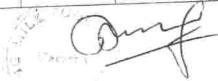
KMG Milk Food Ltd.

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 December, 2013

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
	40.1		
I Board of Directors	491	Yes	
(A) Composition of Board	49(IA)	N.A.	Since None of the Non
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	N.A.	Executive Director is being paid any remuneration, thus the company is not required to disclose.
(C) Other Provisions as to Board and	49 (IC)	Yes	
Committees D) Code of Conduct	49 (ID)	Yes	
	49 (11)		
II. Audit Committee (A)Qualified & Independent Audit	49 (IIA)	Yes	
Committee		Yes	
(B)Meeting of Audit Committee (C)Powers of Audit Committee 49	49 (IIB)	Yes	
(IIC)	49 II(D)	Yes	
(D)Role of Audit Committee (E)Review of Information by Audit		Yes	
Committee	49 (111)	N.A.	
III. Subsidiary Companies	49 (IV)		
IV. Disclosures (A) Basis of Related Party		Yes	
Transactions (B) Disclosure of Accounting	49 (IV B)	N.A.	
Treatment (C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues,	49 (IV D)	N.A.	The Company has not raised fund during the quarter.
Rights Issues, Preferential Issues etc. (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



(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:

- 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: 11.01.2014 Place: New Delhi