

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
Name of the Issuer: ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED
Quarter ending on: 30th September, 2013

| Particulars | Clause of Listing Agreement | Compliance Status Yes / No | Remarks |
|---|-----------------------------|-------------------------------|--|
| I. Board of Directors | 52 (1) | YES | --- |
| (A) Compliance of Board | 52(IA) | YES | --- |
| (B) Non-Executive Directors' compensation & Disclosures | 52(IB) | YES | --- |
| (C) Other Provisions as to Board & Committees | 52(IC) | YES | --- |
| (D) Code of Conduct | 52(ID) | YES | Disclosure will be made in next Annual Report. |
| II. Audit Committee | 52 (II) | YES | --- |
| (A) Qualified & Independent Audit Committee | 52(IIA) | YES | --- |
| (B) Meeting of Audit Committee | 52(IIB) | YES | --- |
| (C) Powers of Audit Committee | 52(IIC) | YES | --- |
| (D) Role of Audit Committee | 52(IID) | YES | --- |
| (E) Review of Information by Audit Committee | 52(IIE) | YES | --- |
| III. Subsidiary Companies | 52 (III) | N.A | --- |
| IV. Disclosures | 52 (IV) | YES | --- |
| (A) Basis of related Party Transactions | 52(IVA) | YES | Will be complied in next Annual Report. |
| (B) Disclosure of Accounting Treatment | 52(IVB) | YES | Will be complied in next Annual Report. |
| (C) Board Disclosures | 52 (IVC) | YES | Will be complied in next Annual Report. |
| (D) Proceeds from public issues, rights issues, preferential issues | 52 (IVD) | Yes | Will be Complied in next Annual Report. |

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| (E) Remuneration of Directors | 52(IVE) | YES | Will be Complied in next Annual Report. |
| (F) Management | 52 (IVF) | YES | Will be Complied in next Annual Report. |
| (G) Shareholders | 52(IVG) | YES | Will be Complied in next Annual Report. |
| V. CEO/CFO Certifications | 52 (V) | YES | Will be Complied in next Annual Report. |
| VI. Report on Corporate Governance | 52 (VI) | YES | Will be Complied in next Annual Report. |
| VII. Compliance | 52 (VII) | YES | Will be Complied in next Annual Report. |



Date: 14th October, 2013
Place: New Delhi