

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **FLEX FOODS LIMITED**

Quarter ended on : **30th September, 2012**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 (I)	Yes	
A. Composition of Board	49 (I A)	Yes	
B. Non-executive Directors' compensation & disclosures	49 (I B)	Not Applicable	Only entitled for sitting fees
C. Other provisions as to Board and Committees	49 (I C)	Yes	
D. Code of Conduct	49 (I D)	Yes	
II. Audit Committee	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (II A)	Yes	
(B) Meeting of Audit Committee	49 (II B)	Yes	
(C) Powers of Audit Committee	49 (II C)	Yes	
(D) Role of Audit Committee	49 (II D)	Yes	
(E) Review of Information by Audit Committee	49 (II E)	Yes	
III. Subsidiary Companies	49 (III)	Not Applicable	
IV. Disclosures	49 (IV)	Yes	
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Not Applicable	
(C) Board Disclosures – Risk Management	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Not Applicable	
(E) Remuneration of Directors	49 (IV E)	Not Applicable	The Directors are entitled for sitting fees only.
(F) Management	49 (IV F)	Yes	Complied in the Annual Report for the financial year 2011-2012.
(G) Shareholders - Quarterly Compliance - Annual Compliance	49 (IV G)	Yes Yes	Complied in the Annual Report for the financial year 2011-2012.
V. CEO/CFO Certification	49 (V)	Yes	Complied in the Annual Report for the financial year 2011-2012.
VI. Report on Corporate Governance	49 (VI)	Yes	Complied in the Annual Report for the financial year 2011-2012.
VII. Compliance	49 (VII)	Yes	Complied in the Annual Report for the financial year 2011-2012.

For FLEX FOODS LIMITED



(RAJESH DHEER)
Company Secretary

Date : 8th October, 2012