corporate Governance

The Company is in compliance with the requirements stipulated under regulation 17 to 27 read with Schedule V and clause (b) to (i) of sub-regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

Statement on Company's Philosophy on Code of 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.

Board of Directors

- i. The Company has six Directors. Out of the six Directors, four are Non-Executive Directors out of which three are Independent Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.
- ii. None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2017 have been made by the Directors. None of the Directors are related to each other except Shri Lalit Kumar Daga and Shri Shailesh Daga.
- iii. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.
- iv. Seven Board Meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held: June 06, 2016, August 13, 2016, September 19, 2016, November 14, 2016, December 16, 2016, December 21, 2016 and February 21, 2017. The necessary quorum was present for all the meetings.
- v. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on March 31, 2017 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

Director	Category	No. of Board Meetings attended during the years	Whether attended last AGM held on 22.08.2016	No. of Directorship in other Public Companies	No. of Committee position held in other Public Companies
Shri Lalit Kumar Daga (Chairman)	Non-Executive	7	Yes	1	2
Shri Shailesh Daga (Managing Director)	Executive	7	Yes	1	-
CA. Sudhir Goel (Whole-Time Director)	Executive	7	Yes	1	2
Shri Navinchandra Shah	Independent Non-Executive	1	Yes	2	2
Shri Sundeep Mohta	Independent Non-Executive	3	No	-	-
Mrs Renu Somani	Independent Non-Executive	6	Yes	1	1

- vi. During the year 2016-17, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.
- vii. During the year Meeting of the independent directors was held on 21st February, 2017. The Independent Directors inter-alia, reviewed the performance of non-independent directors, chairman of the company and the Board as a whole. The necessary quorum was present for all the meetings.

viii. Details of equity shares of the Company held by the Directors as on March 31, 2017 are given below

Name	Category	No. of Equity Shares
Shri Lalit Kumar Daga	Chairman/Non-Executive	5,95,616
Shri Shailesh Daga	Managing Director	2,50,982
CA. Sudhir Goel	Whole-Time Director	3,000
Shri Navinchandra Shah	Independent Non-Executive	3,000

Audit Committee

Audit Committee is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Act.

The Extract of Terms of Reference of the Committee is as under:

- Oversight of financial reporting process.
- Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the board for approval.
- Evaluation of internal financial controls and risk management systems.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same.

The Composition of Members of Audit Committee and the details of meetings attended are given below:

Name of Member	Category	No. of Meetings Held	Attended
Shri Navinchandra Shah (Chairman)	Independent Non-Executive	4	4
Shri Sundeep Mohta	Independent Non-Executive	4	4
CA. Sudhir Goel	Whole-Time Director	4	4

Nomination & Remuneration Committee

Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.

The Extract of Terms of Reference of the Committee is as under:

- Recommend to the Board the setup and composition of the Board and its committees.
- Recommend to the Board the Appointment/Re-appointment of Directors and Key Managerial Personnel. Carry out evaluation of every director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors.
- Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of employees
- Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning.
- Oversee familiarisation programmes for directors.
- Recommend to the Board on voting pattern for appointment and remuneration of directors on the Boards of its material subsidiary companies

The Composition of Members of Nomination & Remuneration Committee the details of meetings attended are given below:

Name of Member	Category	No. of Meetings Held	Attended
Shri Navinchandra Shah (Chairman)	Independent Non-Executive	2	2
Shri Lalit Kumar Daga	Non-Executive	2	2
Shri Narayan Das Mundhra*	Independent Non-Executive	2	2
Shri Sundeep Mohta #	Independent Non-Executive	2	-

* Ceased to be a Director of the Company w.e.f. 30.05.2017.

Appointed as a member of this Committee w.e.f. 30.05.2017.

Board Membership:

The Nomination and Remuneration Committee is responsible to formulate the criteria for appointment of a Director and review the said criteria for determining the qualifications, skills, positive attributes necessary for inducting members on the Board. The Committee is also responsible for screening the candidates who meet the criteria, reviewing their appointment/re-appointment and making recommendations to the Board in this regard.

Some of the parameters considered by the Nomination and Remuneration Committee while recommending the appointment of a Director to the Board, include:

- Composition of the Board
- Desired diversity on the Board
- Appropriate balance of skills, experience and knowledge
- Professional qualification, expertise and experience in specific area of business;
- Any present or potential conflict of interest;
- Ability to devote sufficient time and attention to his professional obligation for informed and balanced decision; and
- Ability to uphold ethical standards of integrity and probity in accordance with the Company's values.

Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

Remuneration Policy:

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission (variable component) to its managing director and the executive directors. Annual increments are decided by the nomination and remuneration committee (NRC) within the salary scale approved by the members of the Company. NRC decides on the commission payable to the managing director and the executive director out of the profits for the financial year and within the ceilings prescribed under the Act based on the performance of the Company as well as managing director and executive director of the Company.

Except for sitting fees for attending board as well as committee meetings, the company does not pay any remuneration to its non-executive directors.

Details of the remuneration & sitting fee paid to the Directors of the Company for the financial year 2016-17 are as follows:

Name of Directors	Relationship with other Directors	Sitting Fees for Board meetings as well as various committees meetings	Salary and Perquisites
Shri Lalit Kumar Daga	Father of Shri Shailesh Daga	21,000/-	-
Shri Shailesh Daga	Son of Shri Lalit Kumar Daga	10,500/-	21,00,000/-
CA. Sudhir Goel	-	24,000/-	25,20,000/-
Shri Navinchandra Shah	-	15,000/-	-
Shri Sundeep Mohta	-	12,000/-	-
Shri Narayan Das Mundhra	-	12,000/-	-
Mrs Renu Somani	-	10,500/-	-

Stakeholders Relationship Committee

The Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.

The Extract of Terms of Reference of the Committee is as under;

- Consider and resolve the grievances of security holders
- Consider and approve issue of share certificates, transfer and transmission of securities, etc

The constitution of the Stakeholders Relationship Committee of the Board of Directors of the Company along with details of the meeting held and attended by the members of the Committee during the financial year 2016-17 is detailed below:

Name of Member	Category	No. of Meetings Held	Attended
Shri Lalit Kumar Daga (Chairman)	Non-Executive /Chairman	3	3
Shri Sudhir Goel	Whole-Time Director	3	3

Details pertaining to the number of complaints received and responded and the status thereof during the financial year 2016-17 are given below:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	2	2	0

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

Corporate Social Responsibility Committee

The Committee is constituted in line with the provisions of Section 135 of the Act.

The Extract of Terms of Reference of the Committee is as under:

- Formulate and recommend to the board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act.
- Recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy.
- Monitor the CSR Policy.

The Composition of the Committee are given below:

Name of Member	Category	No. of Meeting Held	Attended
Shri Lalit Kumar Daga (Chairman)	Non-Executive / Chairman	2	2
CA. Sudhir Goel	Whole-Time Director	2	2
Shri Navinchandra Shah	Independent / Non-Executive	2	2

General Body Meetings

Location and time, where last 3 Annual General Meetings held

Financial Year	Date	Time	Venue
2013-2014	28th August, 2014	10.30 a.m.	Maheshwari Pragati Mandal, Mumbai – 400 002
2014-2015	27th August, 2015	11.00 a.m	
2015-2016	22nd August, 2016	11.00 a.m	

Whether special resolutions passed in the previous 3 AGMs. – No

Other Disclosures

- i. There is no materially significant related party transactions that may have potential conflict with the interest of the Company at large.
- ii. Details of non-compliance by the Company, penalties, structures imposed on the Company by the stock exchanges or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years 2014-15, 2015-16 and 2016-17 respectively: Nil.
- iii. The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as define under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the audit committee.
- iv. The Company has duly fulfilled the following discretionary requirements as prescribed in Schedule II Part E of the SEBI Listing Regulations:
 - a. The auditors' report on statutory financial statements of the Company are unqualified.
 - b. Shri Lalit Kumar Daga is the Chairman of the Company and Shri Shailesh Daga is the Managing Director of the Company. The Company has complied with the requirement of having separate persons to the post of Chairman and Managing Director
 - c. Internal auditors of the Company, make presentations to the audit committee on their reports.
- v. Reconciliation of share capital audit: A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.
- vi. Code of Conduct

The member of the board and senior management personnel have affirmed the compliance with Code of conduct for the financial year 2016-17. The annual report of the Company contains a certificate by the Managing Director and CFO in terms of SEBI Listing Regulations on the compliance declarations received from Board of Directors and Senior Management.

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 and also available on the Company’s website i.e www.associatedgroup.com/hail/investors.htm

HIND ALUMINIUM INDUSTRIES LTD.

Equity Suspense Account

In accordance with the requirement of Regulation 34 (3) and Schedule V Part F of SEBI Listing Regulations, no share of the company is in suspense account.

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.

Auditors' Certificate on Corporate Governance

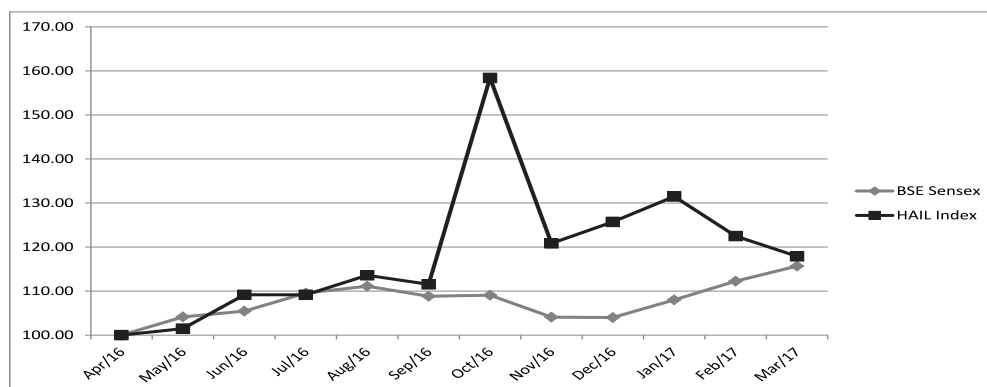
Certificate from the Statutory Auditors confirming compliance with all the conditions of corporate governance as stipulated in Paragraph E of Schedule V of the SEBI Listing Regulations is annexed to the Report and form part of the Annual Report.

General Shareholder Information

1. Annual General Meeting for the FY 2016-2017
 - Date : 31st August, 2017, Thursday
 - Time : 11.00 a.m.
 - Venue : Maheshwari Pragati Mandal-Mumbai, 1st Floor, Maheshwari Bhavan, 603, Jagannath Shankar Sheth Marg, Chira Bazar, Marine Lines (E), Mumbai – 400 002.
2. Financial Calendar
 - Year ending : March 31
 - AGM : August
 - Dividend Payment : The final dividend, if declared, shall be paid / Credited on or after 04.09.2017
3. Dates of Book Closure /Record Date : 30th August, 2017 to 31st August 2017 (Both days Inclusive)
4. Corporate Identification Number (CIN) : L28920MH1987PLC043472
5. Registered Office : Hind Aluminium Industries Ltd.
: CIN: L28920MH1987PLC043472
: B-1, Tulsi Vihar, Dr.A.B. Road,
: Worli Naka, Mumbai – 400 018.
: Tel.: (022) 40457100
: Fax: (022) 24936888
: Email: hind@associatedgroup.com
6. Listing Details : BSE Ltd. ("BSE")
: 25th floor, P.J.Towers, Dalal Street,
: Mumbai – 400 001.
7. Stock Code : 531979
: Listing fees as applicable has been paid.
8. ISIN allotted to Equity Shares : INE227B01019
9. Stock market price data for the year at BSE Ltd.

Month	Open Price	High Price	Low Price	Close Price	No.of Shares
Apr-16	71.10	82.95	71.10	78.00	31657
May-16	79.90	91.80	74.15	79.15	44364
Jun-16	82.40	88.95	76.00	85.15	74553
Jul-16	85.10	92.25	80.25	85.15	46416
Aug-16	85.15	105.00	82.00	88.60	113622
Sep-16	87.50	97.00	85.00	87.00	63541
Oct-16	89.00	134.70	87.10	123.55	306756
Nov-16	123.05	152.00	80.35	94.25	427423
Dec-16	91.15	110.00	88.55	98.05	91329
Jan-17	95.35	110.90	95.30	102.55	73434
Feb-17	102.05	107.00	93.50	95.55	43775
Mar-17	94.05	100.95	87.00	91.95	294075

10. Stock Performance



11. Registrar and Transfer Agents (RTA) : Bigshares Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building,
Opp.Vasant Oasis Apartments,
Marol Maroshi Road, Andheri (East)
Mumbai-400 059
Tel.022-62638200/204
Fax No.022-62638299
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 is mentioned in
Corporate Governance report.
14. Distribution of Shareholding as on 31st March, 2017

No. of Shares		Shareholders		Shareholding	
		No.	% of total no. of shareholders	No.of share	% of total Capital
1	500	2718	85.20	4,33,261	6.88
501	1000	211	6.61	1,68,978	2.68
1001	2000	121	3.79	1,83,482	2.91
2001	3000	42	1.32	1,10,100	1.75
3001	4000	20	0.63	71,638	1.14
4001	5000	20	0.63	95,750	1.52
5001	10000	23	0.72	1,68,227	2.67
10001	and above	35	1.10	50,68,764	80.45
TOTAL		3190	100.00	63,00,200	100.00

15. Category of equity shareholders as on 31st March, 2017

Category	No.of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholding
Indian Promoters	14	0.44	39,13,952	62.12
Corporate Bodies	63	1.98	4,68,690	7.44
NRIs/OCBs	40	1.25	33,951	0.54
Indian Public	3073	96.33	18,83,607	29.90
Total	3190	100.00	63,00,200	100.00

16. Dematerialisation of Shares and Liquidity : 96.92% Equity shares of your company have been
Dematerialized upto 31st March, 2017
17. Plant Location :
Aluminium Wire Rod & Conductors : Survey No.1/1 & 1/2, Village Khutali,
Khanvel-Doodhani Road,
Silvassa – 396230 (UT of DNH)

18. Investor correspondence : For shares held in physical form
Bigshares Services Pvt Ltd.
CIN: U99999MH1994PTC076534
1st Floor, Bharat Tin Works Building,
Opp.Vasant Oasis Apartments,
Marol Maroshi Road, Andheri (East), Mumbai-400 059
Tel.022-62638200
Fax No.022-62638299
Email: investor@bigshareonline.com
- For shares held in demat form
Your Depository Participant (DP)
- Any other queries
Ms. Sakshi Sharma
Compliance Officer / Company Secretary
Hind Aluminium Industries Ltd.
B-1, Tulsi Vihar, Dr.A.B.Road, Worli Naka,
Mumbai – 400 018
Tel.: (022)-40457100
Email: deepak@associatedgroup.com/sakshi@associatedgroup.com

MD/ CFO Certificate

To,
The Board of Directors
Hind Aluminium Industries Limited

1. We have reviewed financial statements and the cash flow statement of Hind Aluminium Industries Limited for the year ended 31st March, 2017 and to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and
 - (iii) that there are no instances of significant fraud of which we have become aware.

Shailesh Daga
Managing Director

Mahendra Kumar Jain
Chief Financial Officer

Date: - May 30, 2017
Place:-Mumbai

Auditor's Certificate on Corporate Governance

(In terms of Regulation 34(3) and Schedule V (E) of SEBI (Listing Obligation and Disclosure requirement) Regulations, 2015

To the Members of Hind Aluminium Industries Ltd.

We have examined the compliance of the conditions of Corporate Governance by Hind Aluminium Industries Ltd. for the year ended 31st March, 2017 as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V of Chapter IV of Securities and Exchange Board of India (Listing Obligation and Disclosure requirement) Regulations, 2015.

The compliance of conditions of the Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Regulations.

We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted affairs of the Company.

MOTILAL & ASSOCIATES
Chartered Accountants

CA. MUKESH P. MODY
Partner
M.No.FCA 042975

Mumbai, 30th May,2017