

# KMG MILK FOOD LIMITED

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## ANNEXURE-B CORPORATE GOVERNANCE

### THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company seeks to focus on enhancement of long-term value creation for all stakeholders without compromising on integrity, social obligations and regulatory compliances. As a responsible corporate citizen, Your Company encourages and recognizes employee participation in environment and social initiatives that contribute to organizational sustainability, training, learning, personal growth, conservation of energy and other scarce resources, promoting safety and health of its employees and of the neighboring communities. Your Company's corporate structure, conduct of business and disclosure practices have been accordingly aligned to its Corporate Governance Philosophy. Your Company believes that profitability must go hand in hand with a sense of responsibility towards all the stakeholders.

### BOARD OF DIRECTORS

The Board of Directors is an optimum combination of professionalism experiencing executive, non executive, and Independent Director formed by the shareholders, provides and evaluates the strategic directions of the Company; formulates and reviews management policies, serves and protects the overall interests of shareholders to ensure long-term value creation for stakeholders. Presently, the Board of Directors comprises of five members viz. Mr. Basudav Garg, Mr. Mahesh Chandra Saxena, Mr. M. S. Venkateswaran, Mr. B.B Raina and Mrs. Mithlesh Garg.

None of the Directors of the Company except the Chairman & Managing Director and Executive Director has any pecuniary relationship with the Company except to the extent of receipt of sitting fees for meetings of the Board/Committee(s) of Directors attended by them.

No Director is related to any other Director on the Board in terms of the definition of except Mr. Basudev Garg and Mrs. Mithlesh Garg having relationship of spouse as define under Companies Act, 2013.

### Composition:

As on 31<sup>st</sup> March 2016, the total number of Directors of the Company was five comprising of two Executive and two Non-Executive Independent Directors and one non Executive Director

Name	Category
Mr. Basudev Garg	Chairman & Whole Time Director
Mrs. Mithlesh Garg	Women and Non-Executive Director
Mr. B.B. Raina	Director
Mr. M. S. Venkateswaran	Independent Director
Mr. Mahesh Chandra Saxena	Independent Director

Note:

## KMG MILK FOOD LIMITED

None of the Directors of your Company is a member of more than 10 Committees or is the Chairman of more than five Committees across all the Public Companies in which they are Directors.

### Board Meeting

During the financial year ended March 31, 2016, 8 meetings of the Board of Directors were held as against the minimum requirement of 4 times. None of the two Board Meetings have a gap of more than 120 days between them. The dates of meetings and the number of directors present therein are mentioned below:

### Board Meetings held and attendance

Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
29.05.2015	6	6
14.08.2015	6	5
29.08.2015	6	5
14.11.2015	6	5
15.12.2015	6	5
13.02.2016	5	5
15.03.2016	5	5
31.03.2016	5	5

### Information supplied to the Board

The Board has complete access to all information with the Company, inter-alia, the information as required under the revised (LODR) Regulation 2015 is regularly provided to the Board as a part of Agenda.

Attendance of each Director at the Board Meetings, last Annual general Meeting and number of other Directorships and Chairmanship/ Membership of Committee of each Director in various companies is as follows:

Name of the Director	Attendance Particulars		No. of other Directorship and Committee Member/ Chairmanship		
	Board Meetings	Last AGM	Other Directorship (in Public Co.) Excluding private companies which are subsidiary of public company	No. of Membership (s) of Board Committees in other Companies	No. of Chairmanship(s) of Board Committees in other Companies
Shri Basudev Garg	8	Yes	1	--	--
Smt. Mithlesh Garg	8	Yes	--	--	--
Shri B. B. Raina	8	Yes	--	--	--
Shri Mahesh Chandra Saxena	8	Yes	--	--	--
Shri M.S. Venkatswaran	8	Yes	--	--	--

# KMG MILK FOOD LIMITED

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## Separate Meetings of Independent Directors

As stipulated in Code of Independent Directors under the Schedule IV of Companies Act, 2013 and Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, a separate Meeting of the Independent Directors of the Company was held on 31.03.2016 to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties. All the Independent Directors attended the separate meeting

### Note:

None of the Directors of your Company is a member of more than 10 Committees or is the Chairman of more than five Committees across all the Public Companies in which they are Directors.

The directorship/ committee membership is based on the disclosures received from the directors.

## Resume of Directors Proposed To Be Reappointed

The brief resume of Directors retiring by rotation and seeking re-appointment is appended herein above in the notice for calling Annual General Meeting.

## COMMITTEES OF THE BOARD

The Board has constituted the following Committees with distinct role, accountability and authority:

1. Audit Committee
2. Shareholders'/Investors' Grievance Committee
3. Nomination and Remuneration Committee

## AUDIT COMMITTEE

Presently, the Audit Committee constituted by the Board comprises of two Independent Directors and one Executive Director. Independent Director chaired the Committee and attended the Annual General Meeting of the Company Company Secretary continued to be the Secretary to the Committee. All the Members of the Audit Committee have accounting and financial management expertise.

The terms of reference, role and power of the Audit Committee as revised and stipulated by the Board of Directors from time to time are in conformity and in line with the statutory and regulatory requirements as prescribed under section 177 of the Companies Act, 2013 and Regulation 18 and Part C of Schedule II of the Listing Regulation, 2015, which include the following

As on March 31, 2016, the composition of Audit Committee was as under:

Name of the Member	Designation
Mr. Mahesh Chandra Saxena	Chairman
Mr. M.S. Venkateswaran	Member
Mr. Basudev Garg	Member

## Role of Audit Committee

1. Overseeing of the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.

# KMG MILK FOOD LIMITED

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2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the Statutory Auditors and the fixation of audit fees.
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
4. Reviewing, with the Management, the Annual Financial Statements before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of Judgment by Management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
5. Reviewing, with the Management, the quarterly Financial Statements before submission to the Board for approval.
6. Reviewing, with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing, with the Management, performance of Statutory and Internal Auditors, adequacy of the Internal Control Systems.
8. Reviewing the adequacy of Internal Audit Function, if any, including the structure of the Internal Audit Department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with Internal Auditors any significant findings and follow up thereon.
10. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the Board.
11. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To look into the reasons for substantial defaults in the payments to the depositors, debenture holders, shareholders (in case of non- payment of declared dividends) and creditors.
13. To review the functioning of the Whistle Blower Mechanism, in case the same is existing.
14. Carrying out any other function as is mentioned in terms of reference of the Audit Committee.
15. To review the following information:
  - The Management Discussion and Analysis of financial condition and results of operations.
  - Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;
  - Management letters/ letters of internal control weakness issued by the Statutory Auditors;
  - Internal Audit Reports relating to internal control weaknesses; and
  - The appointment, removal and terms of remuneration of Internal Auditors.
16. Approval of appointment of CFO after assessing the qualifications, experience and background etc. of the candidate.

## **Power of Audit Committee**

- a) To investigate any activity within its terms of reference
- b) To seek any information from any employee.

# KMG MILK FOOD LIMITED

- c) To obtain outside legal or other professional advice.
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

## Details of Meetings and Attendance

During the year, the Audit Committee had met Four times on. 29.05.2015, 14.08.2015, 14.11.2015 and 13.02.2016. The attendance of each Committee members is as under:

Name of Member	No. of meetings held	Meetings Attended
Shri Mahesh Chandra Saxena (Chairman)	4	4
Shri M.S. Venkateswaran (Member)	4	4
Shri Basudev Garg (Member)	4	4

The head of Finance, Internal Auditors and Statutory Auditors are permanent invitees to the Audit Committee Meetings. Further, representatives from various departments of the Company also attended the meetings as and when desired by the members of the Committee to answer and clarify questions raised at the Audit Committee.

## STAKEHOLDERS' RELATIONSHIP COMMITTEE (erstwhile Investor Grievances Committee)

Presently the Stakeholders' Relationship Committee consists of two Independent Director and one Executive Director. The Committee, inter- alia approves issue of duplicate certificates, oversees and reviews all matters connected with the securities transfers. The Committee also looks into redressal of shareholders'/Investors' complaints. The Committee oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of Investor services. The Company Secretary acts as the Secretary to the Committee.

As on March 31, 2016, the composition of **Stakeholders' Relationship** Committee was as under

Name of the Member	Designation
Mr. Mahesh Chandra Saxena	Chairman
Mr. M.S. Venkateswaran	Member
Mr. Basudev Garg	Member

During the year, the Stakeholders' relationship Committee had met on 14.11.2015.

No complaints received and resolved during the year under review and there are no outstanding complaints as on 31.03.2016. There were no valid share transfers pending for registration for more than 30 days as on the said date.

Company Secretary has been designated as Compliance Officer to monitor the share transfer and liaison with the regulatory authorities.

## NOMINATION AND REMUNERATION COMMITTEE (erstwhile Remuneration-Cum-Compensation Committee)

Presently Nomination and Remuneration Committee erstwhile consists of three Members. All the members of the Nomination and Remuneration Committee are Non - Executive Directors and all are independent except Mrs Mithlesh Garg. The Company Secretary acts as the Secretary to the Committee.

# KMG MILK FOOD LIMITED

As on March 31, 2016, the composition of Nomination and Remuneration Committee was as under

Name of the Member	Designation
Mr. Mahesh Chandra Saxena	Chairman
Mr. M.S. Venkateswaran	Member
Mrs. Mithlesh Garg	Member

During the year, the Nomination and Remuneration Committee Meeting had met two times on 29.08.2015 and 15.12.2015. All the Members had attended this meeting.

The Nomination and Remuneration Committee has been constituted to recommend/review the remuneration package of the Managing/Whole - time Directors based on performance and defined criteria.

Further, the remuneration policy of the company is to bring about objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

For any termination of contract, the Company or the Executive Director is required to give notice of 3 months to the other party.

No Sitting Fees paid to the Directors during the financial year.

## Remuneration Policy

The remuneration policy of the Company is based on the principle of attracting best available talent and is in line with the industry standards. The remuneration policy is market led so as to attract and retain the best talent and seeks to leverage performance in a significant manner.

## GENERAL BODY MEETINGS

Date and venue of last three Annual General Meeting

Nature of Meeting	Date and Time	Venue	Special Resolution passed
21 <sup>st</sup> Annual General Meeting	30 <sup>th</sup> September 2013 at 1.00 P.M.	9th Kilometer Stone Pipli To Ambala, Village Masana, Kurukshetra, Haryana	None
22 <sup>nd</sup> Annual General Meeting	29 <sup>th</sup> September 2014 at 1.00 P.M.	9th Kilometer Stone Pipli To Ambala, Village Masana, Kurukshetra, Haryana	None
23 <sup>rd</sup> Annual General Meeting	25 <sup>th</sup> September 2015 at 1.00 P.M.	9th Kilometer Stone Pipli To Ambala, Village Masana, Kurukshetra, Haryana	Re-appointment of Shri Basudev Garg

# KMG MILK FOOD LIMITED

			as the Whole Time Director
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## DISCLOSURES

### Related Party Transactions

Related party transactions in terms of Accounting Standard-18 are set out in the notes to accounts. These transactions are not likely to have a conflict with the interest of the Company. The details of all significant transactions with related parties are periodically placed before the Audit Committee and the Board. All the related party transactions are negotiated on arms' length basis and are intended to further the interest of the Company.

### Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

### Disclosures of Risk Management

The Company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures. A Risk Management Committee consisting of Senior Executive of the Company periodically reviews these procedures to ensure that executive management controls risk through properly defined framework. The Company has framed the risk assessment and minimization procedure, which is periodically reviewed by the Audit Committee and the Board.

### Proceeds from public issue, right issue, preferential issue, FCCB issue, etc.

During the year, the Company has not raised any funds from public issue, right issue, preferential issue and FCCB issue.

### Particulars of Directors to be appointed/ re-appointed

Information pertaining to particulars of Directors to be appointed and re-appointed at the forth coming Annual General Meeting is being included in the Notice convening the Annual General Meeting.

### Management Discussion and Analysis

A Management Discussion and Analysis Report forms part of the Annual Report as Annexure E which includes discussions on various matters specified under Regulation 34(2)(e) and Schedule V of the Listing Regulation, 2015.

### Penalties or stricture imposed on the Company by Stock Exchange or SEBI or any Statutory Authority

No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to Capital Markets during the last three years.

### Code of Conduct

# KMG MILK FOOD LIMITED

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the Directors including Independent Directors and all the Members of executive Management. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. - Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence.

The Company has adopted the revised code of conduct as per the Regulation 17(5) of SEBI (Listing Obligations and Discourse Requirements) Regulations 2015. A copy of the Code has been put on the Company's website ([www.kmggroup.com](http://www.kmggroup.com)). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

A declaration signed by the Company's Chairman is published in this Report. The Company had adopted the code of conduct and ethics for Directors and senior Management. The code has been circulated to all the Members of the Board and Senior Management and the same has been put on the Company's website [www.kmggroup.com](http://www.kmggroup.com). The Board Members and Senior Management have affirmed their compliance with the code and a declaration signed by the Chairman & Managing Director appointed in terms of the Companies Act, 2013 is annexed to this report.

## **Board of Directors' Responsibility Statement**

The Board in its Report to the Members of the Company have confirmed that the Annual Accounts for the year ended 31<sup>st</sup> March, 2016 have been prepared as per applicable Accounting Standards and policies and that sufficient care has been taken for maintain adequate accounting records.

## **Compliance Certificate**

Certificate from Chartered Accountant, M/s. Rajan K Gupta & Co., confirming compliance with conditions of Corporate Governance as stipulated under schedule V of SEBI (Listing Obligation and Disclosure Requirements) regulations, 2015, is attached to this Report.

## **CEO/CFO Certifications**

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI (Listing Obligation and Requirements) Regulations, 2015. The annual certificate given by the Chief Executive Officer and the chief financial officer is published in this report.

## **MEANS OF COMMUNICATION**

The Company communicates with the shareholders at large through its Annual report and publication of financial results.

The Board of Directors of the Company approves and takes on record the Un-audited financial results within 45 days of the close of the quarter and the results are announced to all the stock exchanges where the shares of the company are listed. Further the highlights of the quarterly results in the prescribed Performa are published in the newspapers.

## **GENERAL SHAREHOLDER INFORMATION**



# KMG MILK FOOD LIMITED

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- a) Annual General Meeting
- Date and Time : 30<sup>th</sup> September 2016 at 1.00 P.M.
- Venue : 9th Kilometer Stone Pipli to Ambala,  
Village Masana, Kurukshetra, Haryana
- b) Financial Year of the Company
- The Company follows financial year of April 01<sup>st</sup> to March 31<sup>st</sup>.
- Tentative Schedule for Financial Year 2015-16
- 1<sup>st</sup> Quarter ending June 30, 2016 : Declared on 13<sup>th</sup> August 2016
  - 2<sup>nd</sup> Quarter ending September 30, 2016 : Mid of November 2016
  - 3<sup>rd</sup> Quarter ending December 31, 2016 : Mid of February 2017
  - Annual Result for the year ended March 31, 2016 : End of May 2017
- c) Date of Book Closure/Record Date (Both Days inclusive) : 23<sup>rd</sup> September to 30<sup>th</sup> September 2016
- d) Registered Office : 9th Kilometer Stone Pipli To Ambala,  
Village Masana, Kurukshetra, Haryana
- e) Dividend Payment Date : Not Applicable as the Board has not Proposed any dividend
- f) Listing of Equity Shares on Stock Exchanges : BSE Limited,  
Delhi Stock Exchange Limited,  
Ahmedabad Stock Exchange Limited.
- g) Stock Code
- Bombay Stock Exchange Code : 519415
  - Delhi Stock Exchange : 7161
  - Ahmedabad Stock Exchange Limited : 50106
- h) Registrar & Share Transfer Agents : M/s Skyline Financial Services Pvt. Ltd
- i) Market Price Data

Month	Value (In Rupee)		Volumes
	High	Low	
April, 2015	NIL	NIL	NIL
May, 2015	NIL	NIL	NIL
June, 2015	NIL	NIL	NIL
July, 2015	21.00	21.00	200

## KMG MILK FOOD LIMITED

August, 2015	NIL	NIL	NIL
September, 2015	NIL	NIL	NIL
October, 2015	NIL	NIL	NIL
November, 2015	21.70	21.70	100
December, 2015	NIL	NIL	NIL
January, 2016	22.65	19.65	1600
February, 2016	NIL	NIL	NIL
March, 2016	NIL	NIL	NIL

j) Liquidity

The Shares of the Company are listed on the BSE Limited, Delhi Stock Exchange Limited, Ahmedabad Stock Exchange Limited . The trading of Shares are traded on BSE trading platform.

k) Dematerialization of Shares

Nearly 49.27% of total equity share capital is held in dematerialized form up to 31.03.2016 with NSDL/CDSL. The shares of the Company are listed and traded on BSE Ltd, which provide sufficient liquidity to the investors.

l) Outstanding GDRs/ADRs/Warrants or any other convertible instruments

Company does not have any GDRs/ADRs/Warrants or any other Convertible Instruments.

m) Investor Correspondence

For transfer of shares, payment of dividend on shares and any other queries relating to the shares is handled by the Company's Registrar & Share Transfer Agent at the following address:

M/s Skyline Financial Services Private Limited  
D-153 A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase - I, New Delhi- 110020.

Ms. Anshu Gupta, Compliance officer and Company Secretary as per Regulation 6 of the SEBI (Listing Obligation and Requirements) Regulations, 2015, Investor's complaint may also be addressed to him at following address:

Address: 9<sup>th</sup> KM Stone, Pipli to Ambala, Village Masana, Kurukshetra, HR-132118

n) Shareholding Pattern

The shareholding pattern as on 31<sup>st</sup> March 2016:

	Category	No. of shares held	Percentage of Shareholding
A.	Shareholding of Promoter and Promoter Group		
(1)	Indian	33,66,735	63.47
(2)	Foreign	--	--
	Total	<u>33,66,735</u>	<u>63.47</u>
B.	Public Shareholding		
(1)	Institutions	--	--
(a)	Mutual Funds/UTI	38,200	0.72

## KMG MILK FOOD LIMITED

(b)	Financial Institutions/ Banks	--	--
(c)	Foreign Institutional Investors		
(d)	Any Other	2,50,000	4.71
	Sub Total	2,88,200	5.43
(2)	Non Institutions		
(a)	Bodies Corporate	-	-
(b)	Individuals	15,38,165	29.00
(c)	Any Other	1,11,500	2.10
(d)	NRI	-	-
	Sub Total	19,37,865	31.10%
	Total	5,304,600	100.00
	Grand Total	5,304,600	100.00

P) Distribution of Shareholding as on 31.03.2016

S.No	Category (Shares)	Holder	% of Total Holders	Shares	% of Total Shares
1.	Up to 500	1051	77.85%	242400	4.57%
2.	501-1,000	142	10.52%	116015	2.19%
3.	1,001-2,000	80	5.93%	123900	2.34%
4.	2,001-3,000	22	1.63%	56200	1.06%
5.	3,001-4,000	5	0.37%	18300	0.34%
6.	4,001-5,000	12	0.89%	58000	1.09%
7.	5,001-10,000	12	0.89%	103200	1.95%
8.	10,001 & Above	26	1.93%	4586585	86.46%

**For & On Behalf of Board of Directors  
Of KMG Milk Food Limited**

**Basudev Garg  
Chairman cum Whole Time Director  
DIN: 00282038**

**Date: 13.08.2016**

**Place: Haryana (Kurukshetra)**

### **Declaration by the Whole Time Director under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

As per requirement of SEBI Listing Regulation, 2015, the Company has laid down a Code of Conduct for its Board of Directors and Senior Management.

I, Basudev Garg, the Whole Time Director of the Company confirm the compliance of this code by myself and other members of the Board of Directors and Senior Management personnel as affirmed by them individually, for the year ended 31<sup>st</sup> March, 2016.

Place: Kurukshetra

Dated: 13.08.2016

Basudev Garg  
Chairman cum Whole Time Director

# KMG MILK FOOD LIMITED

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DIN: 00282038

## INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE FOR THE YEAR ENDED ON MARCH, 31 2016 UNDER SCHEDULE V OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To

The Members of KMG Milk Food Limited

We have examined the compliance of conditions of corporate governance by KMG Milk Food Limited for the year ended on 31.03.2016 as stipulated in Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mention above-mentioned Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

We state that no grievance(s) is pending against the company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Delhi  
Date: 13.08.2016

For Rajan K Gupta & Co.  
*Chartered Accountants*

(Rajan Gupta)  
Partner  
M.NO 74696  
FRN 005945C

# KMG MILK FOOD LIMITED

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## CEO & CFO CERTIFICATION

We Basudev Garg (MD) and Satish Kumar Narang (CFO) hereby certify that in respect of financial year ended on 31st March, 2016:-

- (a) We have reviewed the financial statements and cash flow statement for the year ended on 31st March, 2016 and to the best of our knowledge and belief:
- i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2016 are fraudulent, illegal or volatile of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the Auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- (d) We have indicated to the Auditors and Audit Committee:
- i) There has not been any significant change in internal control over financial reporting during the year under reference;
  - ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Delhi  
Date: 13.08.2016

Sd/-  
(Basudev Garg)  
Whole Time Director  
DIN: 00282038

Sd/-  
(Satish Kumar Narang)  
Chief Financial Officer  
PAN: ASDPK1532A

# **KMG MILK FOOD LIMITED**

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