

NHC FOODS LTD

(Government Recognised Star Export House)

An ISO 22000:2005 Certified Company
CIN : L15122GJ1992PLC076277



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, 2014

| Particulars | Clause of Listing agreement | Compliance Status Yes/No/N.A | Remarks |
|---|-----------------------------|------------------------------|--|
| II. Board of Directors | 49 (II) | | |
| (A) Composition of Board | 49 (IIA) | Yes | Nil |
| (B) Independent Directors | 49 (IIB) | Yes | Nil |
| (C) Non-executive Directors' compensation & disclosures | 49 (IIC) | Yes | Nil |
| (D) Other provisions as to Board and Committees | 49 (IID) | Yes | Nil |
| (E) Code of Conduct | 49 (IIE) | Yes | Nil |
| (F) Whistle Blower Policy | 49 (IIF) | Yes | Nil |
| III. Audit Committee | | | |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | Yes | Nil |
| (B) Meeting of Audit Committee | 49 (IIIB) | Yes | Nil |
| (C) Powers of Audit Committee | 49 (IIIC) | Yes | Nil |
| (D) Role of Audit Committee | 49 (IIID) | Yes | Nil |
| (E) Review of Information by Audit Committee | 49 (IIIE) | Yes | Nil |
| IV. Nomination and Remuneration Committee | 49 (IV) | Yes | Nil |
| V. Subsidiary Companies | 49 (V) | N.A. | Nil |
| VI. Risk Management | 49 (VI) | N.A. | Nil |
| VII. Related Party Transactions | 49 (VII) | Yes | Nil |
| VIII. Disclosures | 49 (VIII) | | |
| (A) Related party transactions | 49 (VIII A) | Yes | Nil |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | Yes | Nil |
| (C) Remuneration of Directors | 49 (VIII C) | Yes | Will be complied in next annual Report |

S. B. Chandra

Office : NHC House, 2/13, Anand Nagar, Santacruz (East),
Mumbai - 400 055. (INDIA). Tel. : +91 22 6152 2020 (30 Lines)
Fax : +91 22 6152 2021, URL : <http://www.nhcgroup.com>
Email : info@nhcgroup.com / saaz@nhcgroup.com

Factory & Registered Office : Survey No. 777, Umarsadi Desaiwad Road,
Village Umarsadi, Taluka Pardi, Dist. Valsad, Gujarat - 396 175. (India)
Tel. : +91 260 2375 660 / 260 2375 661 Fax : +91 260 2375 662
email : pardi@nhcgroup.com

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| | | | |
|--|-------------|------|--|
| (D) Management | 49 (VIII D) | Yes | Will be complied in next annual report |
| (E) Shareholders | 49 (VIII E) | Yes | Will be complied in next annual report |
| (F) Proceeds from public issues, rights issue, preferential issues, etc. | 49 (VIII F) | N.A. | Nil |
| IX. CEO/CFO Certification | 49 (IX) | Yes | Will be complied in next annual report |
| X. Report on Corporate Governance | 49 (X) | Yes | Will be complied in next annual report |
| XI. Compliance | 49 (XI) | Yes | Will be complied in next annual report |

Date: 14th January, 2015
Place: Mumbai

For NHC Foods Limited



Suvarnalata Chavan

(Company Secretary & Compliance Officer)

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