

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

| NAME OF THE COMPANY | | K. M. INDUSTRIAL INVESTMENTS LIMITED | | |
|---------------------|---|--------------------------------------|-----------------------------|--|
| QUARTER ENDED ON | | 31 st March, 2015 | | |
| SL.NO | PARTICULARS | CLAUSE OF THE LISTING AGREEMENT | COMPLIANCE STATUS (YES /NO) | REMARKS |
| II | BOARD OF DIRECTORS | 49(II) | | |
| (A) | COMPOSITION OF BOARD | 49(IIA) | YES | |
| (B) | INDEPENDENT DIRECTORS | 49(IIIB) | YES | |
| (C) | NON EXECUTIVE DIRECTORS COMPENSATION & DISCLOSURE | 49(IIIC) | YES | |
| (D) | OTHER PROVISIONS AS TO BOARD AND COMMITTEES | 49(IIID) | YES | |
| (E) | CODE OF CONDUCT | 49(IIIE) | YES | |
| (F) | WHISTLE BLOWER POLICY | 49 (IIF) | YES | |
| III | AUDIT COMMITTEE | 49(III) | | |
| (A) | QUALIFIED AND INDEPENDENT AUDIT COMMITTEE | 49(IIIA) | YES | |
| (B) | MEETING OF AUDIT COMMITTEE | 49(IIIB) | YES | |
| (C) | POWERS OF AUDIT COMMITTEE | 49(IIIC) | YES | |
| (D) | ROLE OF AUDIT COMMITTEE | 49(IIID) | YES | |
| (E) | REVIEW OF INFORMATION BY AUDIT COMMITTEE | 49(IIIE) | YES | |
| IV | NOMINATION AND REMUNERATION COMMITTEE | 49 (IV) | YES | |
| V | SUBSIDIARY COMPANIES | 49(V) | YES | The Company has no material non-listed Indian Subsidiary Company as on date. |
| VI | RISK MANAGEMENT | 49 (VI) | YES | |
| VII | RELATED PARTY TRANSACTION | 49 (VII) | YES | |
| VIII | DISCLOSURES | 49(VIII) | | |
| (A) | RELATED PARTY TRANSACTION | 49(VIIIA) | YES | |
| (B) | DISCLOSURES OF ACCOUNTING TREATMENT | 49(VIIIB) | YES | |
| (C) | REMUNERATION OF DIRECTORS | 49(VIIIC) | YES | |
| (D) | MANAGEMENT | 49 (VIIID) | YES | |
| (E) | SHAREHOLDERS | 49 (VIIIE) | YES | |
| (I) | PROCEEDS FROM PUBLIC ISSUES, RIGHT ISSUES, PREFERENTIAL ISSUES ETC. | 49(VIII I) | YES | |
| IX | CEO / CFO CERTIFICATION | 49(IX) | YES | "For the year 2014-15 will be complied in forthcoming Annual Report" |
| X | REPORT ON CORPORATE GOVERNANCE | 49(X) | YES | "For the year 2014-15 will be complied in forthcoming Annual Report" |
| XI | COMPLIANCE | 49 (XI) | YES | "For the year 2014-15 will be complied in forthcoming Annual Report" |

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