



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 44th Annual General Meeting of the members of the Company MILKFOOD LIMITED will be held at the Registered Office of the Company at Bahadurgarh, District Patiala – 147021, (Punjab) on Tuesday, the 26th September, 2017 at 9.00 A.M. to transact the following business:

ORDINARY BUSINESS:

- (1) To receive, consider and adopt:
 - (a) the audited financial statements of the Company for the financial year ended 31st March, 2017 along with the Report of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2017 along with the Report of Auditors thereon.
- (2) To appoint a Director in place of Mr. Amarjeet Kapoor (DIN: 00122843), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
- (3) To appoint the Statutory Auditors:

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

“RESOLVED THAT pursuant to provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), as may be applicable and pursuant to the recommendations of the Audit Committee, M/s V. P. Jain & Associates, Chartered Accountants, registered with the Institute of Chartered Accountants of India (ICAI) vide registration number 015260N, be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s Madan & Associates, Chartered Accountants, the retiring Auditors) for a term of five years commencing from the conclusion of the 44th Annual General Meeting (AGM) till the conclusion of the 49th Annual General Meeting (AGM), to be held in the year 2022 subject to ratification of their appointment by the members of the Company at every subsequent AGM and on such remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

- (4) Ratification of remuneration payable to the Cost Auditors for the financial year 2016-17:

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. 90,000/- (Rupees Ninety Thousand only) plus service tax & re-imbursement of out-of-pocket expenses payable to M/s. R. J. Goel & Co., Cost Accountants (Firm Registration No.000026) for conducting the audit of the cost records made and maintained by the Company pertaining to milk powder for the financial year 2016-17.”

“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) Ratification of remuneration payable to the Cost Auditors for the financial year 2017-18:

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. 90,000/- (Rupees Ninety Thousand only) plus service tax & re-imbusement of out-of-pocket expenses payable to M/s. R. J. Goel & Co., Cost Accountants (Firm Registration No.000026) for conducting the audit of the cost records made and maintained by the Company pertaining to milk powder for the financial year 2017-18.”

“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.”

(6) Related Party Transactions:

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 188 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Rules and Regulations made there under and in terms of applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded for the appointment of Mr. Karamjit S Jaiswal as the Chief Mentor (Administration & General) of the Company w.e.f. 01.04.2017 at the remuneration as follows:

1. Salary : Rs. 6,00,000/- P.M.
2. Accommodation : He will be entitled for a suitable accommodation and Company Car with Driver.
3. Other perks and benefits : He will also be entitled for reimbursement of gas, electricity, water and such other expenses as may be agreed upon.”

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

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

Sd/-
Rakesh Kumar Thakur
Company Secretary
Membership No: A-32425

Place : New Delhi

Date : 30th May, 2017

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE MUST BE DULY COMPLETED, STAMPED, SIGNED AND MUST BE SENT TO THE COMPANY SO AS TO REACH AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**

Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy Form is enclosed.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of the Notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2017 to 25th September, 2017 (both days inclusive).
4. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
5. In case of joint holders attending the Annual General Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the meeting.
6. Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, additional information on Directors seeking appointment/reappointment at the Annual General Meeting are provided in the Corporate Governance Report.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit

the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

8. Members/Proxies attending the meeting are requested to bring the Attendance Slips (duly completed) in the meeting.
9. The Notice of the Annual General Meeting along with the Annual Report 2016-17 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. 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 2016-17 will also be available on the Company's website viz. www.milkfoodltd.com.
10. Members holding the shares in physical form are requested to forward all applications for transfer of shares and all other shares related correspondence to the Registrar and Share Transfer Agent (RTA) of the Company at Alankit Assignments Ltd., RTA Division, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi-110055, or to the Company at 5th Floor, Bhandari House, 91, Nehru Place, New Delhi-110019.
11. Members of the Company may kindly note that the shares of the Company are traded on Bombay Stock Exchange Ltd. (BSE) compulsorily in demat mode. Hence, by holding the shares in demat mode you can deal freely in the shares at market value.
12. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
13. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again in the meeting.
14. The route map showing directions to reach the venue of the Forty- Forth AGM is annexed.
15. **Pursuant to the prohibitions imposed vide Secretarial Standards on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.**
16. **Voting through electronic means:**
 - a) In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to the members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 44th Annual General Meeting.
 - b) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **19th September, 2017** (the "Cut-off Date") only shall be entitled to vote through remote e-voting and at the AGM.
 - c) At the venue of AGM, voting shall be done through ballot papers and the members attending AGM who have not casted their vote by remote e-voting shall be entitled to cast their vote through Ballot papers.
 - d) The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by the Central Depository Services (India) Limited ("CDSL"). The e-voting facility will be available at the link www.evotingindia.com.
 - e) The remote e-voting period begins on 23rd September, 2017 at 9.00 a.m. and ends on 25th September, 2017 at 5.00 p.m. During this period shareholders of the Company holding shares either in physical form or in dematerialized form as on **19th September, 2017** being the **cut-off date** (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - f) The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting process along with printed attendance slips and proxy forms can be downloaded from the link www.milkfoodltd.com or www.cdslindia.com.
 - g) A person who is not a member of the Company as on the cut-off date should treat this Notice for the information purposes only.
 - h) Members holding multiple folios/demat accounts may choose the voting process separately for each folio/demat account.
 - i) The voting rights of the members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the cut-off date.
 - j) A member can opt only one mode of voting i.e. either in person or through proxy at the meeting or through remote e voting.
 - k) The Company has appointed Mrs. Kamlesh Gupta, Company Secretary, as 'scrutinizer' (the "Scrutinizer"), to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.milkfoodltd.com and on the website of the CDSL www.cdslindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders/Members.
- (iii) 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. 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 demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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 digits of the sequence number in the PAN field. Sequence number is printed on Attendance Slip. • 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.
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 as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Milkfood Limited on which you choose to vote.
- (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 "RESOLUTIONS 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 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.
- (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.
- (xviii) Note for Non - Individual Shareholders and Custodians:-
- 1 Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 2 A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 3 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.
 - 4 The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 5 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.

Any person who acquires shares of the Company and become member of the Company after despatch of the notice and holding shares as on the cut off date i.e. **19th September, 2017** may follow the same instructions as mentioned above for e voting.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. Or contact to Mr. Rakesh Dalvi, Deputy Manager, Contact No. 18002005533, Address: Central Depository Services (India) Limited, 16th Floor, Phirozee Jeejeebhoy Towers, Dalal Street Fort, Mumbai 400 001.

Explanatory Statement in respect of Special Business pursuant to Section 102(1) of the Companies Act, 2013:

Item No. 4 & 5:

The Board on the recommendations of the Audit Committee has approved the appointment of M/s R. J. Goel & Co., Cost Accountants (Firm Registration No. 000026) 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 2016-17 and 2017-18 at a remuneration of Rs. 90,000/- (Rupees Ninety Thousand only) plus service tax & re-imbusement of out of pocket expenses for each financial year.

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 are in any way concerned or interested, financially or otherwise, in these items of business.

The Board of Directors recommends the Ordinary Resolutions as set out at Item No. 4 & 5 of the Notice for approval by the Members.

Item No. 6:

Mr. Karamjit S Jaiswal, has been appointed as the Chief Mentor (Administration & General) of the Company w.e.f. 01st April, 2017. Mr. Jaiswal provides guidance to run the affairs of the Company on micro and macro level. Mr. Jaiswal is the promoter of the Company and has vast commercial and administrative experience of around five decades in the fields of Dairy industry. Mr. Jaiswal has been associated with the Company for a long period and has served on the Board of the Company.

It is proposed to seek the approval of members of the Company for the aforesaid appointment and payment of remuneration. As the appointment and payment of remuneration to Mr. Jaiswal is in the ordinary course of business and at arm's length basis, however, in abundant precautions, it is proposed to obtain the approval of the members by way of an ordinary resolution.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are 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. 6 of the Notice for approval by the Members.



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

Folio No./DP ID/ Client ID No.	
No of Shares Held	

ATTENDANCE SLIP

I/We record my/our presence at the 44th Annual General Meeting of the Company to be held at the Regd. Office of the Company at P.O. Bahadurgarh-147021, Distt. Patiala (Punjab) on Tuesday, the 26th September, 2017 at 09.00 A.M.

NAME OF THE SHAREHOLDER(S) (in Block Letters)	
SIGNATURE OF THE SHAREHOLDER(S)	
NAME OF THE PROXY (in Block Letters)	
SIGNATURE OF THE PROXY	

NOTE: You are requested to sign and hand over this slip at the entrance of the meeting venue.

The Electronic Voting Particulars are as follows:

EVSNO	USER ID	SEQUENCE NO.
170817059		



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

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L15201PB1973PLC003746		
Name of the Company:	MILKFOOD LIMITED		
Registered Office:	P.O. Bahadurgarh-147021, Distt. Patiala (Punjab)		
Name of the member(s)			
Registered Address:			
E-mail Id			
Folio No/Client Id		DP ID	

I/We, being the member(s) of Milkfood Limited holding.....shares of the above named company, hereby appoint

1.	Name			
	Address		Signature	
	E-mail id			
	or failing him			
2.	Name			
	Address		Signature	
	E-mail id			
	or failing him			
3.	Name			
	Address		Signature	
	E-mail id			
	or failing him			

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44th Annual General Meeting of the Company, to be held on Tuesday, the 26th September, 2017 at 09.00 A.M. at the Regd. Office of the Company at P.O. Bahadurgarh-147021, Distt. Patiala (Punjab) and at any adjournment thereof in respect of such resolutions as are indicated below:

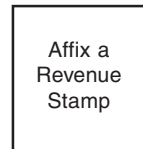
Resolution No. as per Notice

S. No.	RESOLUTION	FOR	AGAINST
1.	To receive consider and adopt the audited financial statements of the Company for the year ended March 31, 2017, together with the reports of the Board of Directors and Auditors thereon and also audited consolidated financial statements of the Company for the financial year ended on March 31, 2017.		
2.	To re-appoint Mr. Amarjeet Kapoor (DIN:00122843), who retires by rotation and being eligible, offer himself for re-appointment.		
3.	To appoint the statutory auditors and fix their remuneration.		
4.	To ratify the remuneration payable to Cost Auditors for the financial year 2016-17.		
5.	To ratify the remuneration payable to Cost Auditors for the financial year 2017-18.		
6.	To approve the Related Party Transaction.		

Signed this day of 2017

Signature of Shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.

AGM VENUE ROUTE MAP
Bahadurgarh, Distt. Patiala (Punjab)-147021

