

KMG Milk Food Ltd.

375, 1st Floor, Main Road, Gazipur
 Delhi-110096, India
 Tel. : 011-43160000 (100 lines)
 info@kmggroup.com
 www.kmggroup.com



Name of the Company:
 Quarter ending on:

KMG Milk Food Limited
 31st March, 2013

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|--|
| I Board of Directors | 49 I | Yes | |
| (A) Composition of Board | 49(IA) | Yes | |
| (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 | |
| (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. | |
| IV. Disclosures | 49 (IV) | Yes | |
| (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) | Yes | Will be complied with in the next Annual Report |
| (F) Management | 49 (IV F) | Yes | Will be complied with in the next Annual Report |

For KMG MILK FOOD LIMITED

[Signature]

Director

For KMG MILK FOOD LIMITED

[Signature]

Company Secretary

| | | | |
|------------------------------------|-----------|-----|---|
| (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

Company Secretary

Date: 09th April, 2013

Place: New Delhi