

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

NAME OF THE COMPANY		K M INDUSTRIAL INVESTMENTS LTD		
QUARTER ENDED ON		31 <sup>ST</sup> DECEMBER, 2013		
SL.NO	PARTICULARS	CLAUSE OF THE LISTING AGREEMENT	COMPLIANCE STATUS (YES /NO/N/A)	REMARKS
I	BOARD OF DIRECTORS	49(I)		
	A COMPOSITION OF BOARD	49(IA)	YES	
	B NON EXECUTIVE DIRECTORS COMPENSATION & DISCLOSURE	49(IB)	NA	
	C OTHER PROVISIONS AS TO BOARD AND COMMITTEES	49(IC)	YES	
	D CODE OF CONDUCT	49(ID)	YES	The Board of Directors has laid down a code of conduct for all members and senior management.
	AUDIT COMMITTEE	49(II)		
II	A QUALIFIED AND INDEPENDENT AUDIT COMMITTEE	49(IIA)	YES	
	B MEETING OF AUDIT COMMITTEE	49(IIB)	YES	
	C POWERS OF AUDIT COMMITTEE	49(IIC)	YES	
	D ROLE OF AUDIT COMMITTEE	49(IID)	YES	
	E REVIEW OF INFORMATION BY AUDIT COMMITTEE	49(IIE)	YES	
III	SUBSIDIARY COMPANIES	49(III)	N.A	The Company have no Subsidiary Company (ies).
IV	DISCLOSURES	49(IV)		
	A BASIS OF RELATED PARTY TRANSACTION	49(IVA)	YES	
	B DISCLOSURES OF ACCOUNTING TREATMENT	49(IVB)	YES	In the preparation of the financial statements treatment as prescribed in an Accounting Standard has been followed. Hence no discussion is required.
	C BOARD DISCLOSURES- RISK MANAGEMENT	49(IVC)	N.A	
	D PROCEEDS FROM PUBLIC ISSUES, RIGHT ISSUES, PREFERENTIAL ISSUES ETC.	49(IVD)	N.A	"Will be complied with in the next annual report"
	E REMUNERATION OF DIRECTORS .	49(IVE)	YES	"Will be complied with in the next annual report"
	F MANAGEMENT	49(IVF)	YES	"Will be complied with in the next annual report"
	G SHAREHOLDERS	49(IVG)	YES	"Will be complied with in the next AGM"
V	CEO / CFO CERTIFICATION	49(V)	N.A	
VI	REPORT ON CORPORATE GOVERNANCE	49(VI)	N.A	
VII	COMPLIANCE	49(VII)	N.A	

K.M. INDUSTRIAL INVESTMENTS LTD.

*[Signature]*  
Director/Authorised Signatory