

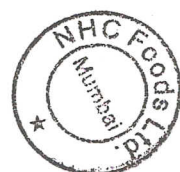
Quarterly Compliance Report on Corporate Governance

Name of the Company: NHC Foods Limited

(Formerly, Midpoint Software & Electro Systems Limited)

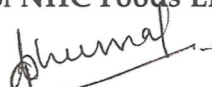
Quarter ending on: 31st December '2010

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
1	2	3	4
I. Board of Directors	49 I		
(A) Composition of Board	49 (IA)	Yes	NIL
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	NIL
(C) Other provisions as to Board and Committees	49 (IC)	Yes	NIL
D) Code of Conduct	(49 (ID)	Yes	NIL
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	NIL
(B) Meeting of Audit Committee	49 (IIB)	Yes	NIL
(C) Powers of Audit Committee 49 (IIC)	49 (IIC)	Yes	NIL
(D) Role of Audit Committee	49 II(D)	Yes	NIL
(E) Review of Information by Audit Committee	49 (IIE)	Yes	NIL
III. Subsidiary Companies	49 (III)	N.A.	NIL



(F) Management	49 (IV F)	Yes	Will be complied in the next Annual Report.
(G) Shareholders	49 (IV G)	Yes	Will be complied in the next Annual Report.
V.CEO/CFO Certification	49 (V)	Yes	Complied with in the Annual Report.
VI. Report on Corporate Governance	49 (VI)	Yes	Complied with in the Annual Report.
VII. Compliance	49 (VII)	Yes	Complied with in the Annual Report.

For NHC Foods Limited


Pranali Dhupal
(Company Secretary)



Place: Mumbai
Date: 10. 01.2011