

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 -12th October, 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 30th September, 2012.

You are requested to take the same on your records.

Thanking you

For KMG Milk Food Limited

Aditya Dwivedi
Company Secretary



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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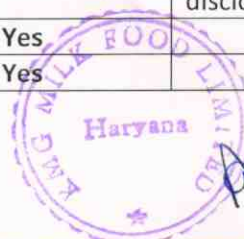
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**Name of the Company:****KMG Milk Food Limited****Quarter ending on:****30th September, 2012**

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 Non Executive Director is being paid any remuneration, thus the Company is not required to take approval of Shareholder.
(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)	N.A.	Since None of the Director is being paid any remuneration, thus the company is not required to disclose.
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	




Regd. Office & Works : 9th Km. Stone, Pipli to Ambala, G. T. Road, Village Masana,
Distt. Kurukshetra (Haryana)-132 118 Tel. : 01744-79452/79453

V.CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	Yes	

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: 10.10.2012

Place: New Delhi