

KMG Milk Food Ltd.

375, 1st Floor, Main Road, Gazipur

Delhi-110096, India

Tel. : 011-43160000 (100 lines)

info@kmggroup.com

www.kmggroup.com



Date – 11th July, 2012

To,
The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Sub- Quarterly Corporate Governance Report

Dear Sir/Madam,

Please find enclosed Quarterly Corporate Governance Report for the quarter ended on June 30, 2012.

You are requested to take the same on your records.

Thanking you

For KMG Milk Food Limited

For **KMG MILK FOOD LIMITED**

Director

Basudev Garg
Whole Time Director

CC.

1. Delhi Stock Exchange Limited
2. Ludhiana Stock Exchange Limited
3. Jaipur Stock Exchange Limited
4. Ahmedabad Stock Exchange Limited

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Name of the Company:

KMG Milk Food Limited

Quarter ending on:

30th June, 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	Yes	Constituted as per the provisions of Clause 49(I) read with the Companies Act, 1956.
(A) Composition of Board	49(IA)	Yes	The Company's Board comprises of 5 Director's, of which 4 are non-executive independent directors, representing 80 % of total strength of the board.
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	N.A.	Since None of the Director is being paid any remuneration, thus the company is not required to disclose.
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)	Yes	Committee formed as per the provisions of Clause 49(II) read with the provisions of Companies Act, 1956
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee		Yes	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	N.A.	The company does not own any subsidiary companies
IV. Disclosures	49 (IV)	Yes	The Company has complied with the Disclosures to be made under Clause 49(IV).



(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A.	
(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)	No	Will be complied with in the next Annual Report
(F) Management	49 (IV F)	Yes	Will be complied with in the next Annual Report
(G) Shareholders	49 (IV G)	Yes	Will be complied with at the AGM
V.CEO/CFO Certification	49 (V)	Yes	Will be complied with in the next Annual Report
VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied in the next Annual Report
VII. Compliance	49 (VII)	Yes	Will be complied in the next Annual Report

Note:

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).
- 3) In the remarks column, reasons for non-compliance may be indicated. For example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

For KMG Milk Food Limited



Aditya Dwivedi
Compliance Officer



Date: 10th July, 2012

Place: New Delhi