NHC Foods Limited

(Government Recognised Star Export House)





Format of Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: NHC FOODS LTD Quarter ending on: 31st December, 2013

| 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) | | | |
| ii. Addit Committee | 49(11) | 0.0 | A. C. | |
| (A) Qualified & Independent Audit Committee | 49(IIA) | Yes | NIL | |
| (B) Meeting of Audit Committee | | Yes | NIL | |
| (C) Powers of Audit Committee 49 (IIC) | 49(IIB) | Yes | NIL | |
| (D) Role of Audit Committee | 49(IID) | Yes | Ves NIL | |
| (E) Review of Information by Audit Committee | 49(IIE) | Yes | NIL | |





(d)

| | 40/III) | N.A. | 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. |
| (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. |

Date: 06th Jan, 2014

Place: Mumbai

For NHC Foods Limited

Suvarnalata Chavan (Company Secretary)