

Quarterly Compliance Report on Corporate Governance

Name of the Company: **VEGEPRO FOODS & FEEDS LIMITED**

Quarter ending on: **31<sup>st</sup> March, 2013**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49I		
(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	
<b>II. 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. Subsidiary Companies</b>	49 (III)	NA	The Company has no subsidiary company.
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	Complied in the Annual Report for 2011-12. Will be complied in the next Annual Report.
(G) Shareholders	49 (IV G)	Yes	Complied in the Annual Report for 2011-12. Will be complied in the next Annual Report.
<b>V. CEO/CFO Certification</b>	49 (V)		Will be complied in the next Annual Report.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Complied in the Annual Report for 2011-12. Will be complied in the next Annual Report.
<b>VII. Compliance</b>	49 (VII)	Yes	Complied in the Annual Report for 2011-12. Will be complied in the next Annual Report.

For Vegepro Foods & Feeds Limited

Dated: 8.04.2013

Kolkata

  
Director