

**Quarterly Compliance Report on Corporate Governance:-****Name of Company : Nimbus Foods Industries Limited****Quarter Ending on: - 31<sup>st</sup> December, 2013**

| 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                            | Kept on the Website of the Company and declaration will be complied in the annual report |
| <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) Disclosure of Accounting Treatment                                 | 49 (IVC)                    | Yes                            | Will be complied in the Annual Report  |
|             | (C) Board Disclosures  |                             |                                |  |
|             | (D) Proceeds from Public Issue, Right Issues, Preferential issues etc. | 49 (IVD)                    | Yes                            | Will be complied in the Annual Report  |
|             | (E) Remuneration of Directors  | 49 (IVE)                    | Yes                            | Except Executive Director no remuneration paid to any other director                     |
|             | (F) Management   | 49 (IVF)                    | Yes                            | Will be complied in the Annual Report  |
|             | (G) Shareholders   | 49 (IVG)                    | Yes                            |  |
| <b>V.</b>   | <b>CEO/ CFO Certification</b>  | 49 (V)                      | Yes                            | Will be complied in the Annual Report  |
| <b>VI.</b>  | <b>Report on Corporate Governance</b>                                  | 49 (VI)                     | Yes                            | Will be complied in the Annual Report  |
| <b>VII.</b> | <b>Compliance</b>  | 49 (VII)                    | Yes                            | Will be complied in the Annual Report  |

Date: 09/01/2014

Place: Ahmedabad

For, Nimbus Foods Industries Limited

  
Amit Khaksa