


**COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 52 OF THE
SME LISTING AGREEMENT**

**Name of the Company: ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED
Quarter ending on: 30.06.2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	52 I	Yes	---
(A) Composition of Board	52(IA)	Yes	Optimum Combination of Executive, non-executive and Independent Director
(B) Non-executive Directors' Compensation & Disclosures	52 (IB)	Yes	---
(C) Other Provisions as to Board and Committees	52 (IC)	Yes	---
D) Code of Conduct	(52 (ID)	Yes	The Code of Conduct adopted by the Company and same is posted on the website of the Company
II. Audit Committee	52 (II)	Yes	---
(A) Qualified & Independent Audit Committee	52 (IIA)	Yes	Complied
(B) Meeting of Audit Committee	52 (IIB)	Yes	Gap between two meetings does not exceed more than 4 Months.
(C) Powers of Audit Committee	52 (IIC)	Yes	---
(D) Role of Audit Committee	52 II(D)	Yes	---
(E) Review of Information by Audit Committee	52 (IIE)	Yes	---
III. Subsidiary Companies	52 (III)	N.A.	No Subsidiary Company
IV. Disclosures	52 (IV)	Yes	---
(A) Basis of Related Party Transactions	52 (IV A)	Yes	Will be complied and disclosed in next Annual Report
(B) Disclosure of Accounting Treatment	52 (IV B)	Yes	Will be complied and disclosed in next Annual Report
(C) Board Disclosures	52 (IV C)	Yes	Will be complied and disclosed in next Annual Report
(D) Proceeds from Public Issues,	52 (IV D)	Yes	Will be complied and

Rights Issues, Preferential Issues etc.			disclosed in next Annual Report
(E) Remuneration of Directors	52 (IV E)	Yes	Will be complied and disclosed in next Annual Report
(F) Management	52 (IV F)	Yes	Will be complied and disclosed in next Annual Report
(G) Shareholders	52 (IV G)	Yes	Will be complied and disclosed in next Annual Report
V.CEO/CFO Certification	52 (V)	Yes	Will be complied and disclosed in next Annual Report
VI. Report on Corporate Governance	52 (VI)	Yes	Will be complied and disclosed in next Annual Report
VII. Compliance	52 (VII)	Yes	Will be complied and disclosed in next Annual Report

For **ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED**


JAI KUMAR
DIRECTOR

Date: 07.07.2014

Place: New Delhi