

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting of the members of M/s KMG MILK FOOD LIMITED will be held on Wednesday, the day of 30th September, 2020 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 31, 2020 and the reports of the Board of Directors and Auditors thereon.

RESOLVED THAT financial statement of the company as on 31st March, 2020, which includes the Balance Sheet as on 31st March, 2020, Profit and Loss Account and Cash Flow Statement of the company for the financial year 2019-2020 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.

SPECIAL BUSINESS:-

3. 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 196 and 197 read with schedule V of Companies Act, 2013 and subject to such amendments as may be made therein approval of the member of the company be and is hereby given to the re-appoint of Shri Basudev Garg, as the Whole Time Director of the Company, for a further period of five years w.e.f. 24.05.2020 to 25.05.2025.

FUTHER RESOLVED THAT subject to limits contained in Section 197 of the Companies Act, 2013, Shri Basudev Garg as Whole Time Director of the Company be paid such remuneration comprising of salary, Performance linked bonus, commission on profit and perquisites as may be determined by the Board from time to time.”

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Registered Office:
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Distt. Kurukshetra
Haryana – 136 118

**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,**

Dated: 03.09.2020

Place: Kurukshetra (Haryana)

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 23.09.2020 to 30.09.2020 (both days inclusive). Cutoff date for purpose of voting right is 23rd September, 2020.
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.

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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.

11. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, read with Secretarial Standard on General Meeting, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (AGM) ("remote e-voting) will be provided by Central Depository Services (India) Limited (CDSL):

(A) The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i) Log on to the e-voting website
www.evotingindia.com
- i) Click on "Shareholders" tab.
- ii) Now, select "KMG MILK FOOD LIMITED" from the drop down menu and click on "SUBMIT"
- iii) Now Enter your User ID
 - a. For CSDL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in dematerialized form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing passed is to be used.
- vi) If you are a first time user follow the steps given below:-

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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8
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	digits of the sequence number in the PAN Field. <ul style="list-style-type: none">• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in DD/MM/YYYY format.

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in dematerialized form will now reach ‘Password Creation’ menu wherein they are required to mandatory enter their login password in the new password field. Kindly note that this password is to be also used by the Demat shareholders for voting for resolutions of any 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.
- ix) For members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- x) Click on **“KMG MILK FOOD LIMITED”**
- xi) 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.
- xii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you “Confirm” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <http://www.evotingindia.co.in> and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

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- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy:-

- (i) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

(C)

- (i) The voting period begins on **27th September, 2020 (9:00 AM)** and ends on **29th September, 2020 (5:00 PM)**. During this period shareholders' of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23rd September, 2020**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on Resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently.
 - (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
 - (iii) The shareholders can opt for only one mode of voting, i.e. either physically by attending AGM or e- voting. If any shareholders opt for e-voting, he/she will not be eligible to vote physically in AGM.
- II. The Company has appointed Mr. Manoj Kumar Jain, Company secretary in whole-time practice as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - III. The Results of e-voting shall be declared on or after the AGM of the Company and the Results declared with Scrutinizer Report shall be placed on the Website of the Company i.e., viz, www.kmggroup.com within two days of passing the Resolution of the AGM of the Company.

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.

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

Name of the Director	Mrs. Mithlesh Garg	Mr. Basudev Garg
DIN	00185942	00282038
Date of Birth	11.08.1954	05.12.1949
Age	66	70
Date of Appointment	29.09.2014	02.05.2008
Qualification	Graduate	Graduate
Expertise in Specific functional areas	Good amount of experience in Industry on serving as a director on board of various companies.	More than 30 Years experience in Industry on serving as a director on board of various companies.
Directorship held in Other Public Companies as on date	1	1
Committee Positions in KMG Milk Food Limited*	1	2
Committee Positions in Other Public Companies*	NIL	NIL
No of Shares held	1121729	1082656

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

Annexure to Notice:

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. 3

As the Term of appointment of Mr. Basudev Garg as Whole-time Director of the Company was expired on 24.05.2020, The Board of Directors have re-appointed Mr. Basudev Garg as the Whole Time Director of the Company, for a further period of five years w.e.f. 25.05.2020 to 24.05.2025.

Shri Basudev Garg have a vast experience of business and have expert knowledge of milk food industry and company expect a good growth in his directorship.

Pursuant to the provisions of Section 196 and 197 read with schedule V of Companies Act, 2013 and subject to such amendments as may be made therein and subject to the approval of the member of the

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company, Board proposed the re-appoint of Shri Basudev Garg, as the Whole Time Director of the Company, for a further period of five years w.e.f. 25.05.2020 to 24.05.2025.

Further the Board proposed, Subject to the limits contained in Section 197 of the Companies Act, 2013, the remuneration to Shri Basudev Garg will be paid per month comprising of salary, Performance linked bonus, commission on profit and perquisites as may be determined by the Board from time to time.

None of the Directors, Except Mr. Basudev Garg and Mrs. Mithlesh Garg are concerned or interested in this resolution. The Board recommend passing of the resolution as special 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: 03.09.2020

Place: Kurukshetra (Haryana)