

BSE LTD
ACKNOWLEDGEMENT

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|--------------------|--|-------------|--------------------------|
| Acknowledgement No | : 1410201609555227 | Date & Time | : 14/10/2016 09:55:52 AM |
| Scrip Code | : 507621 | | |
| Entity Name | : MILKFOOD LIMITED | | |
| Compliance Type | : Regulation 27(2)- Corporate Governance | | |
| Quarter / Period | : 30/09/2016 | | |
| Mode | : E-Filing | | |

| General information about company | |
|--|------------------|
| Scrip code | 507621 |
| Name of the entity | MILKFOOD LIMITED |
| Date of start of financial year | 01-04-2016 |
| Date of end of financial year | 31-03-2017 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2016 |
| Risk management committee | Not Applicable |

| Annexure I | | | | | | | | | | | | | | |
|--|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|------------------------|
| Annexure I to be submitted by listed entity on quarterly basis | | | | | | | | | | | | | | |
| I. Composition of Board of Directors | | | | | | | | | | | | | | |
| Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | | | |
| Is there any change in information of board of directors compare to previous quarter | | | | | | | | | | | | Yes | | |
| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes |
| 1 | Mrs | GITA BAWA | AAGPB4076M | 00111003 | Non-Executive - Independent Director | Not Applicable | | 30-05-2016 | | 4 | 1 | 1 | 0 | Textual Information(1) |
| 2 | Mrs | SUSHMA SAGAR | ACAPS1907J | 02582144 | Non-Executive - Non Independent Director | Not Applicable | | 30-05-2016 | | | 1 | 1 | 0 | Textual Information(2) |
| 3 | Mrs | ASHA GADI | AEGPG5656J | 00110734 | Non-Executive - Independent Director | Not Applicable | | 27-09-2014 | | 24 | 1 | 1 | 1 | Textual Information(3) |
| 4 | Mr | AMARJEET KAPOOR | AAFPK3167K | 00122843 | Non-Executive - Non Independent Director | Chairperson | | 29-09-2016 | | | 1 | 1 | 1 | Textual Information(4) |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes |
|----|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|------------------------|
| 5 | Mr | ANIL GIROTRA | AADPG2183M | 00110631 | Non-Executive - Independent Director | Not Applicable | | 27-09-2014 | 12-08-2016 | 23 | 1 | 1 | 1 | Textual Information(5) |
| 6 | Mr | KEWAL KRISHAN KOHLI | AFZPK2156H | 00127337 | Non-Executive - Non Independent Director | Not Applicable | | 29-09-2015 | 12-08-2016 | | 1 | 2 | 1 | Textual Information(6) |

| Text Block | |
|------------------------|--|
| Textual Information(1) | 1. Mrs. Gita Bawa has been appointed as the member of Audit Committee and also Nomination and remuneration committee w.e.f. 12.08.2016. |
| Textual Information(2) | 1. Mrs. Sushma Sagar has been appointed as the member of the Stakeholders Relationship Committee and Nomination and remuneration Committee w.e.f. 12.08.2016. |
| Textual Information(3) | 1. Mrs. Asha Gadi has been appointed as the Chairperson of the Audit Committee and Nomination and remuneration committee and also member of the Stakeholders Relationship committee w.e.f. 12.08.2016. |
| Textual Information(4) | 1. Mr. Amarjeet Kapoor has been appointed as the Chairman of the Stakeholders Relationship Committee and the member of Audit Committee w.e.f. 12.08.2016. |
| Textual Information(5) | 1. Mr. Anil Girotra has resigned from the Directorship of the Company, Chairman of the Audit Committee and Nomination and Remuneration Committee w.e.f. 12.08.2016. |
| Textual Information(6) | 1. Mr. Kewal Krishan Kohli has resigned from the Directorship of the company, membership of the Audit Committee and Nomination and Remuneration Committee and also from Chairman of Stakeholders Relationship Committee w.e.f. 12.08.2016. |

| Annexure 1 | | | | | |
|--|---------------------------------------|---------------------------|--|-------------------------|-------------------------|
| II. Composition of Committees | | | | | |
| Disclosure of notes on composition of committees explanatory | | | | | |
| Is there any change in information of committees compare to previous quarter | | | | | Yes |
| Sr | Name Of Committee | Name of Committee members | Category 1 of directors | Category 2 of directors | Name of other committee |
| 1 | Audit Committee | Mrs. Asha Gadi | Non-Executive - Independent Director | Chairperson | |
| 2 | Audit Committee | Mrs. Gita Bawa | Non-Executive - Independent Director | Member | |
| 3 | Audit Committee | Mr. Amarjeet Kapoor | Non-Executive - Non Independent Director | Member | |
| 4 | Nomination and remuneration committee | Mrs. Asha Gadi | Non-Executive - Independent Director | Chairperson | |
| 5 | Nomination and remuneration committee | Mrs. Sushma Sagar | Non-Executive - Non Independent Director | Member | |
| 6 | Nomination and remuneration committee | Mrs. Gita Bawa | Non-Executive - Independent Director | Member | |
| 7 | Stakeholders Relationship Committee | Mr. Amarjeet Kapoor | Non-Executive - Non Independent Director | Chairperson | |
| 8 | Stakeholders Relationship Committee | Mrs. Asha Gadi | Non-Executive - Independent Director | Member | |
| 9 | Stakeholders Relationship Committee | Mrs. Sushma Sagar | Non-Executive - Non Independent Director | Member | |

| Annexure 1 | | | |
|--|---|--|---|
| Annexure 1 | | | |
| III. Meeting of Board of Directors | | | |
| Disclosure of notes on meeting of board of directors explanatory | | | |
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
| 1 | 14-04-2016 | | |
| 2 | 30-05-2016 | | 45 |
| 3 | | 12-08-2016 | 73 |
| 4 | | 21-09-2016 | 39 |

| Annexure 1 | | | | | | | |
|--|---------------------------------------|---|--|-------------------------------------|---|--|-------------------------|
| IV. Meeting of Committees | | | | | | | |
| Disclosure of notes on meeting of committees explanatory | | | | | | | |
| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| 1 | Audit Committee | 12-08-2016 | Yes | | 30-05-2016 | 73 | |
| 2 | Audit Committee | 12-08-2016 | Yes | | | | |
| 3 | Audit Committee | 12-08-2016 | Yes | | | | |
| 4 | Nomination and remuneration committee | | Yes | | 30-05-2016 | | |
| 5 | Nomination and remuneration committee | | Yes | | | | |
| 6 | Nomination and remuneration committee | | Yes | | | | |

| Annexure 1 | | | | | | | |
|---------------------------|-------------------------------------|---|--|-------------------------------------|---|--|-------------------------|
| IV. Meeting of Committees | | | | | | | |
| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| 7 | Stakeholders Relationship Committee | 25-07-2016 | Yes | | | | |
| 8 | Stakeholders Relationship Committee | 25-07-2016 | Yes | | | | |
| 9 | Stakeholders Relationship Committee | 25-07-2016 | Yes | | | | |

| Annexure 1 | | | |
|--------------------------------------|--|-------------------------------|--|
| V. Related Party Transactions | | | |
| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

| Annexure 1 | | |
|-------------------------|--|----------------------------|
| VI. Affirmations | | |
| Sr | Subject | Compliance status (Yes/No) |
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

| Annexure III | | | | |
|---|--|--------------------------------------|-------------------------------|--|
| Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year | | | | |
| I. Affirmations | | | | |
| Sr | Broad heading | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |
| | Any other information to be provided | | | |

| Signatory Details | |
|--------------------------|---------------------|
| Name of signatory | RAKESH KUMAR THAKUR |
| Designation of person | Company Secretary |
| Place | NEW DELHI |
| Date | 14-10-2016 |

