(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

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Annexure I

1. Name of Listed Entity: NHC Foods Limited

2. Quarter ending: December 31, 2015

| Title | Name of | PAN | Category | Date of | Tenure | No. of | No. of | No. of post |
|---------------|--------------------|------------------------|---|---|--------|--|--|---|
| (Mr./ Ms.) | the Director | & DIN | (Chairperson/ Executive/Non – Executive/ Independent /Nominee & | Appointme nt in the Current Term/Cessa tion | | Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | membership in Audit/Stakeh older Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing |
| Mr. | Apoorva Shah | 00573184 AAVPS7943P | Chairman & Executive Director | 10/11/2015 | | 1 | 1 | Regulations) |
| 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 | | | | |



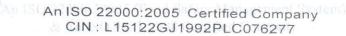
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II. Composition of Committees

| Name of Committee | Name of Committee | Category (Chairperson/Executive/Non Executive/independent/ | |
|---|---|---|--|
| | members | | |
| | | | |
| | | Nominee) | |
| Audit Committee | Mr. Rajiv Bhatt | C-I-NE | |
| | Mr. Hemant Topiwala | I-NE | |
| | Mr. Apoorva Shah | E | |
| 2. Nomination & | Mr. Rajiv Bhatt | C-I-NE | |
| Remuneration | Mr. Hemant Topiwala | I-NE | |
| Committee | Mr. Apoorva Shah | E | |
| Risk Management Committee (if applicable) | N | Not Applicable | |
| 4. Stakeholders | Mr. Rajiv Bhatt | C – I -NE | |
| Relationship | Mr. Hemant Topiwala | I-NE | |
| Committee | Mrs. Alpa Shah | E | |
| III. Meeting of Board of Direct | ctors | | |
| 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 | | 4 | |
| 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 Comm | nittees | | |
|---|---|---|--|
| 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 Co | mmittee | * |
| 14 th November, 2015 | Yes – All three members were present | 14 th August, 2015 | 92 days |
| | Nomination & Remu | neration Committee | \ |
| 10 th November, 2015 | Yes – All three members were present | | Nil |
| | Stakeholders Relati | onship Committee | |
| 10th 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 |



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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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