

# Vegepro

**Foods & Feeds Ltd.**

October 9, 2015

To,  
The Manager  
The Stock Exchange Mumbai,  
Phiroj Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street,  
Mumbai – 440 023

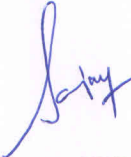

**Ref: Clause 49 of Listing Agreement**  
**Sub: Report of Corporate Governance for the quarter ended 30<sup>th</sup> September, 2015**

Dear Sir,

Please find attached herewith a copy of report on Corporate Governance in compliance to Clause 49 of the Listing Agreement for the quarter ended 30<sup>th</sup> September 2015.

Kindly acknowledge receipt.

Thanking you,  
Yours Faithfully,  
For VEGEPRO FOODS & FEEDS LIMITED

  
  
SANJAY RAWKA  
Director  
DIN No. 00399625

**Quarterly Compliance Report on Corporate Governance**

Name of the Company: **VEGEPRO FOODS & FEEDS LIMITED**  
 Quarter ending on: **30<sup>th</sup> September, 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)	Yes	
(B) Independent Directors	49(II B)	Yes	
(C) Non-executive Directors` Compensation & Disclosures	49(II C)	Yes	Non-Executive Directors including Independent Directors are not getting any remuneration.
(D)Other provision as to Boards and Committees	49 (II D)	Yes	
(E)Code of Conduct	49 (II E)	Yes	
(F)Whistle Blower Policy	49(II F)	Yes	
<b>III. Audit Committee</b>	49(III)		
(A)Qualified & Independent Audit Committee	49(III A)	Yes	
(B)Meeting of Audit Committee	49(III B)	Yes	
(C)Power of Audit Committee	49(III C)	Yes	
(D)Role of Audit Committee	49(III D)	Yes	
(E)Review of Information by Audit Committee	49(III E)	Yes	
<b>IV.Nomination and Remuneration Committee</b>	49(IV)	Yes	
<b>V. Subsidiary Company</b>	49 (V)	N.A.	The Company has no subsidiary company
<b>VI. Risk Management Committee</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	There are no Related Party transactions during the Quarter under consideration.
(B)Disclosure of Accounting Treatment	49(VIII B)	Yes	
(C) Remuneration of Directors	49(VIII C)	Yes	None of the Directors are getting any remuneration.
(D) Management.	49(VIII D)	Yes	Relevant disclosures will be made in the Annual Report for 2015-16.
(E) Shareholders	49(VIII E)	Yes	Relevant disclosures will be made in the Annual Report for 2015-16.
(F)Proceeds from public issue, rights issues, Preferential issues etc.	49(VIII F)	N.A.	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Relevant disclosures will be made in the Annual Report for 2015-16.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Relevant disclosures will be made in the Annual Report for 2015-16.
<b>XI. Compliance</b>	49 (XI)	Yes	Relevant disclosures will be made in the Annual Report for 2015-16.

**For VEGEPRO FOODS & FEEDS LIMITED**

Date: 09<sup>th</sup> October, 2015

Place: Kolkata

