

**NOTICE OF EXTRAORDINARY  
GENERAL MEETING  
OF  
KMG MILK FOOD LIMITED**

**KMG MILK FOOD LIMITED**  
CIN: L15201HR1999PLC034125  
Regd. Office: 9<sup>th</sup> K.M. Stone, Pipli to Ambala N.H. 1 G.T. Road Village Masana Distt.  
Kurukshetra 136118 (Haryana)  
[www.kmgmilkfood.com](http://www.kmgmilkfood.com), email: [compliances.kmg@gmail.com](mailto:compliances.kmg@gmail.com)

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**NOTICE**

Notice is hereby given that the Extraordinary General Meeting (“EGM”) of the Members of M/s KMG MILK FOOD Limited will be held on Thursday, the 04<sup>th</sup> day of April, 2024 at 11:30 a.m. at Registered Office of the Company at 9<sup>th</sup> K.M. Stone, Pipli to Ambala N.H. 1 G.T. Road Village Masana Distt. Kurukshetra 136118 (Haryana) to transact the following business:

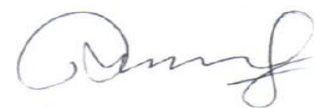
**SPECIAL BUSINESS:**

- 1. To consider and if thought fit, to pass, the following Resolution as an SPECIAL RESOLUTION for Appointment of Mr. Vinod Poudyal as Non Executive Independent Director of the Company.**

“**RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, the appointment of Mr. Vinod Poudyal (DIN: 08753902) **Registration No. IDDB-NR-202403-056675** as a Non-Executive Independent Director of the Company, to hold w.e.f. 13/03/2024 to hold office till the conclusion of the next Annual General Meeting, not liable to retire by rotation, on such remuneration as may be fixed by the Board of Directors from time to time, reimbursement of expenses for participation in the meetings of the Board and/or Committees and/or general meetings in terms of applicable provisions of the Companies Act, 2013 as determined by the board and/or committee from time to time, is hereby approved.”

“**RESOLVED FURTHER THAT** any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies for the time being be and are hereby severally authorised to sign the certified Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**By Order of the Board  
For KMG MILK FOOD Limited**



**Date: 13.03.2024  
Place: Kurukshetra**

**(Basudev Garg)  
Whole-Time- Director  
DIN: 00282038**

## Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. PROXY IN FORM NO MGT-11 TO BE EFFECTIVE SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Member/proxies are required to bring their copy of Attendance Slip send herewith to attend the Extra Ordinary General Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members desiring any information on Accounts are requested to write to the Company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided at the meeting.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting.
7. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm on all working days except holidays. The said Registers will also be available for inspection by the members at the EGM.
8. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under item number 1 is annexed.
9. The Notice is also uploaded on the Company's website <https://www.kmgmilkfood.com/> which may be accessed by the members.
10. The Board of Directors has appointed Mr. Ashish Goyal, Practicing Company Secretary as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act as scrutinizer.
11. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the EGM by Ballot papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within 24 hours from the conclusion of the EGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman or any other Key Managerial Personnel who shall countersign the same and declare the results of the voting within 48 hours of conclusion of Extraordinary General Meeting.

12. The results declared along with the report of Scrutinizer shall be placed on the website of the Company [www.kmgmilkfood.com](http://www.kmgmilkfood.com) and on the website of CDSL immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of the Extraordinary General Meeting.
13. The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of the 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that voting through electronic means is optional.
14. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company at the Registered Office of the Company.
16. Route Map for easy location of Venue of Extraordinary General Meeting General Meeting is attached herewith the Notice of Extraordinary General Meeting.

1. Voting through electronic means:

❖ **The Instructions for Shareholders for Remote E-Voting are as under:**

- (i) The voting period begins on Monday, 1st April, 2024 at 10:00 a.m. and ends on Wednesday, 03<sup>rd</sup> April, 2024 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 28<sup>th</sup> March, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first-time user follow the steps given below:

|   | <b>For Shareholders holding shares in Demat Form and Physical Form</b>  |
|---|---|
| PAN   | <p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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) | <p>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.</p> <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 as mentioned in instruction (v).</li> </ul> |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company, KMG MILK FOOD Limited which is 230907046 on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**(xx) Note for Non – Individual Shareholders and Custodians –Remote Voting**


- 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.
- 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).
- 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.
- 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.
- 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.
- 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; [rajevoswal@yahoo.com](mailto:rajevoswal@yahoo.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Bhavesh Pimputkar (022- 23058543) or Mr. Anand Tirodkar (022- 23058615) or Mr. Deborshi Choudhury (022- 23058634) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th 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 022-23058542/43.

**Date: 13.03.2024**  
**Place:Kurukshehra**

By Order of the Board  
**For KMG MILK FOOD Limited**



**(Basudev Garg)**  
**Whole-Time- Director**  
**DIN: 00282038**

**Explanatory Statement**  
**[Pursuant to Section 102 of Companies Act, 2013]**

**ITEM NO.: 1**

Appointment of Mr. Vinod Poudyal as a Non-Executive Independent Director of the Company

The Board of Directors vide Resolution adopted on 14<sup>th</sup> November, 2022, appointed Mr. Vinod Poudyal (DIN: 08753902) as an Additional Director of the Company, pursuant to Sections 149, 152, 161 read with Schedule IV and other applicable provisions of the Act.

In terms of Section 149 and other applicable provisions of the Act and Rules made thereunder, the proposed resolution seeks the approval of members for the appointment of Mr. Vinod Poudyal as a Non-Executive Independent Director upto the date of Next Annual General meeting not liable to retire by rotation.

The Company has received consent from Mr. Vinod Poudyal to act as a Director and declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and also a declaration under Section 164 of the Act that he is not disqualified from being appointed as a Director.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Vinod Poudyal for the office of Independent Director, to be appointed under Section 149 of the Act.

Mr. Vinod Poudyal, in the opinion of the Board, is a person of integrity and possesses the relevant expertise and experience. Further, in the opinion of the Board of Directors, Mr. Vinod Poudyal, the Independent Director, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the management and his appointment as an Independent Director would be beneficial to the company and this will enable the Board to discharge its functions and duties effectively.

A copy of the letter of appointment of Mr. Vinod Poudyal as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours.


The Board recommends the Ordinary Resolution set forth in the notice (Item No. 1) for approval by the shareholders.

**Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives:**

None of the Directors/Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

Other details as required under Secretarial Standards on General Meetings (SS-2) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished separately, which form part of this statement.

**By Order of the Board  
For KMG MILK FOOD LIMITED**



**(Basudev Garg)  
Whole-Time Director  
DIN: 00282038**

**Date: 13.03.2024  
Place: Kurukshetra**



**Proxy Form**  
**FORM NO. MGT-11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

|  |
|--|
| Name of the member (s): .....                          |
| Registered address: .....                              |
| E-mail ID: .....Folio No/ Client ID: .....DP ID: ..... |

I/We, being the member(s) holding ..... shares of the above-named Company, hereby appoint

- 1.** Name: ..... Address: .....  
 E-mail Id: ..... Signature:....., or failing him,  
**2.** Name: ..... Address: .....  
 E-mail Id: ..... Signature:....., or failing him,  
**3.** Name: ..... Address: .....  
 E-mail Id: ..... Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary **General Meeting** of the company to be held on **Thursday, the 04<sup>th</sup> day of April, 2024, at 11.30 A.M.**, at the Registered Office of the Company at **9<sup>th</sup> k.m. Stone, Pipli to Ambala, G.T. Road, Village Masana, Distt. Kurukshetra-136118, Haryana** and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.:**

| S. No.    | Particulars of Resolution  | For | Against |
|-----------|--|-----|---------|
| <b>1.</b> | Appointment of Mr. Vinod Poudyal as a Non-Executive Independent Director |     |         |

Signed this.....day of..... 20.....  
 Signature of shareholder .....  
 Signature of Proxy holder(s) .....

|                              |
|------------------------------|
| Affix Revenue Stamp of Re. 1 |
|------------------------------|

**Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. 2. A proxy need not be a member of the Company. 3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.**

**KMG Milk Food Limited**

CIN: L15201HR1999PLC034125

Regd. Office: 9<sup>th</sup> k.m. Stone, Pipli to Ambala, N.H. 1, G.T. Road Village Masana Distt. Kurukshetra-136118,  
Haryana

Tel: 01744-279452, Fax: 01744-279453

Website: [www.kmgmilkfood.com](http://www.kmgmilkfood.com), Email: [compliances.kmg@gmail.com](mailto:compliances.kmg@gmail.com)

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**ATTENDANCE SLIP**

**Extra Ordinary General Meeting on Thursday, the 04<sup>th</sup> day of April, 2024, at 11:30 a.m.**

(This attendance slip duly filled in, to be handed over at the meeting)

Day: .....

Date: .....

Time: .....

Place: .....

Member's Folio No.: .....

DP ID: .....

No of shares Hold: .....

Client ID: .....

Name & address of the member (In Block letters): .....

Name of Proxy(s) (in Block Letters): .....

(To be filled only when shareholder has to appoint a proxy)

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on **Thursday, the 04<sup>th</sup> day of April, 2024, at 11:30 a.m.**, at the Registered Office of the Company at **9<sup>th</sup> k.m. Stone, Pipli to Ambala, G.T. Road, Village Masana, Distt. Kurukshetra-136118, Haryana.**

.....

Signature of Shareholder/Proxy

(To be signed at the time of handing over this slip)

Route Map for Extra-Ordinary Meeting (EGM) of the Company to be held on Thursday , the 04<sup>th</sup> day of April, 2024, at 11:30 A.M., at the Registered Office of the Company at **9<sup>th</sup> k.m. Stone, Pipli to Ambala, G.T. Road, Village Masana, Distt. Kurukshetra-136118, Haryana**

