

# MILKFOOD LIMITED

5th Floor, 91, Bhandari House, Nehru Place, New Delhi-110 019  
Ph.: 26460670-4 / 26463773 Fax : 011-26460823  
E-mail : milkfoodltd@milkfoodltd.com, Website : www.milkfoodltd.com  
CIN : L15201PB1973PLC003746 GST : 07AAACM5913B1ZY

MFLASCY\2022-23  
Corporate Relationship Department  
The BSE Limited  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
P J Towers, Dalal Street,  
Fort, Mumbai-400 001

07<sup>th</sup> May, 2022

**Subject: Notice of the Hon'ble National Company Law Tribunal (NCLT) Convened Meetings of the Company.**

**Scrip Code No.: 507621**

Dear Sir/Madam,

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, copy of the Notices of Meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of Milkfood Limited ('Milkfood'/Company'), directed by the Hon'ble National Company Law Tribunal, Chandigarh Bench vide its Order dated May 13, 2022, to be held as under, for the purpose of considering and approving the Scheme of Arrangement of Milkfood Limited and Triputi Infrastructure Private Limited and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 of the Companies Act, 2013:

<b>Class of Meeting</b>	<b>Day, Date &amp; Time</b>	<b>Mode of Meeting</b>
Equity Shareholders	Saturday, 9 <sup>th</sup> July, 2022 at 2:30 P.M	Video Conferencing
Secured Creditors	Saturday, 9 <sup>th</sup> July, 2022 at 10:30 A.M	Video Conferencing
Un-secured Creditors	Saturday, 9 <sup>th</sup> July, 2022 at 11:30 A.M	Video Conferencing

Equity Shareholders, Secured Creditors and Unsecured Creditors have been provided with the facility to cast their vote on the resolution(s) to consider and approve the Scheme, through e-voting.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility will be available during the following period:

Commencement of E-Voting	Wednesday, 6 <sup>th</sup> July, 2022 at 9:00 A.M IST
End of E-Voting	Friday, 8 <sup>th</sup> July, 2022 at 5:00 P.M IST



Regd. Office : P.O. Bahadurgarh-147021 Distt. Patiala (Punjab)  
Phones : 0175-2381404 / 2381415  
Fax : 0175-2380248

# MILKFOOD LIMITED

5th Floor, 91, Bhandari House, Nehru Place, New Delhi-110 019  
Ph.: 26460670-4 / 26463773 Fax : 011-26460823  
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CIN : L15201PB1973PLC003746 GST : 07AAACM5913B1ZY

Any person, whose name appears in the Register of Equity Shareholders as on 29<sup>th</sup> June, 2022 ("Cut-off date") and Secured and Unsecured Creditor as on 30<sup>th</sup> June, 2021 ("Cut-Off date"), shall only be entitled to vote.

The said Notices of Equity Shareholders, Secured Creditors and Unsecured Creditors are also available on the Company's website viz. [www.milkfoodltd.com](http://www.milkfoodltd.com).

In view of the exceeding file size of the explanatory statement & annexures/notes thereon the same can be accessed from below link:

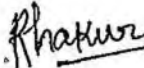
<http://www.milkfoodltd.com/img/downloads/Milkfood-Equity-Shareholders-Notice-2022-S.pdf>

<http://www.milkfoodltd.com/img/downloads/Milkfood-Secured-Creditors-Notice-2022-S.pdf>

<http://www.milkfoodltd.com/img/downloads/Milkfood-Unsecured-Creditors-Notice-2022-S.pdf>

You are requested to kindly take the same on your record.

Thanking you  
For Milkfood Limited

  
(Rakesh Kumar Thakur)  
Company Secretary  
Encl: As above



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Phones : 0175-2381404 / 2381415  
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FORM NO. CAA. 2

[PURSUANT TO SECTION 230(3) AND RULE 6 AND 7 OF THE COMPANIES  
(COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016]

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,  
CHANDIGARH BENCH, CHANDIGARH

COMPANY APPLICATION NO. CA (CAA) 44 (CHD)(PB) OF 2021

**IN THE MATTER OF:**

**THE SCHEME OF AMALGAMATION OF:**

**Triputi Infrastructure Private Limited**

with its registered office at  
Sood's Niwas Ranbir Marg, Patiala, Punjab - 147001  
PAN: AAECT7480N  
CIN: U70101PB2011PTC049856

...TRANSFEROR COMPANY/ APPLICANT COMPANY NO. 1

WITH

**Milkfood Limited**

with its registered office at  
Bahadurgarh, District Patiala, Punjab - 147021  
PAN: AAACM5913B  
CIN: L15201PB1973PLC003746

...TRANSFeree COMPANY/ APPLICANT COMPANY NO. 2

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS (WHICH INCLUDES PUBLIC  
SHAREHOLDERS) OF THE TRANSFeree COMPANY**

To,

**All the Equity Shareholders of Milkfood Limited(the "Transferee Company"):**

**NOTICE** is hereby given that by an Order dated 13<sup>th</sup> May 2022 (the "**Order**"), the Hon'ble National Company Law Tribunal, Chandigarh ("**NCLT**") has directed a meeting to be held of the Equity Shareholders of Milkfood Limited the "Transferee Company" for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Milkfood Limited ("**Applicant Company 2**" or "**Transferee Company**" or "**Company**") and Triputi Infrastructure Private Limited ("**Applicant Company 1**" or "**Transferor Company**") and their respective Shareholders ("**Scheme**"). In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of the Equity Shareholders of the Transferee Company will be held through video conferencing / other audio-visual means ("**VC/OAVM**") on **Saturday, 9<sup>th</sup> July 2022 at 2:30 PM (IST)** (14:30 hours) at which time you are requested to attend the said meeting. At the meeting, the following resolution will be considered and if thought fit, be passed, with or without modification(s):

1. **To consider and, if thought fit, to pass, the following resolution with specific majority as provided under sections 230 to 232 of the Companies Act, 2013, the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended and other applicable provisions:**

***"RESOLVED THAT** pursuant to the provisions of Section 230 read with section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the rules, circulars, and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable and in accordance with the*

*Memorandum of Association of the company, the Securities and Exchange Board of India Circular No CFD/DIL3/CIR/2017/21 dated 10th March 2017, the observation letters issued by BSE Limited dated 28<sup>th</sup> May, 2021 and subject to approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench ('NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution) and subject to consent of the creditors of the Company, the consent of the members of the company be and is hereby accorded for the approval of proposed Scheme of Amalgamation between Triputi Infrastructure Private Limited ("the Transferor Company") with Milkfood Limited ("the Transferee Company") and their Respective Creditors & Shareholders("as per the scheme")*

**RESOLVED FURTHER THAT** the scheme providing for Amalgamation between Triputi Infrastructure Private Limited ("the Transferor Company") with Milkfood Limited ("the Transferee Company") with effect from "Appointed date" as defined in the Scheme and also providing for various other matters connected with and/or consequential to and/or incidental thereof, submitted to this meeting, would be advantageous and beneficial to the Company and all stakeholders and that the terms thereof being fair and reasonable be and hereby approved, subject to such changes/ alterations/amendments/modifications as may be required or considered necessary or expedient in pursuance of orders, if any, of NCLT or otherwise."

**TAKE FURTHER NOTICE** that since this Meeting will be held through VC/OAVM. Accordingly, the facility for appointment of proxies by members under Section 105 of the Act will not be available for the said Meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. E-voting instructions is annexed to this notice to enable the Equity Shareholders to vote on the proposed Resolution(s);

**TAKE FURTHER NOTICE** that in compliance with the provisions of Section 230 read with Section 108 of the Companies Act, 2013; Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, read with MCA Circulars and Circulars issued by SEBI, the Company has provided the facility of voting by remote electronic voting("Remote e-voting") and evoting during the Meeting("Insta Poll") using facility offered by Central Depository Services Limited("CDSL") so as to enable the equity shareholders, to consider and approve the Scheme by way of the aforesaid resolution;

**TAKE FURTHER NOTICE** that in terms of the said Order of the Hon'ble Tribunal, in addition to facility of voting through e-voting system during the Meeting, the persons entitled to attend and vote at the Meeting shall have the facility and option of voting on the resolution of the Scheme by casting their votes through remote e-voting during the period commencing from July 06, 2022 at 9:00 A.M. (09:00 hours) and shall close at July 08, 2022 at 5.00 P.M.(17.00 hours IST) arranged by CDSL. The voting rights of Equity Shareholders shall be in proportion to their share in the paid-up share capital of the Company as on June 29, 2022, being the cut-off date("Cut-off Date"). The instructions for remote e-voting and e-voting at the Meeting are appended to the Notice. The equity shareholders opting to cast their votes by remote e-voting and e-voting during the Meeting are requested to read the instructions in the Notes below carefully. In case of remote e-voting, the votes should be cast in the manner described in the instructions from July 06, 2022, at 9:00 A.M. (09:00 hours) and shall close at July 08, 2022 at 5.00 P.M. Remote e-voting module will be disabled thereafter;

**TAKE FURTHER NOTICE** that each Equity Shareholder can opt for only one mode of voting, i.e., (a) remote e-voting, or (b) e-voting during the Meeting through video conferencing / other audio-visual means ("VC/OAVM") to be held on **Saturday, 9<sup>th</sup> July 2022 at 2:30 PM (IST)** (14:30 hours), as arranged by CDSL on behalf of the Company. If the shareholders opt for remote e-voting, they will nevertheless be entitled to attend and participate in the Meeting but will not be entitled to vote again during the Meeting and the e-voting facility at the Meeting will be disabled for shareholders who have already cast their votes through remote e-voting, prior to the Meeting.

**TAKE FURTHER NOTICE** that in compliance with the provisions of (i) Section 230(4) read with Sections 108

and 110 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) Circular No. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March 2017 issued by the Securities and Exchange Board of India, the Transferee Company has provided the facility of voting by e-voting so as to enable the Equity Shareholders, which includes the Public Shareholders (as defined in the Notes below), to consider and approve the Scheme by way of the aforesaid resolution.

Copies of the Scheme in terms of Sections 230 and 232 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”) read with Rule 11 of the NCLT Rules, 2016, along with the enclosures as indicated in the Index, can be obtained free of charge at the registered office of the Transferee Company at **Bahadurgarh, District Patiala, Punjab – 147021**

A copy of this notice and the accompanying documents will be placed on the Company’s website [www.milkfoodltd.com](http://www.milkfoodltd.com) and website of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Company is required to furnish a copy of the Scheme free of charge on all working days, from the registered office of the Company between 10:00 a.m. to 5:00 p.m. within one day of any requisition of the Scheme being made by the equity shareholder, to the Company by e-mail at [info@milkfoodltd.com](mailto:info@milkfoodltd.com). A recorded transcript of the meeting shall also be made available on the website of the Company as soon as possible. At least one independent director of the Company and/ or the auditor (or his authorized representative who is qualified to be an auditor) of the Company shall be attending the Meeting through VC/OAVM.

**TAKE FURTHER NOTICE** NCLT has appointed Justice Ranjit Singh (Retd.) as Chairman, Mr. Manuj Nagrath, Advocate as Alternate Chairman and Mr. P.D. Sharma, practicing Company Secretary as scrutinizer of the said meeting of Equity Shareholders of the Transferee Company.

The results of the Meeting shall be announced within two working days of the conclusion of the Meeting upon receipt of Scrutinizer’s report and the same shall be displayed on the website of the Company ([www.milkfoodltd.com](http://www.milkfoodltd.com)) and on the website of CDSL ([www.cdslindia.com](http://www.cdslindia.com)), being the agency appointed by the Company to provide the e-voting facility to the shareholders, as aforesaid, besides being communicated to BSE Limited. Further, as per the Order dated May 13, 2022, Hon’ble Chairman will submit its report within 7 days of the conclusion of the meeting.

The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent approval of the Hon’ble Tribunal and such other approvals, permissions, and sanctions of regulatory or other authorities, as may be necessary.

In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the SEBI Circulars, the Scheme shall be considered approved by the Equity Shareholders only if the Scheme is approved by majority in number representing three-fourths in value of the members, who voted through e-voting during the Meeting or by remote e-voting.

Sd/-  
**(Gita Bawa)**

**Authorised Representative of Transferee Company**

**Dated: 6<sup>th</sup> day of June, 2022**  
**Place: Patiala**

**Registered Office:**  
**Bahadurgarh, District Patiala, Punjab - 147021**

**Notes:**

1. Only registered Equity Shareholders of the Transferee Company may attend through Video Conferencing / other audio-visual means (“VC/OAVM”) and vote through E-Voting at the meeting of the equity shareholders of the Transferee Company. The authorized representative of a body corporate/RFPI/FII which is a registered

equity shareholder of the Transferee Company may attend and vote at the meeting of the equity shareholders of the Transferee Company provided a copy of the resolution of the Board of Directors or other governing body of the body corporate/RFPI/FII authorizing such representative to attend and vote at the meeting of the equity shareholders of the Transferee Company, duly certified to be a true copy by a Director, the Manager, the Secretary or other authorized officer of such body corporate/RFPI/FII, is deposited at the registered office of the Transferee Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the equity shareholders of the Transferee Company.

2. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Chandigarh ("**Tribunal**" or "**NCLT**") vide its Order dated May 13, 2022 ("**Order**"), the meeting of the Equity Shareholders of the Company ("**Meeting**") is being conducted through Video Conferencing/ other audio-visual means ("**VC/OAVM**") facility to transact the business set out in the Notice convening this Meeting. Accordingly, the facility for appointment of proxies by the equity shareholders will not be available for the Meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The proceedings of the Meeting would be deemed to have been conducted at the registered office of the Company.
3. In compliance with the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) Circular No. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March 2017 issued by the Securities and Exchange Board of India, the Transferee Company has provided the facility of voting by e-voting so as to enable the equity shareholders, which includes the Public Shareholders (as defined in the Notes below), to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by Equity Shareholders of the Transferee Company to the Scheme shall be carried out through remote e-voting and through video conferencing / other audio-visual means ("**VC/OAVM**") to be held on **Saturday, 9<sup>th</sup> July 2022 at 2:30 PM (IST)** (14:30 hours).
4. The registered equity shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of the Transferee Company/ list of beneficial owners as received from Depositories in respect of such joint holding, will be entitled to vote.
5. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the equity shareholders at the registered office of the Transferee Company between 10.00 a.m. to 5.00 p.m. on all working days (Monday to Friday) up to the date of the meeting.
6. Equity Shareholders (which includes Public Shareholders) holding equity shares by 29.06.2022, being the cut-off date, will be entitled to exercise their right to vote on the above resolution.
7. The Notice, together with the documents accompanying the same, is being sent to all the equity shareholders either by registered post or speed post/air mail or by courier service or electronically by e-mail to those equity shareholders who have registered their e-mail ids with the Transferee Company/Registrar and Share Transfer Agents/ Depositories, whose names appear in the register of members/list of beneficial owners as received from Depositories by 27.05.2022. The Notice will be displayed on the website of the Transferee Company at [www.milkfoodltd.com](http://www.milkfoodltd.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com).
8. Only that person, whose name is recorded in the register of members or in the register of beneficial owners maintained by NSDL/CDSL as on the cut-off date i.e. by **29.06.2022** on or before 02:30 PM IST, shall be eligible to vote in respect of the proposed Resolution. Voting rights shall be reckoned on the basis of the paid-up value of the shares registered in the names of equity shareholders (which includes Public Shareholders) by 29.06.2022. Persons who are not Equity Shareholders of the Transferee Company as on the cut-off date i.e. by 29.06.2022 should treat this notice for information purposes only.
9. The voting by the equity shareholders (including the Public Shareholders) through remote e-voting shall commence on **July 06, 2022, at 9:00 A.M.** (09:00 hours) and shall close at **July 08, 2022 at 5.00 P.M.** (1700 hours).



10. The notice convening the meeting will be published through advertisement in (i) Financial Express (All India Edition) in the English language; and (ii) translation thereof in Jansatta (All India Edition) in Hindi language.
11. Circular No. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March 2017 (“SEBI Circular”) issued by the Securities and Exchange Board of India (“SEBI”), inter alia, provides that approval of Public Shareholders of the Transferee Company to the Scheme shall be obtained by way of voting through e-voting. Since, the Transferee Company is seeking the approval of its Equity Shareholders (which includes Public Shareholders) to the Scheme by way of voting through e-voting, no separate procedure for voting through e-voting would be required to be carried out by the Transferee Company for seeking the approval to the Scheme by its Public Shareholders in terms of SEBI Circular. And in terms of the aforesaid notice sent to the Equity Shareholders (which includes Public Shareholders) of the Transferee Company would be deemed to be the notice sent to the Public Shareholders of the Transferee Company. For this purpose, the term “Public” shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term “Public Shareholders” shall be construed accordingly. In terms of SEBI Circular the Transferee Company has provided the facility of voting by e-voting to its Public Shareholders.
12. NCLT, by its Order, has, inter alia, held that since the Transferee Company is directed to convene a meeting of its Equity Shareholders, which includes Public Shareholders, and the voting in respect of the Equity Shareholders, which includes Public Shareholders, is through e-voting, the same is in sufficient compliance of SEBI Circular.
13. In accordance with the provisions of Sections 230 – 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the equity shareholders of the Transferee Company, voting through e-voting, agree to the Scheme.
14. Further, in accordance with the SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favor of the aforesaid resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it.
15. The Transferee Company has engaged the services of CDSL for facilitating e-voting for the said meeting to be held on Saturday, the 09<sup>th</sup> July, 2022. Equity shareholders desiring to exercise their vote by using e-voting facility are requested to follow the instructions mentioned in Notes below.
16. The vote on E-voting cannot be exercised through proxy.
17. There will be only 1 (one) vote for every registered folio/client ID irrespective of the number of joint equity shareholders.
18. NCLT has appointed Mr. P.D. Sharma, Practicing Company Secretary as Scrutinizer for scrutinizing the voting by way of remote e-voting process in a fair and transparent manner and to assess total votes cast in favor and against the resolution and invalid votes, if any and submit a report in writing to the Chairman of the meeting on votes cast in terms of the Order of Hon’ble NCLT within two working days from the conclusion of the meeting in terms of the prevailing SEBI circular. The Scrutinizer’s decision on the validity of the e-votes shall be final.
19. The equity shareholders of the Transferee Company (which includes Public Shareholders) can opt only one mode for voting i.e. by remote e-voting or voting through VC mode.
20. Equity Shareholders who have cast their votes through remote e-voting may also attend the meeting but shall not be entitled to cast their vote again. In case Equity Shareholder (which includes Public Shareholder(s) cast their vote via remote e-voting, then voting validly done through remote e-voting shall prevail and e-voting done on the date of meeting shall be treated as invalid.
21. The voting through remote e-voting will commence on July 06, 2022 at 9:00 A.M. (09:00 hours) and shall close at July 08, 2022 at 5.00 P.M. (1700 hours). During this period, the Equity Shareholders (which includes Public Shareholders) of the Transferee Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 29.06.2022 on or before 02:30 PM IST may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting on 08.07.2022 on 5:00 PM IST. On the date of meeting i.e.

09<sup>th</sup> July 2022 e-voting portal will be open from 3.15 PM IST to 4.00 PM IST for the Equity Shareholders (those who have not availed remote e-voting access) to vote on the proposed Resolution. Once the vote on the resolution is cast by an Equity Shareholder, he or she will not be allowed to change it subsequently.

Any queries/grievances in relation to the voting by e-voting may be addressed to Mr.Rakesh Thakur, Company Secretary of the Transferee Company, or send mail at [info@milkfoodltd.com](mailto:info@milkfoodltd.com) or contact at 011-26460670-4. Any query/grievance related to the e-voting may be addressed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 22 55 33.

22. In terms of Clause 16.6.3 of Secretarial Standard-2, the Resolution shall be deemed to have been passed on the last date specified by the Company for receipts of duly completed E-Voting i.e.09<sup>th</sup> July, 2022 in the event, the proposed Resolution is assented to by the requisite majority of shareholders.

### **23. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming meeting will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing meeting through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the meeting will be provided by CDSL.
3. The Members can join the meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this meeting. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the meeting through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the meeting has been uploaded on the website of the Company at [www.milkfoodltd.com](http://www.milkfoodltd.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The meeting Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the meeting) i.e. [www.evotingindia.com](http://www.evotingindia.com).

### **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:**

- Step 1** : Access through Depositories CDSL/NSDL remote e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The remote e-voting period begins on **06<sup>th</sup> July, 2022 at 9.00 a.m. and ends on 08<sup>th</sup> July, 2022 at 5.00**



**p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **29<sup>th</sup> June, 2022** being the **cut-off date** (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for remote e-voting thereafter.

- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on remote e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will</li> </ol>

	<p>authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; e-voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth(DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for Milkfood Limited on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - d) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - f) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@milkfoodltd.com](mailto:info@milkfoodltd.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the Meeting is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the Meeting.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at-least **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the Meeting but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the Meeting.
10. If any Votes are cast by the shareholders through the e-voting available during the Meeting and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to RTA email id: **rta@alankit.com**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending meeting & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 22 55 33.



**FORM NO. CAA. 2**

**[PURSUANT TO SECTION 230(3) AND RULE 6 AND 7 OF THE COMPANIES  
(COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016]**

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,  
CHANDIGARH BENCH, CHANDIGARH**

**COMPANY APPLICATION NO. CA (CAA) 44 (CHD)(PB) OF 2021**

**IN THE MATTER OF:**

**THE SCHEME OF AMALGAMATION OF:**

**Triputi Infrastructure Private Limited**

with its registered office at  
Sood's Niwas Ranbir Marg, Patiala, Punjab - 147001  
PAN: AAECT7480N  
CIN: U70101PB2011PTC049856

**...TRANSFEROR COMPANY/ APPLICANT COMPANY NO. 1**

**WITH**

**Milkfood Limited**

with its registered office at  
Bahadurgarh, District Patiala, Punjab - 147021  
PAN: AAACM5913B  
CIN: L15201PB1973PLC003746

**...TRANSFeree COMPANY/ APPLICANT COMPANY NO. 2**

**NOTICE CONVENING THE MEETING OF SECURED CREDITORS OF THE TRANSFeree COMPANY**

**To  
The Secured Creditors of Milkfood Limited**

**NOTICE** is hereby given that by an Order dated 13<sup>th</sup> May 2022 (the "**Order**"), the Hon'ble National Company Law Tribunal, Chandigarh ("**NCLT**") has directed a meeting to be held of the Secured Creditors of Milkfood Limited the "Transferee Company" for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Milkfood Limited ("**Applicant Company 2**" or "**Transferee Company**" or "**Company**") and Triputi Infrastructure Private Limited ("**Applicant Company 1**" or "**Transferor Company**") and their respective Shareholders and creditors ("**Scheme**"). In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of the Secured Creditors of the Transferee Company will be held through video conferencing / other audio-visual means ("**VC/OAVM**") on **Saturday, 9<sup>th</sup> July, 2022 at 10:30 AM (IST)** (10:30 hours) at which time you are requested to attend. At the meeting, the following resolution will be considered and if thought fit, be passed, with or without modification(s):

- 1. To consider and, if thought fit, to pass, the following resolution with specific majority as provided under sections 230 to 232 of the Companies Act, 2013 and other applicable provisions:**

***"RESOLVED THAT** pursuant to the provisions of Section 230 read with section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the rules, circulars, and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable and in accordance with the Memorandum of Association of the company, the Securities and Exchange Board of India Circular No CFD/DIL3/CIR/2017/21 dated 10th March 2017, the observation letters issued by BSE Limited dated 28<sup>th</sup> May, 2021 and subject to approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench ('NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary*

*and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution) and subject to consent of the creditors of the Company, the consent of the members of the company be and is hereby accorded for the approval of proposed Scheme of Amalgamation between Triputi Infrastructure Private Limited ("the Transferor Company") with Milkfood Limited ("the Transferee Company") and their Respective Creditors & Shareholders("as per the scheme")*

**RESOLVED FURTHER THAT** the scheme providing for Amalgamation between Triputi Infrastructure Private Limited ("the Transferor Company") with Milkfood Limited ("the Transferee Company") with effect from "Appointed date" as defined in the Scheme and also providing for various other matters connected with and/or consequential to and/or incidental thereof, submitted to this meeting, would be advantageous and beneficial to the Company and all stakeholders and that the terms thereof being fair and reasonable be and hereby approved, subject to such changes / alterations / amendments / modifications as may be required or considered necessary or expedient in pursuance of orders, if any, of NCLT or otherwise."

**TAKE FURTHER NOTICE** that each Secured Creditor can opt for only one mode of voting, i.e., (a) remote e-voting, or (b) e-voting during the Meeting through video conferencing / other audio-visual means ("**VC/OAVM**") to be held on **Saturday, 9<sup>th</sup> July 2022 at 10:30 AM (IST)** (10:30 hours), as arranged by CDSL on behalf of the Company. If the creditors opt for remote e-voting, they will nevertheless be entitled to attend and participate in the Meeting but will not be entitled to vote again during the Meeting and the e-voting facility at the Meeting will be disabled for creditors who have already cast their votes through remote e-voting, prior to the Meeting.

Facility of remote e-voting will be available during the prescribed time period. Accordingly, Secured Creditors can vote through remote electronic means (without attending the meeting) instead of voting in the Secured Creditors' meeting.

**TAKE FURTHER NOTICE** that since this Meeting will be held through VC/OAVM, physical attendance of the Secured Creditors has been dispensed with. Accordingly, the facility for appointment of proxies by Secured Creditor as prescribed under Section 105 of the Companies Act will not be available for the said Meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

A copy of this notice and the accompanying documents will be placed on the Company's website [www.milkfoodltd.com](http://www.milkfoodltd.com). The Company is required to furnish a copy of the Scheme free of charge on all working days, from the registered office of the Company between 10:00 A.M. to 5:00 P.M. within one day of any requisition of the Scheme being made by the Secured Creditor to the Company by e-mail at [info@milkfoodltd.com](mailto:info@milkfoodltd.com). A recorded transcript of the meeting shall also be made available on the website of the Company as soon as possible. At least one independent director of the Company and/ or the auditor (or his authorized representative who is qualified to be an auditor) of the Company shall be attending the Meeting through VC/OAVM.

**TAKE FURTHER NOTICE** Hon'ble NCLT has appointed Justice Ranjit Singh (Retd.) as Chairman, Mr. Manuj Nagrath, Advocate as Alternate Chairman and Mr. P.D. Sharma, practicing Company Secretary as scrutinizer of the said meeting of Secured Creditors of the Transferee Company.

Further the results of the Meeting shall be announced within two days working days of the conclusion of the Meeting upon receipt of Scrutinizer's report and the same shall be displayed on the website of the Company ([www.milkfoodltd.com](http://www.milkfoodltd.com)) and on the website of CDSL([www.cdslindia.com](http://www.cdslindia.com)), being the agency appointed by the Company to provide the e-voting facility to the creditors, as aforesaid. Further, as per the order dated May 13, 2022, Hon'ble Chairman will submit its report within 7 days of the conclusion of the meeting.

The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent approval of the Hon'ble Tribunal and such other approvals, permissions, and sanctions of regulatory or other authorities, as may be necessary

**Dated: 6<sup>th</sup> day of June 2022**  
**Place: Patiala**

**Sd/-**  
**(Gita Bawa)**  
**Authorised Representative of Transferee Company**

**NOTES:**

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Chandigarh (“**Tribunal**” or “**NCLT**”) vide its Order dated May 13, 2022 (“**Order**”), the meeting of the Secured Creditors of the Company (“**Meeting**”) is being conducted through Video Conferencing/ other audio-visual means (“**VC/OAVM**”) facility to transact the business set out in the Notice convening this Meeting. Accordingly, the facility for appointment of proxies by the Secured Creditors will not be available for the Meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The proceedings of the Meeting would be deemed to have been conducted at the registered office of the Company.
2. In view of COVID-19 pandemic, the present meeting is proposed to be convened through Video Conferencing including remote e-voting facility in terms of the Order passed by the Hon'ble National Company Law Tribunal, the circulars and guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013. Facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform which will be available during the meeting.
3. Central Depository Services (India) Limited (“**CDSL**”) is appointed to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner.
4. Secured Creditors, who have not registered their e-mail id, can get the same registered by sending the request to the Company Secretary and the Compliance Officer of the Company at the email ID – [info@milkfoodltd.com](mailto:info@milkfoodltd.com).
5. In case of any difficulty in registering the e-mail id; e-voting or attending the meeting through Video Conferencing, etc., the following persons may be contacted:

<b>Name</b>	<b>Mobile No. and e-mail</b>
<b>Mr. Rakesh Kumar Thakur</b> <b>Company Secretary &amp; Compliance</b> <b>Officer Milkfood Limited</b>	5 <sup>th</sup> Floor, Bhandari House, 91, Nehru Place, New Delhi-110019 Email: <a href="mailto:info@milkfoodltd.com">info@milkfoodltd.com</a> Mobile No. +91-9899792212

6. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the creditors at the registered office of the Transferee Company between 10.00 A.M. to 5.00 P.M. on all working days (Monday to Friday) up to the date of the meeting.
7. The Secured Creditors by 30.06.2021, being the cut-off date as recorded in the Hon'ble NCLT order dated 13<sup>th</sup> May, 2022, which are 3 in number, amount of Rs. 66,03,35,840/- and the list is as filed with Hon'ble NCLT at the time of filing the first motion application, will only be entitled to exercise their right to vote on the above resolution and will be allowed to attend the meeting of Secured Creditors through Video Conferencing and vote through e-voting system.
8. The Institutional/Corporate Secured Creditors (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation, etc., authorising its representative to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at: [-info@milkfoodltd.com](mailto:info@milkfoodltd.com).
9. Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.
10. Voting may be made through remote e-voting (without attending the meeting) which will be available during the prescribed time period before the meeting (as given below); or through e-voting platform which will be available during the meeting:

Commencement of remote e-voting	<b>Wednesday, 6<sup>th</sup> July, 2022 at 9:00 A.M. IST</b>
End of remote e-voting	<b>Friday, 8<sup>th</sup> July, 2022 at 5:00 P.M. IST</b>

11. All the Secured Creditors will be entitled to attend the meeting through Video Conferencing. However, the Secured Creditors who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting.

12. The notice convening the said meeting will be published through advertisement in (i) Financial Express (All India Edition) in the English language; and (ii) translation thereof in Jansatta (All India Edition) in Hindi language.
13. The quorum of the Meeting of the Secured Creditors of the Company shall be 2 in number or 40% in value of the Secured Creditors debt as standing on 30.06.2021 in the books of Milkfood Ltd. in terms of the list filed with Hon'ble NCLT. The Secured Creditors attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act. In case the above stated quorum is not present at the Meeting, the Meeting shall be adjourned for half an hour, thereafter, the Secured creditors present shall be deemed to constitute the quorum.
14. As directed by Hon'ble NCLT, Mr. P.D. Sharma, Practising Company Secretary, shall act as the Scrutinizer to scrutinize votes cast during the meeting. The scrutinizer shall make a Scrutinizer's Report of the total votes cast in favour and against the resolution and invalid votes, if any, to the Chairman of the meeting, in writing and submit a report within two working days on votes cast in terms of the order of Hon'ble NCLT.
15. The result of the voting shall be reported to the Hon'ble NCLT by the Ld. Chairman of the meeting in writing upon receipt of the Scrutinizer's Report within 7(Seven) days from the conclusion of the meeting, i.e. by 16.07.2022
16. Notice of the meeting, Explanatory Statement and other documents are also being placed on the following website(s):

Milkfood Limited	BSE Ltd
<a href="http://www.milkfoodltd.com">www.milkfoodltd.com</a>	<a href="http://www.bseindia.com">www.bseindia.com</a>

17. The Scheme shall be considered approved by the Secured Creditors of the Company if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the Secured Creditors voting at the Meeting through VC/OAVM, in terms of the provisions of Sections 230 to 232 of the Companies Act.

**Encl.: As above**

#### **PROCEDURE FOR E-VOTING:**

#### **REMOTE E-VOTING INSTRUCTIONS FOR SECURED CREDITORS**

1. In view of COVID-19 pandemic, the present meeting is proposed to be convened through Video Conferencing in terms of the Order passed by the Hon'ble National Company Law Tribunal, the Guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013, if any. Facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform which will be available during the meeting.
2. Central Depository Services (India) Limited (CDSL) is appointed to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner.
3. Only Secured Creditors of the Company may attend the meeting of Secured Creditors through Video Conferencing and vote through e-voting system.
4. Please take note that since the meeting is proposed to be held through Video Conferencing, option of attending the meeting through proxy is not applicable/available.
5. Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.
6. All the Secured Creditors will be entitled to attend the meeting through Video Conferencing. However, the Secured Creditors who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting.
7. Secured Creditors attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum

**Kindly follow the instructions for Secured Creditors' Remote voting electronically provided as under.**

- i. The voting period begins on **Wednesday, 6<sup>th</sup> July, 2022** from 9 A.M and ends on **Friday, 8<sup>th</sup> July, 2022** at 5 P.M. The remote e-voting module shall be disabled for voting thereafter.
- ii. Voters should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iii. Click on Members.
- iv. Enter your User ID as **XXXXXXXXXX**
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. Enter your password as **XXXXXXXX**
- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Select the EVSN of **<<Company name as registered in the e-Voting system (www.evotingindia.com)>>** on which you choose to vote.
- ix. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

**INSTRUCTIONS FOR SECURED CREDITORS ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. Creditors will be provided with a facility to attend the Meeting through VC/OAVM through the CDSL e-Voting system. Creditors may access the same using Remote voting credential & process mentioned above. The link for VC/OAVM will be available after successful login where the EVSN of Company will be displayed.
2. Creditors are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further Creditors will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**INSTRUCTIONS FOR SECURED CREDITORS FOR E-VOTING DURING THE MEETING ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the meeting is same as the instructions mentioned above for Remote e-voting.
2. Only those Creditors, who are present in the meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the meeting.
3. If any Votes are cast by the Creditors through the e-voting available during the meeting and if the same Creditors have not participated in the meeting through VC/ OAVM facility, then the votes cast by such Creditors shall be



considered invalid as the facility of e-voting during the meeting is available only to the Creditors attending the meeting.

- 4. Creditors who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the meeting.

If you have any queries or issues regarding attending meeting & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33

Or

For any other queries, contact company official:

Name	Mobile No. and e-mail
<b>Mr. Rakesh Kumar Thakur</b> <b>Company Secretary &amp; Compliance</b> <b>Officer Milkfood Limited</b>	5 <sup>th</sup> Floor, Bhandari House, 91, Nehru Place, New Delhi-110019 Email: <a href="mailto:info@milkfoodltd.com">info@milkfoodltd.com</a> Mobile No. +91-9899792212

**FORM NO. CAA. 2**

**[PURSUANT TO SECTION 230(3) AND RULE 6 AND 7 OF THE COMPANIES  
(COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016]**

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,  
CHANDIGARH BENCH, CHANDIGARH**

**COMPANY APPLICATION NO. CA (CAA) 44 (CHD)(PB) OF 2021**

**IN THE MATTER OF:**

**THE SCHEME OF AMALGAMATION OF:**

**Triputi Infrastructure Private Limited**

with its registered office at

Sood's Niwas Ranbir Marg, Patiala, Punjab - 147001

PAN: AAECT7480N

CIN: U70101PB2011PTC049856

**...TRANSFEROR COMPANY/ APPLICANT COMPANY NO. 1**

**WITH**

**Milkfood Limited**

with its registered office at

Bahadurgarh, District Patiala, Punjab - 147021

PAN: AAACM5913B

CIN: L15201PB1973PLC003746

**...TRANSFeree COMPANY/ APPLICANT COMPANY NO. 2**

**NOTICE CONVENING THE MEETING OF UNSECURED CREDITORS OF THE TRANSFeree COMPANY**

**To**

**The Unsecured Creditors of**

**Milkfood Limited**

**NOTICE** is hereby given that by an Order dated 13<sup>th</sup> May 2022 (the "**Order**"), the Hon'ble National Company Law Tribunal, Chandigarh ("**NCLT**") has directed a meeting to be held of the Unsecured Creditors of Milkfood Limited the "**Transferee Company**" for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Milkfood Limited ("**Applicant Company 2**" or "**Transferee Company**" or "**Company**") and Triputi Infrastructure Private Limited ("**Applicant Company 1**" or "**Transferor Company**") and their respective Shareholders and Creditors ("**Scheme**"). In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of the Unsecured Creditors of the Transferee Company will be held through video conferencing / other audio-visual means ("**VC/OAVM**") on **Saturday, 9<sup>th</sup> July, 2022 at 11:30 AM (IST)** (11:30 hours) at which time you are requested to attend. At the meeting, the following resolution will be considered and if thought fit, be passed, with or without modification(s):

- 1. To consider and, if thought fit, to pass, the following resolution with specific majority as provided under sections 230 to 232 of the Companies Act, 2013 and other applicable provisions:**

***"RESOLVED THAT** pursuant to the provisions of Section 230 read with section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the rules, circulars, and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable and in accordance with the Memorandum of Association of the company, the Securities and Exchange Board of India Circular No CFD/DIL3/CIR/2017/21 dated 10th March 2017, the observation letters issued by BSE Limited dated 28<sup>th</sup> May, 2021 and subject to approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench ('NCLT') and subject*

*to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution) and subject to consent of the creditors of the Company, the consent of the members of the company be and is hereby accorded for the approval of proposed Scheme of Amalgamation between Triputi Infrastructure Private Limited ("the Transferor Company") with Milkfood Limited ("the Transferee Company") and their Respective Creditors & Shareholders("as per the scheme")*

**RESOLVED FURTHER THAT** the scheme providing for Amalgamation between Triputi Infrastructure Private Limited ("the Transferor Company") with Milkfood Limited ("the Transferee Company") with effect from "Appointed date" as defined in the Scheme and also providing for various other matters connected with and/or consequential to and/or incidental thereof, submitted to this meeting, would be advantageous and beneficial to the Company and all stakeholders and that the terms thereof being fair and reasonable be and hereby approved, subject to such changes / alterations / amendments / modifications as may be required or considered necessary or expedient in pursuance of orders, if any, of NCLT or otherwise."

**TAKE FURTHER NOTICE** that each Unsecured Creditor can opt for only one mode of voting, i.e., (a) remote e-voting, or (b) e-voting during the Meeting through video conferencing / other audio-visual means ("**VC/OAVM**") to be held on **Saturday, 9<sup>th</sup> July 2022 at 11:30 AM (IST)** (11:30 hours), as arranged by CDSL on behalf of the Company. If the creditors opt for remote e-voting, they will nevertheless be entitled to attend and participate in the Meeting but will not be entitled to vote again during the Meeting and the e-voting facility at the Meeting will be disabled for creditors who have already cast their votes through remote e-voting, prior to the Meeting.

Facility of remote e-voting will be available during the prescribed time period. Accordingly, Unsecured Creditors can vote through remote electronic means (without attending the meeting) instead of voting in the Unsecured Creditors' meeting.

**TAKE FURTHER NOTICE** that since this Meeting will be held through VC/OAVM, physical attendance of the Unsecured Creditors has been dispensed with. Accordingly, the facility for appointment of proxies by Unsecured Creditor as prescribed under Section 105 of the Companies Act will not be available for the said Meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

A copy of this notice and the accompanying documents will be placed on the Company's website [www.milkfoodltd.com](http://www.milkfoodltd.com). The Company is required to furnish a copy of the Scheme free of charge on all working days, from the registered office of the Company between 10:00 a.m. to 5:00 p.m. within one day of any requisition of the Scheme being made by the Unsecured Creditor to the Company by e-mail at [info@milkfoodltd.com](mailto:info@milkfoodltd.com). A recorded transcript of the meeting shall also be made available on the website of the Company as soon as possible. At least one independent director of the Company and/ or the auditor (or his authorized representative who is qualified to be an auditor) of the Company shall be attending the Meeting through VC/OAVM.

**TAKE FURTHER NOTICE** Hon'ble NCLT has appointed Justice Ranjit Singh (Retd.) as Chairman, Mr. Manuj Nagrath, Advocate as Alternate Chairman and Mr. P.D. Sharma, practicing Company Secretary as scrutinizer of the said meeting of Unsecured Creditors of the Transferee Company.

Further the results of the Meeting shall be announced within two days working days of the conclusion of the Meeting upon receipt of Scrutinizer's report and the same shall be displayed on the website of the Company ([www.milkfoodltd.com](http://www.milkfoodltd.com)) and on the website of CDSL ([www.cdslindia.com](http://www.cdslindia.com)), being the agency appointed by the Company to provide the e-voting facility to the creditors, as aforesaid. Further, as per the order dated May 13, 2022, Hon'ble Chairman will submit its report within 7 days of the conclusion of the meeting.

The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent approval of the Hon'ble Tribunal and such other approvals, permissions, and sanctions of regulatory or other authorities, as may be necessary.

**Dated: 6<sup>th</sup> day of June 2022**  
**Place: Patiala**

**Sd/-**  
**(Gita Bawa)**  
**Authorised Representative of Transferee Company**

**NOTES:**

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Chandigarh ("**Tribunal**" or "**NCLT**") vide its Order dated May 13, 2022 ("**Order**"), the meeting of the Unsecured Creditors of the Company ("**Meeting**") is being conducted through Video Conferencing/ other audio-visual means ("**VC/OAVM**") facility to transact the business set out in the Notice convening this Meeting. Accordingly, the facility for appointment of proxies by the Unsecured Creditors will not be available for the Meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The proceedings of the Meeting would be deemed to have been conducted at the registered office of the Company.
2. In view of COVID-19 pandemic, the present meeting is proposed to be convened through Video Conferencing including remote e-voting facility in terms of the Order passed by the Hon'ble National Company Law Tribunal, the circulars and guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013. Facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform which will be available during the meeting.
3. Central Depository Services (India) Limited ("**CDSL**") is appointed to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a Secured manner.
4. Unsecured Creditors, who have not registered their e-mail id, can get the same registered by sending the request to the Company Secretary and the Compliance Officer of the Company at the email ID - [info@milkfoodltd.com](mailto:info@milkfoodltd.com).
5. In case of any difficulty in registering the e-mail id; e-voting or attending the meeting through Video Conferencing, etc., the following persons may be contacted:

<b>Name</b>	<b>Mobile No. and e-mail</b>
<b>Mr. Rakesh Kumar Thakur Company Secretary &amp; Compliance Officer Milkfood Limited</b>	5th Floor, Bhandari House, 91, Nehru Place, New Delhi-110019 Email: <a href="mailto:info@milkfoodltd.com">info@milkfoodltd.com</a> Mobile No. +91-9899792212

6. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Creditors at the registered office of the Transferee Company between 10.00 a.m. to 5.00 p.m. on all working days (Monday to Friday) up to the date of the meeting.
7. The Unsecured Creditors by 30.06.2021, being the cut-off date as recorded in the Hon'ble NCLT order dated 13th May, 2022, which are 202 in number, amount of Rs. 1,11,16,84,828/- and the list is as filed with Hon'ble NCLT at the time of filing the first motion application, will only be entitled to exercise their right to vote on the above resolution and will be allowed to attend the meeting of Unsecured Creditors through Video Conferencing and vote through e-voting system.
8. The Institutional/Corporate Unsecured Creditors (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation, etc., authorising its representative to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at: -[info@milkfoodltd.com](mailto:info@milkfoodltd.com).
9. Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.
10. Voting may be made through remote e-voting (without attending the meeting) which will be available during the prescribed time period before the meeting (as given below); or through e-voting platform which will be available during the meeting:

Commencement of remote e-voting	<b>Wednesday, 6th July, 2022 at 9:00 A.M. IST</b>
End of remote e-voting	<b>Friday, 8th July, 2022 at 5:00 P.M. IST</b>

11. All the Unsecured Creditors will be entitled to attend the meeting through Video Conferencing. However, the Unsecured Creditors who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting.

12. The notice convening the said meeting will be published through advertisement in (i) Financial Express (All India Edition) in the English language; and (ii) translation thereof in Jansatta (All India Edition) in Hindi language.
13. The quorum of the Meeting of the Unsecured Creditors of the Transferee Company shall be 81 in number or 40% in value of the Unsecured Creditors debt as standing on 30.06.2021 in the books of Milkfood Ltd. in terms of the list filed with Hon'ble NCLT. The Unsecured Creditors attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act. In case the above stated quorum is not present at the Meeting, the Meeting shall be adjourned for half an hour, thereafter, the Unsecured Creditors present shall be deemed to constitute the quorum.
14. As directed by Hon'ble NCLT, Mr. P.D. Sharma, Practising Company Secretary, shall act as the Scrutinizer to scrutinize votes cast during the meeting. The scrutinizer shall make a Scrutinizer's Report of the total votes cast in favour and against the resolution and invalid votes, if any, to the Chairman of the meeting, in writing and submit a report within two working days on votes cast in terms of the order of Hon'ble NCLT.
15. The result of the voting shall be reported to the Hon'ble NCLT by the Ld. Chairman of the meeting in writing upon receipt of the Scrutinizer's Report within 7(Seven) days from the conclusion of the meeting, i.e. by 16.07.2022.
16. Notice of the meeting, Explanatory Statement and other documents are also being placed on the following website(s):

Milkfood Limited	<a href="http://www.milkfoodltd.com">www.milkfoodltd.com</a>
BSE Ltd	<a href="http://www.bseindia.com">www.bseindia.com</a>

17. The Scheme shall be considered approved by the Unsecured Creditors of the Company if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the Unsecured Creditors voting at the Meeting through VC/OAVM, in terms of the provisions of Sections 230 to 232 of the Companies Act.

**Encl.: As above**

## **PROCEDURE FOR E-VOTING:**

### **REMOTE E-VOTING INSTRUCTIONS FOR UNSECURED CREDITORS**

1. In view of COVID-19 pandemic, the present meeting is proposed to be convened through Video Conferencing in terms of the Order passed by the Hon'ble National Company Law Tribunal, the Guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013, if any. Facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform which will be available during the meeting.
2. Central Depository Services (India) Limited (CDSL) is appointed to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner.
3. Only Unsecured Creditors of the Company may attend the meeting of Unsecured Creditors through Video Conferencing and vote through e-voting system.
4. Please take note that since the meeting is proposed to be held through Video Conferencing, option of attending the meeting through proxy is not applicable/available.
5. Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.
6. All the Unsecured Creditors will be entitled to attend the meeting through Video Conferencing. However, the Unsecured Creditors who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting.
7. Unsecured Creditors attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum



**Kindly follow the instructions for Unsecured Creditors' Remote voting electronically provided as under.**

- i. The voting period begins on **Wednesday, 6<sup>th</sup> July, 2022** from 9 A.M and ends on **Friday, 8<sup>th</sup> July, 2022** at 5 P.M. The remote e-voting module shall be disabled for voting thereafter.
- ii. Voters should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iii. Click on Members.
- iv. Enter your User ID as **XXXXXXXXXX**
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. Enter your password as **XXXXXXXXXX**
- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Select the EVSN of **<<Company name as registered in the e-Voting system (www.evotingindia.com)>>** on which you choose to vote.
- ix. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

**INSTRUCTIONS FOR UNSECURED CREDITORS ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. Creditors will be provided with a facility to attend the Meeting through VC/OAVM through the CDSL e-Voting system. Creditors may access the same using Remote voting credential & process mentioned above. The link for VC/OAVM will be available after successful login where the EVSN of Company will be displayed.
2. Creditors are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further Creditors will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
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**INSTRUCTIONS FOR UNSECURED CREDITORS FOR E-VOTING DURING THE MEETING ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the meeting is same as the instructions mentioned above for Remote e-voting.
2. Only those Creditors, who are present in the meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the meeting.
3. If any Votes are cast by the Creditors through the e-voting available during the meeting and if the same Creditors have not participated in the meeting through VC/ OAVM facility, then the votes cast by such Creditors shall be

considered invalid as the facility of e-voting during the meeting is available only to the Creditors attending the meeting.

4. Creditors who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the meeting.

If you have any queries or issues regarding attending meeting & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.

Or

For any other queries, contact company official

Name	Mobile No. and e-mail
<b>Mr. Rakesh Kumar Thakur</b> <b>Company Secretary &amp; Compliance</b> <b>Officer Milkfood Limited</b>	5th Floor, Bhandari House, 91, Nehru Place, New Delhi-110019 Email: <a href="mailto:info@milkfoodltd.com">info@milkfoodltd.com</a> Mobile No. +91-9899792212