

**Quarterly Compliance Report on Corporate Governance:-
Quarter Ending on :- 31st December, 2009**

Particulars		Clause of Listing Agreement	Compliance Status (Yes/No/N.A)	Remarks
I.	Board of Directors	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
II.	Audit Committee	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	
III.	Subsidiary Companies	49 (III)	N.A.	
IV.	Disclosures:	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	No Remuneration Paid, except to M.D. and Jt. M.D.
	(E) Management	49 (IVF)	Yes	
	(F) Shareholders	49 (IVG)	Yes	
V.	CEO/ CFO Certification	49 (V)	Yes	
VI.	Report on Corporate Governance	49 (VI)	N.A.	Will be complied in the annual report
VII.	Compliance	49 (VII)	N.A.	Will be complied in the annual report

Date: 01-07-2010
Place: Ahmedabad

For , **Nimbus Foods Industries Limited**

Amit Khaksa
Joint Managing Director &
Compliance Officer