

NHC Foods Limited

(Government Recognised Star Export House)

An ISO 22000:2005 (Food Safety Management System)

& An ISO 9001:2008 Certified Company



10.01.2012

To,
Department of Corporate Services
Bombay Stock Exchange Limited
14th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Sub: - Quarterly Report of Compliance of Clause 49 of the Listing Agreement for the Quarter ended 31st December, 2011

Dear Sir,

We are enclosing herewith the Corporate Governance Report under clause 49 of the Listing Agreement for the quarter ended 31st December, 2011.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **NHC FOODS LIMITED**

Nilesh N. Shah

Nilesh Shah
(Compliance Officer)

Encl.: As above.

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Quarterly Compliance Report on Corporate Governance

Name of the Company: NHC Foods Limited
(Formerly, Midpoint Software & Electro Systems Limited)

Quarter ending on: 31st December, 2011

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
1	2	3	4
I. Board of Directors	49 I		
(A) Composition of Board	49 (IA)	Yes	NIL
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	NIL
(C) Other provisions as to Board and Committees	49 (IC)	Yes	NIL
(D) Code of Conduct	(49 (ID)	Yes	Will be complied in the next Annual Report.
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	NIL
(B) Meetings of Audit Committee	49 (IIB)	Yes	NIL
(C) Powers of Audit Committee	49 (IIC)	Yes	NIL
(D) Role of Audit Committee	49 II(D)	Yes	NIL
(E) Review of Information by Audit Committee	49 (IIE)	Yes	NIL
III. Subsidiary Companies	49 (III)	N.A.	NIL
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	NIL
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	NIL
(C) Board Disclosures	49 (IV C)	Yes	NIL
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	NIL
(E) Remuneration of Directors	49 (IV E)	Yes	Will be complied in the next Annual Report.
(F) Management	49 (IV F)	Yes	Will be complied in the next Annual Report.

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(G) Shareholders	49 (IV G)	Yes	Will be complied in the next Annual Report.
V.CEO/CFO Certification	49 (V)	Yes	Will be complied in the next Annual Report.
VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied in the next Annual Report.
VII. Compliance	49 (VII)	Yes	Will be complied in the next Annual Report.

For NHC Foods Limited

Nilesh N. Shah

Nilesh Shah
(Compliance Officer)

Date: 10.01.2012
Place: Mumbai