



MILKFOOD LIMITED

CIN : L15201PB1973PLC003746

Regd. Office: P.O. Bahadurgarh, Distt. Patiala (Punjab)- 147021

Ph: 0175-2381404/ 2381415, Fax: 0175-2380248

Email: milkfoodltd@milkfoodltd.com, Website: www.milkfoodltd.com

NOTICE

NOTICE is hereby given that the 49th Annual General Meeting of the members of the Company MILKFOOD LIMITED will be held on Wednesday, the 28th September, 2022 at 10.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means (OAVM), for which purpose the Registered Office of the Company situated at P.O. Bahadurgarh, Distt. Patiala (Punjab)- 147021, shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2022 alongwith the Report of the Board of Directors and Auditors thereon.
- (2) To appoint a Director in place of Mr. Harmesh Mohan Sood, Director (DIN: 07951620), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
- (3) To appoint Auditors and to fix their remuneration by passing the following Resolution with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), **M/s. Madan & Associates**, Chartered Accountants (Firm Registration Number 000185N), be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 54th Annual General Meeting of the Company to be held in the calendar year 2027, on such remuneration, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

SPECIAL BUSINESS:

- (4) **To ratify the remuneration payable to the Cost Auditors for the financial year 2022-23:**

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 148(3) of the Companies Act, 2013 read with Rules issued under the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable law, consent of the members be and is hereby accorded for ratification of the remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus service tax & re-imbusement of out-of-pocket expenses payable to M/s. HMVN & Associates, Cost Accountants (Firm Registration No.000290) for conducting the audit of the cost records made and maintained by the Company pertaining to milk powder for the financial year 2022-23."

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

- (5) **Increase in authorised share capital of the company and consequential amendment in Memorandum of Association 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 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification (s) and re-enactment (s) thereof for the time being in force) and the rules framed thereunder and subject to the provisions of its Articles of Association, consent of the members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from existing Rs. 8,00,00,000/- (Rupees Eight Crore) divided into 75,00,000 (Seventy-Five Lakhs) Equity Shares of Rs.10/- each and 50,000 (Fifty Thousand) Cumulative Redeemable Preference Shares of Rs. 100/- each to Rs. 20,00,00,000/- (Rupees Twenty Crore) divided into 1,95,00,000 (One Crore Ninety-Five Lakhs) Equity Shares of Rs. 10/- each and

50,000 (Fifty Thousand) Cumulative Redeemable Preference Shares of Rs. 100/- each by creation of 1,20,00,000 (One Crore Twenty Lakhs) additional equity share of Rs.10/- each ranking *pari passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorised Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore) divided into 1,95,00,000 (One Crore Ninety-Five Lakhs) Equity Shares of Rs. 10/- each and 50,000 (Fifty Thousand) Cumulative Redeemable Preference Shares of Rs. 100/- each.”

“**RESOLVED FURTHER THAT** the Board of Directors / the Company Secretary of the Company be and are hereby authorized to do all such deeds, things and acts as may be required in this connection or incidental thereto for giving effect to the above resolution including but not limited to the filing of necessary forms, returns, documents etc. with the Registrar of Companies and to comply with all other requirements in this regard.”

(6) To continue the Directorship of Mr. Harmesh Mohan Sood who will attain the age of 75 years:

To Consider and, if thought fit, to pass with or without modification(s), the following Resolution **as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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 pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other rules, laws and regulations as may be applicable in this regard and on the basis of recommendation of Nomination and Remuneration Committee, consent of Members of the Company, be and is hereby accorded to Mr. Harmesh Mohan Sood (DIN: 07951620), Director of the Company, to continue to hold the office as Non Executive Non Independent Director of the Company notwithstanding that Mr. Sood will attain the age of 75 years on 5th day of March, 2023.”

“**RESOLVED FURTHER THAT** the Board of Directors / the Company Secretary of the Company be and are hereby authorized to do all such deeds, acts and things as may be required in this connection or incidental thereto for giving effect to the above resolution including but not limited to the filing of necessary forms, returns, documents etc. with the Registrar of Companies and to comply with all other requirements in this regard.”

(7) To approve the ‘Milkfood Limited Employee Stock Option Plan 2022’ (“MILKFOOD ESOS 2022/PLAN, SCHEME”):

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members’ of the Company be and is hereby accorded to the introduction and implementation of ‘**Milkfood Limited Employee Stock Option Plan 2022’ (“Milkfood ESOS 2022”/ “Plan/Scheme”)** and authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to create, and grant from time to time, in one or more tranches, not exceeding 2,44,000 (Two Lakhs Forty Four Thousand Only) (“Option(s)”) to or for the benefit of such person(s) as designated by the Company for the employment within the meaning of the Plan, (other than promoter or person belonging to the promoter group of the Company, independent directors and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the Plan, exercisable into not more than 2,44,000 (Two Lakhs Forty Four Thousand Only) equity shares of face value of Rs. 10/- (Ten) each fully paid-up, where one employee stock Option would convert in to one equity share upon exercise, on such terms and at such price and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan”.

“**RESOLVED FURTHER THAT** consent of the shareholder of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time or over a period of time, to or for the benefit of, such persons, who are permanent employees of the Company, whether working in India or outside India, and/or to the Directors of the Company, whether whole-time or not but excluding Independent Director(s), (selected on the basis of criteria decided

by the Board in consultation with Nomination and Remuneration Committee) under the “**Milkfood ESOS 2022**” Scheme but excluding employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, such number of employee stock option not exceeding 2,44,000 in number (Hereinafter referred to as “Options”), convertible into equivalent number of equity shares (or such other number adjusted for change in capital structure or corporate actions in terms of **Milkfood ESOS 2022**” Scheme as per applicable law), at such price and on such terms and conditions as may be fixed or determined by the Board in its sole and exclusive discretion.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to formulate, evolve, decide upon and implement the **Milkfood ESOS 2022**” Scheme on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances where such Options shall lapse and to grant such number of Options, to such employees and Directors of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the **Milkfood ESOS 2022**” Scheme and as the Board may in its absolute discretion think fit, subject to applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the **Milkfood ESOS 2022**” Scheme from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the **Milkfood ESOS 2022**” Scheme, as the Board may in its absolute discretion think fit, subject to applicable laws.”

“**RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned hereinbefore shall rank pari-passu with the then existing equity shares of the Company.”

“**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of Options and / or the shares to be allotted upon exercise of Options shall be reasonably adjusted in accordance with the provisions of the **Milkfood ESOS 2022**” Scheme and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the grantees who have been granted Options under the Scheme.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB & SE Regulations and other applicable laws.”

“**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SEBI SBEB & SE Regulations, the Memorandum and Articles of Association of the Company and any other applicable laws in force.”

“**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant Bankers, brokers, solicitors, registrars, compliance officer, investors service Centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

(8) Approval for grant of Employee Stock Options to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the “SEBI Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the circulars/guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee duly constituted by the Board, which shall be designated as the Compensation Committee in pursuance of Regulation 5 of the SEBI Regulations to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to create, offer, grant, issue and allot such number of Stock Options (the “Options” or “Stock Options”) under the **Milkfood Limited Employee Stock Option Plan 2022’ (“Milkfood ESOS 2022”/ “Plan/Scheme”)**, to the following permanent employee of the company during any one year exceeding 1.00 percent (one percent) of the issued capital of the Company at the time of grant of Stock Option, within the overall ceiling of not exceeding 1,12,000 (One Lakh Twelve Thousand Only) employee stock options per employee under **“Milkfood ESOS 2022”**, exercisable into equivalent number of equity shares of face value of Rs. 10/ (Rupees Ten) each fully paid up of the Company:

Name	Designation
Mr. Sudhir Avasthi	Managing Director
Mr. Deepankar Barat	President

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things being incidental to the effective implementation and administration of the **“Milkfood ESOS 2022”**, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of **“Milkfood ESOS 2022”** and to take all such steps and do all such acts as may be incidental or ancillary thereto.”

**By Order of the Board
For MILKFOOD LIMITED**

**Sd/-
Rakesh Kumar Thakur**
Company Secretary

Membership No: F-9809

eCSIN - EF009809A000064270

Place: New Delhi
Date: 12th August, 2022

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice. Also, the relevant details in respect of Directors seeking appointment/reappointment at the Annual General Meeting in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard, SS-2 on General Meetings is annexed to the Notice.
2. Ministry of Corporate Affairs (“MCA”), vide Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 read with Circular No. 2/2022 dated 5th May, 2022 (hereinafter collectively referred to as “MCA Circulars”) and ‘SEBI’ vide its Circular dated 12th May, 2020 and dated 15th January, 2021 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (hereinafter referred to as “SEBI Circulars”) has permitted to hold Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

In terms of the said circulars, the 49th Annual General Meeting (AGM) of the members of the Company will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is explained in the Notice and is also available at the Company's website www.milkfoodltd.com

3. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 49th AGM is being held through VC as per the MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 49th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Notice of the Annual General Meeting along with the Annual Report 2021-22 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. Though not mandatory, for members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2021-22 will also be available on the Company's website viz. www.milkfoodltd.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and website of the CDSL at www.evotingindia.com.
7. The Members are informed that 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.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 22nd September, 2022 to Wednesday, 28th September, 2022 (both days inclusive) for the purpose of AGM/annual closing.
9. All documents referred to in the accompanying Notice and requisite Registers are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturday, up to the date of AGM i.e. Wednesday, 28th September, 2022 between 11:00 a.m. and 5:00 p.m.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone / mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, to their DPs in case the shares are held by them in dematerialized form and to the Company/Alankit Assignment Limited, Registrar and Transfer Agent (RTA) of the Company in case the shares are held by them in physical form.
11. Members seeking any information / desirous of asking any question at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send their email to the Company at rakeshthakur@milkfoodltd.com at least 10 days before the meeting. The same will be responded to by the Company suitably.
12. Members are requested to update their KYC's by intimating changes, if any, pertaining to their name, postal address, telephone / mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, to their DPs in case the shares are held by them in dematerialized form.
13. SEBI, vide its Circular dated 3rd November, 2021 has made it mandatory for holders of physical securities to furnish PAN, KYC and Nomination/Opt-out of Nomination details to avail any investor service. Folios wherein any one of the above mentioned details are not registered by 1st April, 2023 shall be frozen. The Company has sent individual letters to all the Members holding shares in physical form for furnishing their PAN, KYC details and Nomination in this respect. The aforesaid communication is also available on the website of the Company at www.milkfoodltd.com.
14. Members may please note that SEBI vide its Circular dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; Renewal/Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificates; Consolidation of Securities Certificates/ folios and Transposition. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/ electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

15. Non-Resident Indian Members are requested to inform the Alankit Assignment Limited (RTA), immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
16. The Board of Directors has appointed Ms. Kamlesh Gupta, Practicing Company Secretary as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner.
17. (A) Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the **cut-off date (i.e. Wednesday, 21st September, 2022)**, shall be entitled to cast their vote either through remote e-voting or through e-voting at AGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (B) The remote e-voting period begins at 9:00 a.m. on Sunday, 25th September, 2022 and ends at 5:00 p.m. on Tuesday, 27th September, 2022. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (C) The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the proceedings of the AGM through VC/OAVM but shall not be entitled to cast their votes again.
- (D) The members can opt for only one mode of voting i.e. remote e-voting or e-voting at AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM at AGM will not be considered.
18. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than two working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the meeting and the Results shall be declared by the Chairman.
19. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.milkfoodltd.com, immediately after the declaration of Result by the Chairman. The result will simultaneously be communicated to the BSE Limited where the securities of the Company are listed.
20. Pursuant to the provisions of 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

THE INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL remote e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- The remote e-voting period begins on **25th September, 2022 at 9.00 a.m. and ends on 27th 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 **21st September, 2022** being the **cut-off date** (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for remote e-voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 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. 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.

Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on remote 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 abovesaid 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
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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 & e-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 click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 1800 22 55 33
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) 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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (i) 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.
 - (ii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (iii) Click on the EVSN for Milkfood Limited on which you choose to vote.
 - (iv) 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.
 - (v) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (vi) 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.
 - (vii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (viii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (ix) 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.
 - (x) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
 - (xi) **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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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; rakeshthakur@milkfoodltd.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at-least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at rakeshthakur@milkfoodltd.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 RTA email id: rta@alankit.com.
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 meeting & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

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 1800 22 55 33.

Explanatory Statement in respect of Special Business pursuant to Section 102 of the Companies Act, 2013:

ITEM No. 3

Though not mandatory, this statement is provided for reference.

The Members of the Company vide their resolution passed at the 44th (Forty Fourth) AGM held on Tuesday, the 26th September, 2017, appointed M/s V. P. Jain & Associates, Chartered Accountants, registered with the Institute of Chartered Accountants of India (ICAI) vide registration number 015260N as the Statutory Auditors of the Company. M/s. V. P. Jain & Associates will complete their present term on conclusion of this AGM in terms of the said approval.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee, recommended for the approval of the Members, the appointment of M/s Madan & Associates, Chartered Accountants as the Statutory Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 54th Annual General Meeting of the Company to be held in the calendar year 2027, on such remuneration, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors. M/s Madan & Associates have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013.

The Board of Directors of your Company recommends the Resolution in relation to appointment of M/s Madan & Associates as Statutory Auditors of the Company, for the approval by the Members of the Company as an Ordinary Resolution.

None of the Directors/ Key Managerial Personnel of the Company / their relatives is in any way concerned or interested, financially or otherwise, in this item of business.

Item No. 4:

The Board on the recommendations of the Audit Committee has approved the appointment of M/s HMVN & Associates, Cost Accountants (Firm Registration No. 000290) as the Cost Auditors of the Company to conduct audit of cost records made and maintained by the Company pertaining to milk powder for the financial year 2022-23 at a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus service tax & re-imbusement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

None of the Directors/ Key Managerial Personnel of the Company / their relatives is in any way concerned or interested, financially or otherwise, in this item of business.

The Board of Directors recommends the **Ordinary Resolution** as set out at Item No.4 of the Notice for approval by the members.

Item No. 5:

The present Authorised Share Capital of the Company is Rs. 8,00,00,000 (Rupees Eight crore) divided into 75,00,000 (Seventy-Five Lakhs) Equity Shares of Rs.10/- each and 50,000 (Fifty Thousand) Cumulative Redeemable Preference Shares of Rs. 100/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 12.08.2022, had accorded its approval for increasing the Authorised Share Capital from Rs. 8,00,00,000 (Rupees Eight crore) divided into 75,00,000 (Seventy Five Lakhs) Equity Shares of Rs.10/- each and 50,000 (Fifty Thousand) Cumulative Redeemable Preference Shares of Rs. 100/- each to Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 1,95,00,000 (One Crore Ninety-Five Lakhs) Equity Shares of Rs. 10/- each and 50,000 (Fifty Thousand) Cumulative Redeemable Preference Shares of Rs. 100/- each, subject to shareholder's approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 8,00,00,000 (Rupees Eight crore) to Rs. 20,00,00,000 (Rupees Twenty Crore) by creation of 1,20,00,000 (One Crore Twenty Lakhs) additional equity share of Rs.10/- each ranking *pari passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Pursuant to Section 61 of the Companies Act, 2013, the proposed increase in Authorised Capital and the consequential changes in Clause V of the Memorandum will require the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise in this resolution.

Accordingly, the Board recommends passing of the **Ordinary Resolution** as set out in the Notice as Item No.5.

Item No. 6:

Mr. Harmesh Mohan Sood, was appointed on the Board of the Company as a Non-Executive Non Independent Director with effect from 29th September, 2017 as per the provisions of section 161(1) of the Companies Act, 2013 and relevant rules framed there under. He was appointed as Whole-time Director of the Company w.e.f. 20th July, 2020 and was further appointed as Managing Director w.e.f. 28th November, 2020. However, he resigned as the Managing Director of the Company w.e.f. 30th June, 2021 and continues to act as Non-Executive Non Independent Director of the Company w.e.f. 01st July, 2021.

Mr. Sood is holding the position of Chairman of Corporate Social Responsibility Committee and is also member of Audit Committee.

Mr. Sood will attain the age of 75 years on 5th March, 2023. The Board, based on the performance evaluation and recommendations of the Nomination and Remuneration Committee, considers that his continued association would be beneficial to the Company and it is desirable to continue to avail services of Mr. Sood as Non Executive Non Independent Director.

As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment), 2018, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a Special Resolution is passed to that effect. Accordingly, the approval of the shareholders of the Company is being sought as Special Resolution to continue the directorship of Mr. Sood as Non Executive Non Independent Director.

Except Mr. Harmesh Mohan Sood, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the **Special Resolution** as set out in the Notice as Item No.6 for your approval.

Item No. 7 & 8

Stock Options have long been recognized internationally as an effective instrument to align the interest of employees with those of the Company and its Shareholders, providing an opportunity to employees to share the growth of the Company, and to create long term wealth in the hands of the employees. It creates a sense of ownership between the Company and its employees, paving the way for a unified approach to the common objective of enhancing overall Shareholder's value.

Your Company is proposing to introduce an Employee Stock Option Scheme for the employees and the directors of the Company to remunerate them for their service and the expertise they bring to the organization. The scheme is titled **Milkfood Limited Employee Stock Option Plan 2022'** ("**Milkfood ESOS 2022**"/ "**Plan/Scheme**").

Board of Directors ("the Board") of the Company in their meeting held on 4th July, 2022 approved introduction of Milkfood Limited Employees Stock Option Plan 2022, subject to the approval of the Members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the "SEBI Regulations") and authorized the Compensation Committee/ Nomination & Remuneration Committee ("the Committee"), to formulate the terms and conditions of **Milkfood ESOS 2022** and to administer and implement the same in accordance with the provisions of the SEBI Regulations. The Nomination and Remuneration Committee of Directors of the Company shall act as the Compensation Committee under Regulation 5 of the SEBI Regulations, which has been authorised to inter alia formulate, administer and supervise **Milkfood ESOS 2022** including framing of its terms and conditions in terms of the SEBI Regulations.

The Company seeks Members' approval in respect of the aforesaid scheme and grant of stock options to its present and future permanent Employees and Directors of the Company (present and/or future, if any) to the extent and in the manner as may be permissible under the relevant provisions of the Companies Act, 2013, rules made there under and the SEBI Regulations as amended, whether in India or abroad ('Eligible Employees').

The following would, inter alia, be the broad terms and conditions of **Milkfood ESOS 2022**:

a) Brief description of the Scheme:

Milkfood Limited Employee Stock Option Plan 2022 is intended to reward the eligible employees [as selected by the Nomination and Remuneration Committee (also referred to as "NRC/Committee")], for their performance and to motivate them to contribute to the growth and profitability of the Company and also to retain them by way of issuing employee stock options. Subject to applicable law and terms and conditions of the Scheme, the eligible employees shall be entitled to subscribe to the equity shares within certain time period ("Exercise Period") upon fulfilment of such conditions ("Vesting") and payment of an exercise price ("Exercise Price").

b) Total number of Options to be granted:

The maximum number of Shares that may be issued pursuant to exercise of Options granted to the Participants under Milkfood ESOS 2022 shall not exceed 2,44,000 (Two Lakhs Forty-Four Thousand only) Equity Shares of the Company. The Company reserves the right to increase or reduce such number of shares as it deems fit. Provided that all Options that have lapsed (including those having lapsed by way of forfeiture) shall be added back to the number of Options that are pending to be granted.

It is clarified that, in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of Stock Options and/or the shares to be allotted upon exercise of Stock Options, the issue/ exercise price, shall be reasonably adjusted in accordance with the provisions of the Milkfood ESOS 2022, the SEBI Regulations and other applicable laws.

c) Identification of classes of employees entitled to participate in Milkfood ESOS 2022:

An Employee shall be eligible to participate in the Scheme, as determined by the Committee. Only Employees as defined herein are eligible under Milkfood ESOS 2022. Subject to this, the Committee shall, at its sole discretion, determine, which Employee or category of Employees shall be eligible for Grant of Options and the terms of Grant thereof and accordingly, the Company would offer the Options to the identified Eligible Employees based on the performance, experience, loyalty, etc.

Where any Employee is a director nominated by an institution as its representative on the Board of Directors of the company:

- (i) the contract or agreement entered into between the institution nominating its employee as the director of a company and the director so appointed shall, inter alia, specify the following:
 - a. whether the grants by the company under its scheme(s) can be accepted by the said employee in his capacity as director of the company;
 - b. that grant if made to the director, shall not be renounced in favour of the nominating institution; and
 - c. the conditions subject to which fees, commissions, other incentives, etc. can be accepted by the director from the company.
- (ii) the institution nominating its employee as a director of the company shall file a copy of the contract or agreement with the said company, which shall, in turn file the copy with all the recognized stock exchanges on which its shares are listed.
- (iii) the director so appointed shall furnish a copy of the contract or agreement at the first board meeting of the company attended by him after his nomination.

It is clarified that the benefit of Milkfood ESOS 2022 is extended to the Eligible Employee and Directors of any Subsidiary of the Company.

The maximum number of the Shares that may be issued pursuant to the grant of the Options under Milkfood ESOS 2022 shall be 2,44,000/- (Two Lakhs Forty-Four Thousand only).

Further maximum number of shares that may be issued pursuant to grant of options granted to employees namely Mr. Sudhir Avasthi, Managing Director and Mr. Deepankar Barat, President, in a year may exceed to one percent of the total issued capital of the company at the time of grant of options subject to maximum of 1,12,000 options per employee at the time of granting of an option. For the same, a separate special resolution is proposed to offer and issue to the following permanent employees and directors of the Company, during any one year, exceeding 1.00 percent (one percent) of the issued capital of the Company at the time of grant of Stock Option, within the overall ceiling of not exceeding 1,12,000 (One Lakhs Twelve Thousand) employee stock options per employee under Milkfood ESOS 2022:

Name	Designation
Mr. Sudhir Avasthi	Managing Director
Mr. Deepankar Barat	President

The Grant of the Options by the Committee to the Grantee shall be made in writing and communicated to the Grantee. Such a Grant shall state the number of Options offered, the Exercise price and the closing date of accepting the offer.

The definition of Employees for the purpose of Milkfood ESOS 2022 shall mean:

- (i) an employee, who is exclusively working in India or outside India; or
- (ii) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) or (ii) above in India or Outside India, but does not include:
 - (a) an employee who is a promoter or a person belonging to the promoter group; or
 - (b) a director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

d) Requirements of vesting and period of vesting:

Any Grantee who wishes to accept the option grant offer, must deliver an Acceptance Form, prescribed by the Committee from time to time, duly completed as required therein to the Committee on or before the Closing date stated in the Grant letter.

Any Grantee who fails to return the Acceptance Form on or before the Closing date shall, unless the Committee determines otherwise, be deemed to have rejected the offer. Any Acceptance Form received after the Closing date shall not be valid. Upon receipt of a duly completed Acceptance Form from the Grantee in respect of the Grant, the Grantee will become a Participant. The Committee may then issue to the Participant a statement, in such form as it deems appropriate, showing the number of Options, to which the Participant is entitled pursuant to the acceptance of such offer and the number of Shares for which the Participant will be entitled to subscribe pursuant to such Options.

Subject to the terms contained herein, the acceptance of a Grant made to a Grantee, shall conclude a contract between the Grantee and the Company, pursuant to which each Option shall, on such acceptance, be an Unvested Option.

As per SEBI Regulations, there shall be a minimum period of one year between the grant of options and vesting of options. Subject to Participant's continues employment with the Company, the Unvested Options shall vest with the Participant on such date being the date immediately after the date of expiry of one year from the date of acceptance of the Options Granted to such Participant. The date of Vesting may be different in respect of different Options depending upon the different Grants and difference dates of acceptance of such Grant of Options.

e) Maximum period within which the Options shall be vested:

The Unvested Options shall vest on such date being the date immediately after the date of expiry of one year from the date of acceptance of the Options Granted to such Participant.

f) Exercise price or pricing formula:

The Exercise Price of the Option shall be Rs. 10/- (Rupees Ten Only) each.

The total Exercise Price shall be paid to the Company in cash upon Exercise of the Options. No amount is payable by the Grantee at the time of acceptance of Grant of Option.

g) Exercise period and the process of Exercise:

The Vested Options shall be exercisable according to the terms and conditions as determined and set forth under the Scheme.

The Employee can exercise the Vested Options within the Exercise Period. Such exercise may be of all Vested Options or part of the Vested Options in one or more tranches.

The Exercise Period shall commence from the date of Vesting and expire not later than 6 months from the last Vesting Date. The Exercise Period can be extended only under special circumstances at the discretion of the Committee upon a specific request made by the Participant concerned to this effect.

No fraction of a Vested Option shall be exercisable in its fractional form.

Exercise of the Options shall take place at the time and place designated by the Committee or the Company and by executing such documents as may be required under the Applicable Laws to pass a valid title to the relevant Shares to the Participant, free and clear of any liens, encumbrances and transfer restrictions save for those set out therein.

An Option shall be deemed to be exercised only when the Committee receives notice of exercise and the Exercise Price in accordance with Scheme from the person entitled to exercise the Option.

On Exercise, the Participant can subscribe to the Shares on the full payment of the Exercise price and taxes, if any, required to be deducted by the Company in respect of exercise of the Option, and the Company shall allot the Shares to the Participants after completing the necessary formalities in this regard, or, if requested in writing by the Participant, to the Participant jointly with another person, provided the Committee / Company finds the Exercise form complete and conditions of the Scheme are complied with. Subsequent to allotment, no Participant should seek to sell or otherwise transfer the Shares until there is a confirmation from the Company that the listing procedures with respect to the allotted Shares have been completed.

In order to make the ESOS 2022 more attractive to the employee, there would not be any lock-in period for the shares issued consequent upon exercising the options under the ESOS 2022.

Notwithstanding anything else contained in this Scheme, if the Participant does not Exercise his Vested Options within the time specified in this Scheme, such unexercised, the Options shall lapse.

There shall be no cashless exercise of the Options. Further there shall not be any funding of financing by the Company for Exercise of Options.

Exercise in certain special cases:

On death of a Participant: In the event of death of a Grantee/ Participant while in employment, all the Options granted to him till such date shall vest in the nominee/ legal heir ("Beneficiary") of the deceased Participant. All the Vested Options shall be permitted to be exercised within 1 (one) year from the date of death. However, under no circumstances, Options can be exercised by the Beneficiary beyond the Exercise period.

On disability of Participant: In the event of the termination of a Participant's employment with the Company as a result of total or permanent incapacity (i.e., incapacity to engage in work as a result of sickness, mental disability or otherwise or by reason of accident), all the Options granted to him as on the date of permanent incapacitation, shall vest in him on that day. All the vested Options shall be permitted to be exercised within 1 (one) year from the date of termination. However, under no circumstances option can be exercised beyond the Exercise period.

On attainment of Superannuation age: In case the service of the Participants with the Company is terminated due to retirement on superannuation, all the Unvested Options shall continue to vest as per vesting schedule. All the

Vested Options shall be permitted to be exercised within 1 (one) year from the date of termination on retirement. However, under no circumstances the Vested options can be exercised beyond the exercise period.

Termination with cause: In case the termination of employment of a Participant with the Company is with cause (i.e., negligence, fraud, professional misconduct, moral turpitude etc), his/ her Options (Vested as well as Unvested) shall lapse on the Termination Date.

Other termination: In case the service of the Participant with the Company is terminated due to resignation of the Participant from the Company or otherwise, all the vested options as on that date shall be permitted to be exercised within six months from the date of termination or before the expiry of the Exercise period, whichever is earlier. All Unvested Options on the date of termination shall lapse.

Long Leave: Long leave of the Participant shall not have any effect on the Scheme as applicable to the Participant. However, in case the employee goes on long leave of over 6 months during the vesting period, then the Committee reserves the right to extend the vesting period by a period not exceeding the leave period.

Removal of Director: In case of the participant is a director of the Company, in the event of his removal as a director with the Company for any reason, including vacation of office, not being re-appointed, other than death, permanent incapacity, resignation and superannuation, he may, within 6 months after the date of termination, exercise his Vested Options as on the date of such termination. The Unvested Options of the Grantee as on the date of such termination shall lapse. Special provisions shall apply in case of termination of directorship on account of death, permanent incapacity, resignation and superannuation, as mentioned above. However, re-appointment of Directors upon retirement by rotation shall be deemed to be continuity in tenure for the above purposes.

Transfer of Employee: In the event that an Employee, who has been Granted benefits under the Scheme, is transferred or deputed to an associate company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation. In the event that an Employee who has been granted benefits under the Scheme, is transferred pursuant to scheme of arrangement, amalgamation, merger or demerger or continued in the existing company, prior to the vesting or exercise, the treatment of options in such case shall be specified in such scheme of arrangement, amalgamation, merger or demerger provided that such treatment shall not be prejudicial to the interest of the employee.

h) Appraisal process for determining the eligibility of employees for the Scheme:

The Committee may, on such dates as it shall determine, Grant to such Eligible Employees as it selects, Options of the Company in accordance with the terms and conditions of the Scheme for the time being in force. The Committee shall follow the following broad guidelines in selection of the eligible employees and the quantum of option to be granted to them:

- a. present grade and compensation structure of the employee
- b. performance of the employee
- c. length of service of the employee
- d. exceptional contribution made by the employee
- e. integrity and behaviour of the employee
- f. such other parameters as it may decide.

i) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of the shares that may be issued pursuant to the grant of the Options to each Grantee under ESOS 2022 shall be 2,44,000 (Two Lakhs Forty-Four Thousand only) Provided that maximum number of shares with respect to which Options may be granted to a single Employee shall not exceed 1% of the issued capital of the Company at any point of time.

Further maximum number of shares that may be issued pursuant to grant of options granted to employees namely Mr. Sudhir Avasthi, Managing Director and Mr. Deepankar Barat, President, in a year may exceed to one percent of the total issued capital of the company at the time of grant of options subject to maximum of 1,12,000 number of Options per employee at the time of granting of an option.

j) Maximum quantum of benefits to be provided per employee under Milkfood ESOS 2022:

The maximum quantum of benefits underlying the Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the Equity Shares on the exercise date.

- k) Whether the Scheme is to be implemented and administered directly by the Company or through a Trust:**
It is clarified that Milkfood ESOS 2022 is not proposed to be implemented through Trust. There won't be any secondary market acquisition for the purpose of implementation of the Scheme. The Scheme will be implemented directly by the Company.
- l) Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:**
Implementation of the Scheme would involve new issue of equity shares. There won't be any secondary market acquisition for the purpose of implementation of the Scheme.
- m) The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**
There shall not be any funding of financing by the Company for Exercise of Options. Accordingly, no amount of loan to be provided for implementation of Milkfood ESOS 2022.
- n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:**
There won't be any secondary market acquisition for the purpose of implementation of the Scheme.
- o) A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 of the SEBI Regulations:**
The Company shall conform to the accounting policies as specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and other applicable provisions. The Company shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time.
- p) Method of valuing the Options:**
The Company shall use the Fair Value method for valuation of the Options. The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.
- q) Statement with regard to Disclosure in Directors' Report:**
As the Company has opted for expensing of share-based employee benefits using the fair value, the same shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.
- r) Lock-in period and transferability:**
There shall be a minimum vesting period of one year between grant of options and vesting of options. Options Granted to an Employee shall not be transferable to any person. Subject to special provisions relating to the case of death of an employee before exercise of options (as mentioned above), no person, other than the Participant, shall be entitled to the benefit arising out of under Milkfood ESOS 2022. It is also clarified that the stock options granted under the ESOS 2022 shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. There would not be any lock-in period for the shares issued consequent upon exercising the options under the Milkfood ESOS 2022.
- s) Terms & conditions for buyback, if any, of specified securities covered under these regulations.**
There is no buyback arrangement or commitment by the Company in respect of any Shares or Securities issued/ allotted under Milkfood ESOS 2022.
- t) Other Terms**
The Board of Directors shall have the absolute authority to vary or modify the terms of the Milkfood ESOS 2022, subject to the SEBI Regulations and other applicable laws, from time to time. The Options to be granted under the Milkfood ESOS 2022 shall not be treated as an offer or invitation made to public for subscription of securities of the Company.

Consent of the shareholders is required by way of a **special resolution** pursuant to Section 62(1)(b) of the Companies Act, 2013 and the SEBI Regulations. As per Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, separate special resolution is required to be passed in case the Scheme provided for grant of option to identified employees, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of option.

Accordingly, the **Special Resolutions** set out at item no. 7 & 8 in this Notice is proposed for approval by the shareholders.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under Milkfood ESOS 2022 may be deemed to be concerned or interested in the Special Resolutions at Item Nos. 7 and 8 of this Notice. Save as aforesaid, none of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED ARE FURNISHED BELOW:

Name of Director (DIN)	Date of Birth/ Age (No. of Equity Shares held)	Qualification (Relationship with other Directors)	Nature of Expertise	Name of Companies in which he/ she holds Directorship	Membership/ Chairmanship of Committees of other companies	Date of first Appointment on the Board	Terms and Conditions of appointment/ re-appointment
Mr. Harmesh Mohan Sood (DIN:07951620)	05 th March, 1948/ 74 yrs (holding 20 Equity Shares of Rs. 10/- each)	Bachelor of Science in Engg., Chartered Engineer (Not related with any Director of the Company)	He has vast experience in business management and administration	i) Anyboli Labs Private Limited ii) Dewyani Constructions Pvt. Ltd.	Nil	29.09.2017	As mentioned in the Resolution.

For other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel etc. in respect of above director, please refer to the Corporate Governance Report which is a part of this Annual Report.

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