

KMG MILK FOOD LIMITED
Reg. Office: 9TH K.M. STONE, PIPLI TO AMBALA, N.H. 1, G.T. ROAD
VILLAGE MASANA DISTT. KURUKSHETRA-136118
Ph. 01744-279452 Fax: 01744-279453
Website: www.kmggroup.com E-mail: Compliances.kmg@gmail.com
CIN: L15201HR1999PLC034125

Date: 13.03.2024

To

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

**SUB- Outcome of Board Meeting held on 13th March 2024 - Regulation 30 of the SEBI
(Listing Obligations and Disclosure Requirement) Regulation, 2015 (Scrip Code
519415)**

Dear Sir/Madam

Pursuant to Regulation 30 read with Schedule III Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, separate meeting of the Board of Directors scheduled on 13th March 2024 commenced at 11:30 A.M. and concluded at 2:45 P.M. at the Registered Office of the Company. The Following item in agenda was discussed:

1. Appointment of Internal Auditor for F.Y. 2023-24 and F.Y. 2024-25:

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of CA Prabhash Chand Jha Accountants (ICAI Membership Number 557620) Prop. M/s. P C Jha & Associates, Chartered as Internal Auditors of the Company.

The Board has recommended the same for the approval of shareholders at the Extraordinary General Meeting. The said appointment is pursuant to applicable provisions of the Companies Act 2013 and the SEBI Listing Regulations, 2015. M/s. P C Jha and Associates, Chartered Accountants (ICAI Membership Number 557620) vide their consent letter dated 13th March, 2024, have confirmed their eligibility for appointment.

2. Appointment of Additional Director (Non-Executive Independent Director):

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III to the said Regulations, we wish to inform you that based on the recommendation of Nomination and Remuneration Committee, the Board approved appointment of Mr. Vinod Poudyal S/o Sh. Vishnu Poudyal (DIN: 08753902) **Registration No. IDDB-NR-202403-056675** as an Additional Director till the next Annual general meeting designated as Non-Executive Independent Director, not liable to retire by rotation, subject to approval of the shareholders.

Further, as per the requirement of the Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018 issued by the BSE and NSE respectively, we hereby confirm that Mr. Vinod Poudyal is not debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

3. To Decide the date of Notice of Extraordinary General Meeting for seeking consent of members of the company for the above Referred agenda:
4. The Extraordinary General Meeting of the Company, KMG Milk Food Limited shall be held on Thursday, the 4th day, of April 2024 at 11:30 a.m. at registered office of the Company i.e.9th K.M. Stone Pipli to Ambala N.H. 1 G.T. Road Village Masana Distt Kurukshetra 136118 Haryana ;
5. The e-voting period for the EGM shall commence on Monday, 1st April, 2024 at 10:00 am. and ends on Wednesday, 3rd April, 2024 at 5:00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, 28th March, 2024 (end of day), may cast their vote electronically;
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday , 29th March, 2024 to Thursday, the 04th day of April, 2024 (both days inclusive) for the purpose of Extraordinary General Meeting and;
7. Mr. Ashish Goyal, Proprietor of M/s A. Goyal & Associates and a Company Secretary in WholetimePractice, has been appointed to act as a Scrutinizer for the entire E-voting process (both evoting as well as during the EGM).
8. The Board will engage the Central Depository Services (India) Limited (CDSL) to provide an evoting Facility to all its members in respect of the Extraordinary General Meeting.

You are requested to take the same on your Record.Thanking you

For **M/S KMG MILK FOOD LIMITED**



MR. BASUDEV GARG

Director

DIN-00282038

B-2 Friends Colony West Mathura road New Delhi-110065

Disclosure under Reg. 30 of SEBI (Listing Obligations and Disclosure Requirements), 2015

S. No.	Particulars	Details
1.	Name of the Internal Auditor	M/s. P C Jha & Associates
2.	Reason for change viz. appointment, resignation, removal, death or Company, otherwise	Appointment of Internal Auditor M/s. P C Jha & Associates has appointed as Internal Auditor of Company. CA Prabhash Chand Jha (M.No. 557620) has given his consent to be appointed as Internal Auditor of the Company.
3.	Date of appointment/cessation & term of appointment	The Board has recommended the appointment for the approval of shareholders at the Extraordinary General Meeting. On appointment in Extraordinary General Meeting, M/s. P C Jha & Associates, will hold the office for F.Y. 2023-24 and F.Y. 2024-25 .
4.	Brief Profile	M/s. P C Jha & Associates, has a rich experience in areas like Income Tax, GST, SEBI etc.
5.	Disclosure of relationships between directors	Not Applicable.

Disclosure under Reg. 30 of SEBI (Listing Obligations and Disclosure Requirements), 2015

S. No.	Particulars	Details
1.	Name of the Independent Director	Mr. Vinod Poudyal
2.	Reason for change viz. appointment, resignation, removal, death or Company, otherwise	Appointment of Mr. Vinod Poudyal (DIN: 08753902) as an Additional Director designated as Non-Executive Independent Director
3.	Date of appointment/cessation & term of appointment	Mr. Vinod Poudyal has been appointed as an Additional Director w.e.f. 13/03/2024 till the next ANNUAL general meeting designated as Non Executive Independent Director, not liable to retire by rotation, , subject to approval of the shareholders.
4.	Brief Profile	Mr. Vinod Poudyal S/o Sh. Vishnu Poudyal is Registered in Indian Institute of Corporate Affairs as Independent Director vide Registration No. IDDB-NR-202403-056675 He is knowledgeable in global accounting standards and auditing standards. His expertise includes internal control systems, corporate governance, risk assessment, and compliance with laws and regulations.
5.	Disclosure of relationships between directors	Not related with any other Director of the Company

Form DIR-2

Consent to act as a director of a company

[Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]

To

KMG MILK FOOD LIMITED

9th Kilometer Stone Pipli Toambala, Village Masana, Kurukshetra,
Haryana,India, 000000I

Subject: Consent to act as an Additional Director (Non-Executive Independent Director).

I **VINOD POUDYAL** hereby give my consent to act as an Additional Director (Non-Executive Independent Director) of **KMG MILK FOOD LIMITED**, pursuant to sub-section (5) of section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a director under the Companies Act, 2013.

1. Director Identification Number (DIN):	08753902
2. Name (in full):	Vinod Poudyal
3. Father Name (in full):	Vishnu Poudyal
4. Address:	HR-62 CD, Top Floor, Right Side, Gali No.-2, Shiv Parvati Mandir, Pul Pehlad Pur, Badarpur, South Delhi, Delhi-110044
5. E-mail id:	Vinod.poudyal@gmail.com
6. Mobile no.:	7827660524
7. Income-tax PAN. :	CFUPP9757C
8. Occupation:	Business
9. Date of birth:	31/07/1992
10. Nationality:	Indian
11. No. of companies in which already a Director :	NA
12. Particulars of membership No.:	NA
13. Certificate of practice No. :	NA

DECLARATION

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

Date: 07/03/2024

Place: Delhi

Attachments: Proof of identity; Proof of residence;

Vinod
Poudyal
Digitally signed
by Vinod
Poudyal
Date: 2024.03.08
19:14:40 +05'30'
Signature

KMG MILK FOOD LIMITED

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Website: www.kmggroup.com E-mail: Compliances.kmg@gmail.com CIN:
L15201HR1999PLC034125

To,

Vinod Poudyal

HR-62CD Gali No. 2 Shiv Parvati Mandir

Pul Pehlad Pur, Badarpur

South Delhi 110044

Sub: Appointment as an Additional Director(Non Executive Independent Director)
DIN: 08753902, Registration No. IDDB-NR-202403-056675

Dear Mr. Vinod Poudyal,

I am pleased to inform you that based on your confirmation that you meet the criteria of "Independence" as provided under the Section 149 (6) of the Companies Act, 2013 ('the Act') and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and upon the recommendation of Nomination & Remuneration Committee and the Board of Directors ("the Board") and the approval of the Shareholders of KMG Milk Food Ltd. ("the Company"), you are hereby appointed as an "Independent Director" on the Board of the Company. This letter sets out the terms and conditions of your appointment.

1. Terms of Appointment

As an Independent Director, you are eligible to serve upto the conclusion of 32nd Annual General Meeting to be held in 2024 In accordance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as an Independent Director of the Board for a period upto the conclusion of 32nd AGM to be held in 2024 from the date of your appointment i.e from March 13th 2024 to the date of 32nd AGM unless terminated earlier or extended as per the provision of this letter or applicable laws.

As an Independent Director, you will not be liable to retire by rotation.
Your appointment is subject to the following:

During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149 (7) of the Act and Regulation 25 of SEBI LODR stating that you meet the criteria of Independence.

- a. You shall not hold office as a Director or act as a Chairman or committee member in excess of the limit stipulated under the Act and the SEBI LODR.
- b. You will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
- c. You will ensure compliance with other provisions of the Act including the Code of Independent Directors as stipulated under Schedule IV and SEBI LODR as applicable to you as an Independent Director. Schedule IV of the Companies Act, 2013 which provides for the Code for Independent Directors is enclosed as "**Annexure A**".

Your re-appointment at the end of the first term shall be based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Board and the Shareholders.

2. Board and Committees of the Board

The Board may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable provisions of the Act and SEBI LODR.

The Board meets at least four times in a year. The Audit Committee and Compliance Committee also meets at least four times in a year. The other committees of the Board are Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Risk Management and CSR & Sustainability Committee. These committees meet as and when necessary. The Board meetings are generally held in Mumbai and the General Meeting are held at the Registered Office of the Company.

You will be expected to attend the meetings of the Board and its Committees to which you may be appointed and Shareholders meetings and to devote such time to your duties in commensurate with your role to discharge your duties effectively.

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

3. Duties and Responsibilities

As an Independent Director, it is expected that you shall bring independence of view to the Board's discussions and help the board to exercise their best judgement to all Business decisions. You shall also assist the Board with valuable guidance in relation to the Company's plan and policy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance.

As a Non-Executive Independent Director, you have the same responsibilities to the Company and its stakeholders as any other Director. There are certain duties prescribed in Section 166 of the Act for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

You shall act in accordance with the Company's Articles of Association.

- a) You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
- b) You shall discharge your duties with due and reasonable care, skill and diligence.
- c) You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- d) You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- e) You shall not assign your office as Director and any assignments so made shall be void.

4. Conflict of Interest

As an Independent Director, you shall not engage in any business relationship or activity which might conflict with the interest of the Company.

In case of any potential conflict of interest, the Independent Director must at the earliest opportunity make full disclosure of all facts and circumstances and shall ensure that Company's interests are protected.

5. Provision of Directors' & Officers' Insurance

The Company has Directors' and Officers' insurance and it is intended that the Company will assume and maintain such cover for the full term of your appointment subject to the terms of such policy in force from time to time.

6. Code of Business Conduct & Ethics

You shall abide by the Code of Business Conduct and ethics, which is applicable to all the members of the Board and employees of the Company. The Code of the Business Conduct and Ethics is enclosed as a n "**Annexure**".

7. Dealing in Shares

You will also abide by the "Code of Conduct to Regulate, Monitor and Reporting of Trading in respect of Securities of the Company (Insider Trading Code) prohibiting disclosure or use of unpublished price sensitive information. Consequently, you should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Chairman or the Secretary. The Code of Conduct is enclosed as an "**Annexure C**".

8. Remuneration

- a) As an Independent Director, you shall be paid sitting fees for attending the meeting of the Board of Directors and/or Committees thereof. The present sitting fees as determined by the Board is as follows :-

- i) Board and Audit Committee Meeting: Rs.25,000/-
- ii) Other Committee Meetings
(except CSR & Sustainability Committee) : Rs.15,000/-

b) In addition to the remuneration described above, the Company will, for the period of your appointment, reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties.

c) The Directors are also paid a commission on an annual basis as may be determined by the Board for your overall engagement and contribution for the Company business.

9. Confidentiality

As an Independent Director, you must apply the highest standard of confidentiality and not disclose to any person or company (whether during the course of appointment or following cessation) any confidential information concerning the Company, which you may have acquired in the course of your role as Independent Director.

You shall not disclose or release any confidential information, which you may acquire or come across during your appointment to any third parties, either during your appointment or following cessation (by whatever means) without prior clearance from the Chairman unless the same is required by law or by the rules of any stock exchange or regulatory authorities.

10. Training/Familiarization

a. The Directors are provided with relevant literature such as Annual Reports, CSR and Sustainability Reports, Code of Conduct, etc. at the time of their appointment to familiarize them with the Company.

b. Presentation are made at the Board and Committee meetings on economy & industry scenario, operational & financial performance of the Company, market share, risks & mitigation plans, initiatives on health & safety, CSR & sustainability, compliances, major litigation, regulatory scenario etc.

c. The Directors will be invited to attend ongoing training, Directors Forum and familiarization sessions including site visits and market place.

d. The Directors are provided with regular update on relevant regulatory changes and important legal cases. You may undertake appropriate induction to the Board and regularly update and your skill and knowledge.

11. Performance Evaluation

The Company has adopted a policy on Board Evaluation. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board. As per the Policy, the Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis. Your appointment and re appointment on the Board shall subject to the outcome of the yearly evaluation process.

12.Independent Professional Advice

There may be occasions when you consider that you need professional advice in furtherance of your duties as a Director and it will be appropriate for you to consult independent advisers at the Company's expense. The Company will reimburse the full cost of expenditure incurred in accordance with the Company's policy.

13. Disclosure of Concern/Interest

The Company is required to disclose in its Annual Report, a note of any material interest that a Director may have in any transaction or arrangement that the Company has entered into. Such interest should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record your interest appropriately and our records are updated. A general notice that you are interested in any contracts with a particular person, firm or company is acceptable.

14, Termination

- a) You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board.
- b) Continuation of your appointment is contingent on your getting re-elected by the shareholders in accordance with provisions of Companies Act,2013, SEBI LODR and the Articles of Association of the Company , from time to time in force. You will not be entitled to compensation if the shareholders do not re-elect you at any time.
- c) Your appointment may also be terminated in accordance with the applicable provisions of the law.

15. General

This appointment letter is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian courts. It is our pleasure to have you on our Board. I am confident that your association, expertise and advice will immensely benefit the Board of Directors and the Company.

Best Regards,

Yours sincerely,



Basudev Garg

Chairman of the Board

I hereby acknowledge receipt of and accept the terms set out in this letter.

Signed:

Vinod Poudyal
Digitally signed
by Vinod Poudyal
Date: 2024.03.08
19:15:54 +05'30'

Dated:

Registration Certificate

Independent Director's Databank registration certificate is issued to

Vinod Poudyal

Valid from 04 Mar 2024 to 03 Mar 2025

Registration No. : IDDB-NR-202403-056675

Mr. Praveen Kumar (IAS)

DG & CEO IICA

This certificate is digitally generated by IICA, hence no signature is required.

KMG MILK FOOD LIMITED

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CIN: L15201HR1999PLC034125

Date: 07/03/2024

To
Prabhash Chand Jha
Corporate Office 2 Eros Tower
Charmwood Plaza
Faridabad 121009 HR
India

Sub: Proposal for the Appointment as Internal Auditors of the Company

Dear Sir,

With Reference to the above captioned subject, we intend to appoint your firm as an Internal Auditors of the Company for the financial year **2023-2024 and 2024-2025**

You are therefore requested to let us know your consent to act as Internal Auditors for the Company.

Thanking you,

For KMG Milk Food Limited



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

Internal Auditor Consent Letter

To
KMG Milk Food Limited
(L15201HR1999PLC034125)
9th K.M. Stone Pipli to Ambala
N.H.1 G.T. Road Village Masana
Kurukshetra 132118 Haryana

Sub: Consent letter for Appointment as Internal Auditors of M/S KMG Milk Food Limited

Dear Sirs,

We thank you for your letter dated 07/03/2024, seeking our consent for appointment as Internal Auditor of M/S KMG Milk Food Limited. We hereby give consent to our appointment as Internal Auditor of the Company for the Financial Year 2023-24 and 2024-25 pursuant to the provisions of Section 138 of the Chapter IX of the Companies Act, 2013.

Yours faithfully,

Date: 13/03/2024

Place: Faridabad

Prabhash Chand Jha Digitally signed
by Prabhash
Chand Jha
Date: 2024.03.13
12:56:59 +05'30'

For P C Jha & associates

Chartered Accountants

CA. Prabhash Chand Jha

M. No: 557620

KMG MILK FOOD LIMITED

Reg. Office: 9TH K.M. STONE, PIPLI TO AMBALA, N.H. 1, G.T.
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Website: www.kmggroup.com E-mail: Compliances.kmg@gmail.com
CIN: L15201HR1999PLC034125

Date : 13/03/2024

To
Prabhash Chand Jha
Corporate Office 2 Eros Tower
Charmwood Plaza
Faridabad 121009 HR
India

Sub. : Appointment of your firm as Internal Auditors of the company.

Dear Sir,

We are pleased to convey you that the Board of Directors of the Company has appointed your firm as an Internal Auditor of the Company for the Financial Year 2023-2024 and 2024-2025 at its meeting held on 13/03/2024 A certified True copy of the Resolution passed in this regard is attached herewith for your needful reference.

Your appointment as Internal Auditor has been made pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule no. 13 of the Companies (Accounts) Rules, 2014.

Kindly acknowledge the receipt of the same.

Thanking you,
Yours Truly,



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

Encl. : As above