

## Format of Quarterly Compliance Report on Corporate Governance

Name of the Company : FLEX FOODS LIMITED  
 Quarter ending on : 30<sup>th</sup> June, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		--
(A) Composition of Board	49 (IIA)	No	Total strength of the Board is – 6 No. of Independent Directors – 3 No. of Non-Independent Directors – 3  <i>Note :The Company has not appointed a Woman Director. However, the Company is in process of appointing a Woman Director on the Board of the Company.</i>
(B) Independent Directors	49 (IIB)	Yes	--
(C) Non-executive Directors' & compensation disclosures	49 (IIC)	Yes	Only sitting fees are paid.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	--
(E) Code of Conduct	49 (IIE)	Yes	--
(F) Whistle Blower Policy	49 (IIF)	Yes	--
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	--
(B) Meeting of Audit Committee	49 (IIIB)	Yes	--
(C) Powers of Audit Committee	49 (IIIC)	Yes	--
(D) Role of Audit Committee	49 (IIID)	Yes	--
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	--
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	--



<b>V. Subsidiary Companies</b>	49 (V)	Yes	--
<b>VI. Risk Management</b>	49 (VI)	Yes	--
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	--
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	--
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	--
(C) Remuneration of Directors	49 (VIII C)	Yes	Information is being included in the Annual Report for the Financial Year 2014-15.
(D) Management	49 (VIII D)	Yes	--
(E) Shareholders	49 (VIII E)	Yes	--
(I) Proceeds from Public Issues, Rights Issue, Preferential Issues, etc	49 (VIII I)	N.A.	--
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	--
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	<p>i. Information is being included in the Annual Report for the Financial Year 2014-15.</p> <p>ii. Quarterly Compliance Reports are being submitted to the Stock Exchanges regularly within 15 Days from the end of each quarter.</p>
<b>XI. Compliance</b>	49 (XI)	Yes	Complied in the Annual Report for the financial year 2014-2015. The financial year 2015-2016 is being complied in the current Annual Report.

For FLEX FOODS LIMITED

Place : New Delhi  
Date : 9<sup>th</sup> July, 2015



  
(Rajesh Dheer)  
Company Secretary