

**Quarterly Compliance Report on Corporate Governance:-**  
**Quarter Ending on :- 30<sup>th</sup> June, 2009**

Particulars		Clause of Listing Agreement	Compliance Status (Yes/No/N.A)	Remarks
<b>I.</b>	<b>Board of Directors</b>	49 (I)		
	(A) Composition of Board	49 (IA)	Yes	
	(B) Non – executive Directors Compensation & disclosures	49 (IB)	Yes	
	(C ) Other Provisions as to Board and Committees	49 (IC)	Yes	
	(D) Code of Conduct	49 (ID)	Yes	Yet to kept on Company's Web Site
<b>II.</b>	<b>Audit Committee</b>	49 (II)		
	(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
	(B) Meeting of Audit Committee	49 (IIB)	Yes	
	(C ) Powers of Audit Committee	49 (IIC)	Yes	
	(D) Role of Audit Committee	49 (IID)	Yes	
	(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III.</b>	<b>Subsidiary Companies</b>	49 (III)	N.A.	
<b>IV.</b>	<b>Disclosures:</b>	49 (IV)		
	(A) Basis of related party transactions	49 (IVA)	Yes	
	(B) Board Disclosures	49 (IVC)	Yes	
	(C ) Proceeds from Public Issue, Rights Issues, Preferential issues etc.	49 (IVD)	N.A.	
	(D) Remuneration of Directors	49 (IVE)	Yes	
	(E) Management	49 (IVF)	Yes	
	(F) Shareholders	49 (IVG)	Yes	
<b>V.</b>	<b>CEO/ CFO Certification</b>	49 (V)	Yes	
<b>VI.</b>	<b>Report on Corporate Governance</b>	49 (VI)	N.A.	Will be complied in the annual report
<b>VII.</b>	<b>Compliance</b>	49 (VII)	N.A.	Will be complied in the annual report

Date: 09-07-2009  
Place: Ahmedabad

For, **Nimbus Foods Industries Ltd.**

**Vishnu Sharma**  
**Managing Director**