

KMG MILK FOOD LIMITED
CIN:L15201HR1999PLC034125
REG. OFFICE: 9th K.M. Stone, Pipli to Ambala, G.T. Road,
Vill. Masana, Distt. Kurukshetra, Haryana - 136 118
Website: www.kmggroup.com, E-mail- Compliances.kmg@gmail.com

Date: 02.09.2022

To,

The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

SUB-Notice of Annual General Meeting (KMG Milk Food Limited) (BSE Scrip Code: 519415)


Dear Sir/Madam,

This is to inform you that 30th Annual General Meeting of the members of the Company will be held on Friday 1:00 P.M. on 30th September, 2022.

The Date of Closure of Register of Members and Share Transfer Books will be closed from Friday, the 23rd Day of September, 2022 to Friday, the 30th day of September, 2022 (both days inclusive) to comply with the requirements of Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Thanking you

For KMG MILK FOOD LIMITED


Preeti Varshney
(Company Secretary)
(ACS-36841)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting of the members of M/s KMG MILK FOOD LIMITED will be held on Friday, the 30th day of September, 2022, at 01:00 PM, at the Registered Office of the Company at 9th K.M. Stone, Pipli to Ambala, G.T. Road, Village Masana, Distt. Kurukshetra, Haryana - 136118 to transact the following business:

ORDINARY BUSINESS:-

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31st, 2022 and the reports of the Board of Directors and Auditors thereon.**

RESOLVED THAT financial statement of the company as on 31st March, 2022, which includes the Balance Sheet as on 31st March, 2022, Profit and Loss Account and Cash Flow Statement of the company for the financial year 2021-2022 along with the Directors' Report and Auditors' Report thereon be and is hereby received, considered, approved and adopted.

- 2. To appoint a Director in place of Mrs. Mithlesh Garg (DIN: 00185942) as Director, who retires by rotation and being eligible, offers herself for re-appointment.**
- 3. Appointment of M/s. (Rajan Gupta & Associates), Chartered Accountants (FRN 005945C) as Statutory Auditors of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 139, 140, 141, 142 and any other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Rajan Gupta & Associates, Chartered Accountants (Firm Registration No.005945C), be and is hereby appointed as the Statutory Auditors of the company, in place of retiring auditors M/s. Manoj & Associates, Chartered Accountants (Firm Registration No. 012867N), to hold office from the conclusion of this 30th Annual General Meeting until the conclusion of the 35th AGM of the members of the company and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on a progressive billing basis to be agreed upon between the Board of Directors and the Auditors."

SPECIAL BUSINESS

- 4. Alteration in the Articles of Association of the Company to Increase the Authorised Capital of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 14 & Section 61(1) (a) of the Companies Act, 2013 ("the Act") and any other applicable provisions of the Act and rules framed thereunder, including any modification(s) thereto or re-enactment(s) thereof for the time being force, subject to the approval of Registrar of Companies, the consent of the members of the company hereby accorded to Alter Articles of Association in the manner herein set out below:

The Existing Clause No. 3 of the Articles of Association be Deleted and Replaced by the following Clause:

The Authorised Share Capital of the Company is Rs. 15,00,00,000/-(Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore and Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten) each with power, to subdivide consolidate and

increase and with power, from time to time, to issue any shares of the original capital with the subject to any preferential, qualified or special rights, privileges or conditions as may be, thought fit and upon the subdivision of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.

RESOLVED FURTHER THAT any director of the company be and is hereby authorized to file the necessary forms with the Registrar of Companies."

5. Alteration in the Memorandum of Association of the Company to Increase the Authorised Capital of the Company.

To Consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED That pursuant to the applicable provisions of Section 13 & Section 61(1) (a) of the Companies Act, 2013 and Articles of Association of the company the Authorised Capital of the company be and is hereby increased from Rs.6,00,00,000/- (Rupees Six Crores) to Rs.15,00,00,000 (Rupees Fifteen Crores) by creation of 90,00,000 Equity shares of Rs. 10/- (Rs. Ten) each ranking pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the existing **Clause V** of the Memorandum of Association be substituted by the following **Clause as V**:

‘The Authorised share capital of the company is Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided in to 1,50,00,000 (One Crore and Fifty Lakh) Equity shares of Rs. 10/- (Rs. Ten) each.’

RESOLVED FURTHER THAT any director of the company be and is hereby authorized to file the necessary forms with the Registrar of Companies”

6. Regularisation of Additional Independent Director, Mr. Arun Kumar Sharma, (DIN: 09623795), by appointing him as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arun Kumar Sharma, who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the company by the Board of Directors at its meeting held on 30/05/2022 pursuant to section 161 and 149 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting (AGM) and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the company to hold office for a term of 5 (five) consecutive years commencing from 30/05/2022, whose period of office will not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Regularisation of Additional Director, Mr. Santosh Sharma, (DIN: 09634880), by appointing him as a Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 152, 160 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 19 (4) read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and other applicable laws, Mr. Santosh Sharma (DIN: 09634880), appointed as an Additional Director of the Company with effect from 11th June, 2022, who was appointed by the Board of Directors pursuant to Section 161 (1) of the Act and as recommended by the Nomination and Remuneration Committee and who holds office only up to the date of the ensuing Annual General Meeting of the Company and who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:
9th KM Stone,
Pipli to Ambala,
G.T. Road, Village. Masana
Distt. Kurukshetra
Haryana – 136 118

Dated: 31.08.2022
Place: Kurukshetra (Haryana)

By Order of the Board of Directors
For KMG Milk Food Limited

Sd/-

Basudev Garg
Chairman cum Whole Time Director
DIN: 00282038
R/o: B-2, Friends Colony West, Mathura Road, New
Delhi-110065

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. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN TERMS OF THE ENCLOSED FORM DULY EXECUTED SHOULD REACH THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
2. Copies of the relevant Directors' Report, Auditors' Report, and Financial Statements of the Company are enclosed.
3. The Statement pursuant to section 102 of the Companies Act, 2013 with respect to the special business set out in the notice is annexed.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 23.09.2022 to 30.09.2022 (both days inclusive). Cutoff date for purpose of voting right is 22nd September, 2022.
5. Corporate members are requested to send the Company a duly certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
6. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of Notice/ documents including Annual Report can be sent by e-mail to its members. To support this Green Initiative of the Government in full measure, members are requested to register their e-mail with M/s Skyline Financial Services Private Limited. Your Company sends the Annual Report by electronics mode also.
7. As a measure of economy and a step toward green initiative, Members are requested to bring their copy of Annual Report to the meeting. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
8. 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.
9. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the Registrars and Transfer Agents the details as required in Form SH-13.
10. Members are requested to notify to the Company change in their addresses immediately.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins on **Tuesday 27th September, 2022** at **9.00 A.M** and ends on **Thursday 29th September, 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 the cut-off date **Thursday 22nd September, 2022** 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) 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. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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.

- (iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on 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 above said 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
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<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & 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. 3. If the user is not registered for Easi /Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or

	<p>click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 & 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) 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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• 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.
Dividend Bank Details OR 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">• 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant KMG Milk Food Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 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;

manojfcs@gmail.com, compliance.kmg@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 **Company/RTA email id**.
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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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, 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 or call on 022-23058542/43.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 5.30 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

Details of Directors seeking Appointment/ Re-appointment at the Annual General Meeting

Name of the Director	Mrs. Mithlesh Garg
DIN	00185942
Date of Birth	11.08.1954
Age	68
Date of Appointment	29.09.2014
Qualification	Graduate.
Expertise in Specific functional areas	Good amount of experience in directing the board of various companies.
Directorship held in Other Public Companies as on date	NIL
Committee Positions in KMG Milk Food Limited*	NIL
Committee Positions in Other Public Companies*	NIL
No of Shares held	NIL

*Committee positions of only Audit and Shareholders'/Investors' Grievance Committee included.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the business stated above is annexed hereto

Item No. 4

Keeping in view the future expansion plan of the company it is proposed to increase the Authorised capital of the company from Rs. 6,00,00,000/- (Rupees Six Crores) to Rs.15,00,00,000 (Rupees Fifteen Crores) by creation of 90,00,000 Equity shares of Rs. 10/- (Rs. Ten) each ranking pari-passu with the existing equity shares of the Company.

In terms of provisions of Section 14 & Section 61 (1) (a) of the Companies Act, 2013, the Authorized Share Capital of the Company may be increased with the consent of the members at the General Meeting and **Clause No. '3'** of Articles of Association is required to be altered in terms of Section 14 of the Companies Act, 2013 with the consent of members by passing Special Resolution.

Accordingly the Board recommended the resolution mentioned for member's approval.

None of the Directors are interested in the said resolution except to the extent of their Shareholding (**if any**).

Item No. 5

Keeping in view the future expansion plan of the company it is proposed to increase the Authorised capital of the company from Rs. 6,00,00,000/- (Rupees Six Crores) to Rs.15,00,00,000 (Rupees Fifteen Crores) by creation of 90,00,000 Equity shares of Rs. 10/- (Rs. Ten) each ranking pari-passu with the existing equity shares of the Company.

In terms of provisions of Section 13 & Section 61 (1) (a) of the Companies Act, 2013, the Authorized Share Capital of the Company may be increased with the consent of the members at the General Meeting and **Capital Clause 'V'** of Memorandum of Association is required to be altered in terms of Section 13 of the Companies Act, 2013 with the consent of members by passing Ordinary Resolution.

Accordingly the Board recommended the resolution mentioned for member's approval.

None of the Directors are interested in the said resolution except to the extent of their Shareholding (**if any**).

Item No.6

Mr. Arun Kumar Sharma who has been appointed as an Additional Independent Director of the Company pursuant to the provision of Section 161 and Section 149 of the Companies Act, 2013 with effect from 30th May, 2022 hold office upto the ensuing Annual General Meeting and is eligible for appointment as a Independent Director to hold office for 5 (Five) years. The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their service Directors.

Mr. Arun Kumar Sharma is not disqualified from being appointed as a Director in terms of section 164 and Eligible u/s 149 of the Companies Act, 2013 and Regulation 16 & 25 of SEBI LODR, Regulations, 2015 and has given his consent to act as a Director.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Arun Kumar Sharma as Independent Director of the Company.

Accordingly, the Board recommends the resolution Nos. 6, in relation to appointment of Mr. Arun Kumar Sharma as Director, for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned interested, financial or otherwise, in the resolution.

Item No. 7

Mr. Santosh Sharma who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161 of the Companies Act, 2013 with effect from 11th June, 2022 hold office up to the ensuing Annual General Meeting and is eligible for appointment as a Director. The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their service Directors.

Mr. Santosh Sharma is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Santosh Sharma as Director of the Company.

Accordingly, the Board recommends the resolution Nos. 7, in relation to appointment of Mr. Santosh Sharma as Director, for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned interested, financial or otherwise, in the resolution.

**By Order of the Board of Directors
For KMG Milk Food Limited**

**Sd/-
Basudev Garg
Chairman cum Whole Time Director
DIN: 00282038
R/o: B-2, Friends Colony West,
Mathura Road, New Delhi-110065**

**Dated: 31.08.2022
Place: Kurukshetra (Haryana)**