

# KMG MILKFOOD LTD.

9th K.M. Stone, Pilpli to Ambala,  
N.H. 1, G.T. Road Village MASANA,  
Distt. Kurukshetra - 132 118  
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CIN : L15201HR1999PLC034125



## Quarterly Compliance Report on Corporate Governance

Name of the Company: KMG MILK FOOD LIMITED  
Quarter ending on: 30.06.2015

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/N.A)	Remarks
<b>II. Board of Directors</b>	49 (II)	Yes	
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	NA	Since none of the Non Executive Directors is being paid any remuneration, thus the Company is not required to disclose.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	No	Will be complied with in the next Annual Report
<b>III. Audit Committee</b>	49 (III)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	NA	
<b>VI. Risk Management</b>	49 (VI)	NA	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	Will be complied with in the next Annual Report.
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	Will be complied with in the next Annual Report
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	Will be complied with in the next Annual Report



(C) Remuneration of Directors	49 (VIII C)	Yes	Will be complied with in the next Annual Report.
(D) Management	49 (VIII D)	Yes	Will be complied with in the next Annual Report.
(E) Shareholders	49 (VIII E)	Yes	Will be complied with in the next Annual Report.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	NA	The Company has not raised fund during the Quarter.
IX. CEO/CFO Certification	49 (IX)	Yes	Will be complied with in the next Annual Report.
X. Report on Corporate Governance	49 (X)	Yes	Will be complied with in the next Annual Report.
XI. Compliance	49 (XI)	Yes	Will be complied with 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(VII).
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.
4. The Company is submitting the Quarterly Corporate Governance Compliance Report in amended format voluntarily, However, it is not applicable to the Company as Company's Paid up capital is Rs. 5.30 Crore (Less than Rs. 10 Crore) and the Net Worth is also less than 25 Crore.

For KMG Milk Food Limited

  
 Basudev Garg  
 (Whole Time Director)  
 (DIN: 00282038)



Date: 14.07.2015  
 Place: Kurukshetra