

**KMG Milk Food Ltd.**

375, 1st Floor, Main Road, Gazipur

Delhi-110096, India

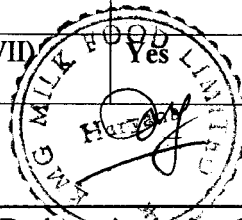
Tel. : 011-43160000 (100 lines)

info@kmggroup.com

www.kmggroup.com

**K M G****Name of the Company:****KMG Milk Food Limited****Quarter ending on:****31<sup>st</sup> March 2009**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I	Yes	
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	No	Since None of the Director is being paid any remuneration, thus the company has not Disclosed.
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	(49 (ID)	Yes	
<b>II. Audit Committee</b>	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	
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	
<b>IV. Disclosures</b>	49 (IV)	Yes	
(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	No	Since None of the Director is being paid any remuneration, thus the company has not Disclosed
(F) Management	49 (IV F)	Yes	Will be complied in the next Annual Report
(G) Shareholders	49 (IV G)	Yes	Will be complied with at the AGM
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Will be complied in the next Annual Report
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Will be complied in the next Annual Report
<b>VII. Compliance</b>	49 (VII)	Yes	Will be complied in the next Annual Report

**Regd. Office & Works : 9th Km. Stone, Pipili to Ambala, G. T. Road, Village Masana,**

Distt. Kumbhagra (Haranya) 122 118 Tel. : 01744 70452/70453

**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**

  
**Compliance Officer**



**Date: 14<sup>th</sup> April 2009**  
**Place: Haryana**