

NHC FOODS LTD

(Government Recognised Star Export House)

An ISO 22000:2005 Certified Company
CIN : L15122GJ1992PLC076277



Date: 15th January, 2016

To,
The Secretary,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400001
E-mail: corp. relations@bseindia.com
Scrip Code: 517554

Dear Sir,

Sub: Compliance Report on Corporate Governance

We attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the format specified (Annexure I) for the quarter ended December 31, 2015

Yours faithfully

For NHC Foods Limited



Suvarnalata chavan
(Company Secretary & Compliance officer)

Encl: a/a

Office : NHC House, 2/13, Anand Nagar, Santacruz (East),
Mumbai-400055 (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 : Survey No. 777, Umarsadi Desaiwad Road, at Village
Umarsadi, Taluka Pardi, District 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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Annexure I

1. Name of Listed Entity: NHC Foods Limited

2. Quarter ending: December 31, 2015

| Title (Mr./ Ms.) | Name of the Director | PAN & DIN | Category (Chairperson/ Executive/Non – Executive/ Independent /Nominee & | Date of Appointment in the Current Term/Cessation | Tenure | No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | No. of membership in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|------------------|----------------------|------------------------|--|---|--------|---|--|--|
| Mr. | Apoorva Shah | 00573184 AAVPS7943P | Chairman & Executive Director | 10/11/2015 | --- | 1 | 1 | --- |
| Ms. | Alpa Shah | 00573190 AANPS8062K | Executive Director | 10/11/2015 | --- | 1 | 1 | --- |
| Mr. | Rajiv Bhatt | 02320813 AENPB3314B | Independent Non Executive Director | 30/09/2014 | 5 | 1 | - | 2 |
| Mr. | Hemant Topiwala | 00355690 AABPT5375J | Independent Non Executive Director (Additional Director) | 07/10/2015 | --- | 1 | 2 | --- |
| Mr. | Aashish Vyas | 00929820 AABPV8900H | Independent Non Executive Director | Date of Cessation 07/10/2015 | --- | --- | --- | --- |

S. Behara

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II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non Executive/independent/ Nominee) |
|--|---------------------------|---|
| 1. Audit Committee | Mr. Rajiv Bhatt | C - I -NE |
| | Mr. Hemant Topiwala | I -NE |
| | Mr. Apoorva Shah | E |
| 2. Nomination & Remuneration Committee | Mr. Rajiv Bhatt | C - I -NE |
| | Mr. Hemant Topiwala | I -NE |
| | Mr. Apoorva Shah | E |
| 3. Risk Management Committee (if applicable) | Not Applicable | |
| 4. Stakeholders Relationship Committee | Mr. Rajiv Bhatt | C - I -NE |
| | Mr. Hemant Topiwala | I -NE |
| | Mrs. Alpa Shah | E |

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| 14.07.2015 | | |
| 14.08.2015 | | 31 |
| 15.09.2015 | | 32 |
| | 07.10.2015 | 22 |
| | 10.11.2015 | 34 |
| | 14.11.2015 | 4 |
| | 27.11.2015 | 13 |
| | 05.12.2015 | 8 |



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| IV. Meeting of Committees | | | |
|---|---|---|--|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| Audit Committee | | | |
| 14 th November, 2015 | Yes – All three members were present | 14 th August, 2015 | 92 days |
| Nomination & Remuneration Committee | | | |
| 10 th November, 2015 | Yes – All three members were present | ----- | Nil |
| Stakeholders Relationship Committee | | | |
| 10 th November, 2015 | Yes – All three members were present | 14 th August, 2015 | 88 days |

| V. Related Party Transactions | |
|--|-------------------------------|
| Subject | Compliance status (Yes/No/NA) |
| Whether prior approval of audit committee obtained | NA |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA |

S. B. Chavhan



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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report will be placed before Board of Directors at their forthcoming board meeting.

For NHC Foods Limited



Suvarnalata Chavan
(Company Secretary & Compliance Officer)

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