



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 42nd Annual General Meeting of the members of the Company will be held at the Registered Office of the Company at Bahadurgarh, District Patiala – 147021, (Punjab) on Tuesday, the 29th September, 2015 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, 2015, the Report of Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015.
- (2) To appoint a Director. Mr. Kewal Krishan Kohli, Director (DIN: 00127337), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
- (3) Appointment of 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 the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, M/s. Madan & Associates, Chartered Accountants, (FRN-000185N) be and are hereby re-appointed as the statutory auditors of the Company, to hold office from the conclusion of this annual general meeting till the conclusion of the 44th annual general meeting to be held in the year 2017 (subject to ratification of their appointment by the members of the Company at every subsequent annual general meeting) 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.”

SPECIAL BUSINESS:

- (4) **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 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and are hereby replaced with the new set of Articles of Association and the said new Articles of Association be and are hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto in this regard.”

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

“**RESOLVED THAT** in supersession of the earlier resolution(s) passed in this regard and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow such sums of money, from time to time, as they may deem requisite for the purpose of the business of the Company notwithstanding that money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may at any time exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total borrowings of the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed its aggregate of paid up capital and free reserves by more than Rs. 150 Crores (Rupees One Hundred Fifty Crores only).”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto in this regard.”

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

“RESOLVED THAT in supersession of the earlier resolution(s) passed in this regard and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment thereof and other applicable provisions, if any of the said Act, 2013, consent of the members of the Company be and is hereby accorded to the Board of Directors, to mortgage, hypothecate, pledge and/or create charge in addition to the mortgage, hypothecate, pledge and/or charge already created, in such form, manner and ranking on such terms as the Board deems fit in the interest of the Company, on all or any of the immovable and movable properties (including pledge of securities held in subsidiaries) of the Company, present and future and/or any other assets or properties, either tangible or intangible in favour of any Bank(s) or Financial Institution(s) situated within or outside India (hereinafter referred to as “the Lenders”) to secure repayment of rupee term loans or foreign currency loans or combination of both not exceeding its aggregate of paid up capital and free reserves by more than Rs. 150 crores (Rupees One Hundred Fifty Crores only) advanced or agreed to lend and advance to the Company either jointly or severally or in any other combination thereof, as the case may be, in terms of the loan agreement(s), entered into/ to be entered into by the Company with each of the lenders.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto in this regard.”

(7) 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, if any, of the Companies Act, 2013 (the Act) read with Rules issued thereunder, including the Companies (Meeting of Board and its Powers) Rules, 2014 (subject to any modification(s) and/or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded for the payment of remuneration of Rs. 10,00,000/- p.m. (Rupees Ten Lacs only) to Ms. Roshini Sanah Jaiswal, Executive Director (Operations) of the Company w.e.f. 01.04.2014.”

“RESOLVED FURTHER THAT the appointment of Ms. Roshini Sanah Jaiswal, Executive Director (Operations) be and is hereby approved for a period of five years with effect from 01.04.2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings as may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

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

Rakesh Kumar Thakur
Company Secretary
Membership No: 32425

Place : New Delhi
Date : 27th July, 2015

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 in his stead and such proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective should be duly completed, stamped, signed and must be sent to 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 paid up 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 enclosed.**
- 2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of Notice.**

3. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2015 to 28th September, 2015 (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, only such joint holder, who is higher in the order of names, will be entitled to attend and vote at the meeting.
6. Pursuant to Clause 49 of the Listing Agreement, additional information on Director seeking reappointment at the annual general meeting is provided in the Annual Report.
7. Members/Proxies attending the meeting are requested to bring the Attendance Slips (duly completed) in the meeting.
8. Members holding the shares in physical form are requested to forward all applications for transfer of shares and all other shares related correspondence including intimation for change of address 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.
9. In compliance with the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide the facility to exercise the right to vote at the 42nd Annual General Meeting (AGM) by electronic means on all the items of business given in the Notice to its members holding shares as on **22nd September, 2015** being the cut-off date (i.e. record date for the purpose of Rule 20 of the Rules) fixed for determining voting rights of members entitled to participate in the voting process. 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 Central Depository Services (India) Limited ("CDSL"). The e-voting facility will be available at the link **www.evotingindia.com**.
10. 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**.
11. The Company has appointed Mrs. Kamlesh Gupta, Company Secretary, as 'scrutinizer' (the "Scrutinizer"), for conducting the e-voting process for the annual general meeting (AGM) in a fair and transparent manner. The results of the e-voting shall be declared after the AGM of the Company and shall be placed on the website of the company at **www.milkfoodltd.com** and on the website of the Agency **www.cdslindia.com**.
12. During the e-voting period, members of the Company, may cast their votes electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
13. The facility for voting through ballot paper shall be made available at the venue of the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
14. 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.
15. Members holding multiple folios/demat accounts may choose the voting process separately for each folio/demat account.
16. 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.
17. A member can opt only one mode of voting i.e. either in person or through proxy at the meeting or through e voting.
18. Members are requested to intimate to the Company the details, if any, required in relation to this Annual Report at least 10 days before the meeting to enable the Management to keep the information ready.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.4:

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain reference to specific sections of the Companies Act, 1956 and some articles in the existing AoA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with

the general working of the Companies stand notified, several regulations in the existing AoA of the Company require alteration and/or deletion.

So, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new set of AoA to be replaced in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a Company limited by shares and also carries forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft of AoA is available for inspection to the shareholders at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M to 1.00 P.M till the date of the meeting.

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 recommends the Special Resolution set out at item No. 4 of the Notice for approval of members.

Item No. 5 :

As per Section 180(1)(c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the Company and its free reserve requires approval from the shareholders of the Company. The shareholders of the Company had by an ordinary resolution passed in Annual General Meeting held on 8th June, 2006 authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company which may exceed of its aggregate of the paid-up capital and free reserves, for the business of the Company but shall not exceed by Rs. 75 Crores at any time. Keeping in view, the enhanced requirement of loans and the legal requirements of Section 180(1)(c) of the Companies Act, 2013 which provides that the Board of Directors of the Company shall exercise the said power only with the consent of the Company by a special resolution, the Resolution is being proposed to be passed as a special resolution.

The Board recommends the Special Resolution set out at item No. 5 of the Notice for approval of members.

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.

Item No. 6 :

Section 180(1)(a) of the Companies Act, 2013, provides that the Board of Directors of a Company shall not without the consent of members mortgage, hypothecate, pledge and/or create charge on the assets of the Company, hence it is necessary for the members to pass a special resolution under section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors to mortgage / charge on the properties of the Company.

The Board recommends the Special Resolution set out at item No. 6 of the Notice for approval of members.

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.

Item No. 7:

Ms. Roshini Sanah Jaiswal, was appointed as the Executive Director (Operations) of the Company. She belongs to the Promoter Group of the Company. Ms. Roshini Sanah Jaiswal is a qualified MBA (Economics & Political Science) and has a vast commercial & administrative experience of more than 20 years.

She has made substantial contribution in the development of Dairy Whitener, design of packing material, listing in prime institutions for supply.

With her inputs in advertisement and marketing, Dairy whitener has been well recieved in the market. Considering her vast professional experience, it is proposed to pay remuneration of Rs. 10,00,000/- (Rupees Ten Lacs) per month.

So it is proposed to seek the approval of members of the company for the aforesaid appointment for five financial years commencing from 1st April, 2013.

Accordingly, the Board of Directors of your Company recommends the same to be get approved by the members of the Company by way of an Ordinary Resolution as set out at item No. 7 of the Notice.

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 INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

- (i) The voting period begins on 26th September, 2015 at 9.00 a.m. and ends on 28th September, 2015 at 5.00 p.m. During this period shareholders' of the Company holding shares either in physical form or in dematerialized form as on **22nd September, 2015** being the **cut-off date** (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. 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.
- (ii) The shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Milkfood Limited> on which you choose to vote.
- (xiii) 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.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) 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. 22nd September, 2015 may follow the same instructions as mentioned above for evoting.

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 to Mr. Wenceslaus Furtado, Deputy Manager, Contact No. : 18002005533, Address: Central Depository Securities (India) Limited, 16th Floor, P.J. Tower, Dalal Street Fort, Mumbai-400001.

FOR KIND ATTENTION OF THE MEMBERS OF THE COMPANY

1. 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.
2. The Company is sending communication under the Green Initiative of the Ministry of Corporate Affairs including Notice for AGM, Explanatory Statement thereto, Balance Sheet, Directors' Report, Auditor's Report, Financial Statements etc. through email to shareholders whose emails are registered with the Company. While going through the Register of Members, we have noticed that there are members who have not registered their email IDs with the Company. Consequently, we are unable to send communications to them electronically. In compliance with provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the Companies Act, 2013 and Rules made there under, we request the members to register/update their email IDs with the RTA of the Company in respect of their physical holding at the following address either by post or by e-mail :

Alankit Assignments Limited
RTA Division, Alankit Heights,
1E/13 Jhandewalan Extension, New Delhi- 110055
Email: rta@alankit.com Telephone: 011-42541234

or to their Depository Participants if they are holding shares in electronic form.



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.....shares of the above named company, hereby appoint

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

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Tuesday, the 29th September, 2015 at 09.00 A.M. at the Regd. Office of the Company at P.O. Bahadurgarh-147021, Distt. Patiala (Punjab).

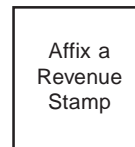
Resolution No. as per Notice

S. No.	RESOLUTION	FOR	AGAINST
1.	To receive consider and adopt of audited financial statements of the Company for the year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon and also audited consolidated financial statement of the Company for the financial year ended on March 31, 2015.		
2.	To re-appoint Mr. Kewal Krishan Kohli (DIN : 00127337), who retires by rotation.		
3.	To re-appoint auditors and fix their remuneration.		
4.	To adopt new set of Article of Association of the Company.		
5.	To fix the limit on borrowing power of the Company.		
6.	To create charge / mortgage on the assets and properties of the Company.		
7.	To approve Related Party Transaction.		

Signed this.....day of.....2015

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.



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 42nd Annual General Meeting of the Company at the Regd. Office of the Company at P.O. Bahadurgarh-147021, Distt. Patiala (Punjab) on Tuesday, the 29th September, 2015 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:

EVSN	User ID	Sequence No.
150804009		



CIN : L15201PB1973PLC003746
 Regd. Office: P.O. Bahadurgarh-147021, Distt. : Patiala (Punjab)
 Tel: 0175- 2381404/2381415, Fax: 0175-2380248
 Email :milkfoodltd@milkfoodltd.com; Website: www.milkfoodltd.com

NOTICE**Sub.: Notice of 42nd Annual General Meeting, Book Closure and E-voting facility**

Notice is hereby given that the 42nd Annual General Meeting (AGM) of the Company will be held on Tuesday, the 29th September, 2015 at 9.00 a.m. at the Registered Office of the Company. Pursuant to Section 91 of the Companies Act, 2013, Rule 10 of the Companies (Management & Administration) Rules, 2014 and clause 16 of the Listing Agreement, the Register of Members and the Share Transfer Books of the Company will remain closed for a period w.e.f 23rd September, 2015 to 28th September, 2015 (both days inclusive). The Notice for the AGM and the Annual Report for the year 2014-15 have been sent to all members of the Company at their registered addresses in prescribed mode on 2nd September, 2015.

Notice of the Annual General Meeting is also available on the Company's website at www.milkfoodltd.com and of the website of CDSL at www.cdslindia.com.

Notice is also hereby given that pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and clause 35B of the Listing Agreement, the Company is offering remote e-voting facility to its members in respect of all the items of business to be transacted at the Annual General Meeting. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for providing remote e-voting facilities. The cut-off date for the purpose of e-voting is 22nd September, 2015.

The service of the e-voting can be availed by accessing the link www.evotingindia.com. The procedure for e-voting is available on the aforesaid website as well as in the Notice of the AGM. Members are requested to cast their vote on or before the last date.

The remote e-voting facility shall commence on 26th September, 2015 from 9.00 a.m. (IST) and end on 28th September, 2015 at 5.00 p.m. (IST). The remote e-voting shall not be allowed beyond the said date and time.

A person, whose names appears in the register of members/beneficial owners as on the cut-off date i.e. 22nd September, 2015 only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.

Any person who becomes member of the Company after the dispatch of the Notice of the meeting and holding shares as of the cut-off date i.e. 22nd September, 2015 may obtain the user ID and password by sending a request at helpdesk.evoting@cdslindia.com.

The detailed procedure for obtaining User Id and password is also provided in the Notice of the meeting which is available on Company's website and the website of CDSL. If the member is already registered with CDSL for e-voting then he can use his existing user ID and password for casting the vote through remote e-voting.

The member who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.

The facility for voting through ballot paper shall be made available at the venue of the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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 to Mr. Wenceslaus Furtado, Deputy Manager, Contact No. 18002005533, Address: Central Depository Services (India) Limited, 16th Floor, P.J. Towers, Dalal Street Fort, Mumbai 400 001.

For MILKFOOD LIMITED
 Sd/-
 Rakesh Kumar Thakur
 Company Secretary

Date : 02.09.2015
 Place : New Delhi

Statesman, Delhi 03.08.2015

ਮਿਲਕਫੂਡ ਲਿਮਟਿਡ

ਸੀਆਈਐਨ : L15201PB1973PLC003746

ਰਜਿਸਟਰਡ ਦਫਤਰ : ਪੋਸਟ ਆਫਿਸ ਬਹਾਦੁਰਗੜ੍ਹ-147021, ਜ਼ਿਲ੍ਹਾ : ਪਟਿਆਲਾ (ਪੰਜਾਬ)

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ਸੂਚਨਾ

ਵਿਸ਼ਾ : 42 ਵੀਂ ਸਲਾਨਾ ਜਨਰਲ ਮੀਟਿੰਗ ਦੀ ਸੂਚਨਾ, ਬੁਕ ਕਲੋਜ਼ਰ ਅਤੇ ਈ-ਵੋਟਿੰਗ ਸਹੂਲਤ
 ਇਹ ਸੂਚਿਤ ਕੀਤਾ ਜਾਂਦਾ ਹੈ ਕਿ ਕੰਪਨੀ ਦੀ 42 ਵੀਂ ਸਲਾਨਾ ਜਨਰਲ ਮੀਟਿੰਗ (ਏ ਜੀ ਐਮ) ਮੇਗਲਵਾਰ, 29 ਸਤੰਬਰ, 2015 ਨੂੰ ਸਵੇਰੇ 09.00 ਵਜੇ ਕੰਪਨੀ ਦੇ ਰਜਿਸਟਰਡ ਦਫਤਰ ਵਿਖੇ ਹੋਵੇਗੀ। ਕੰਪਨੀਜ਼ ਐਕਟ, 2013, ਦੇ ਸੈਕਸ਼ਨ 91 ਦੇ ਅਨੁਸਾਰ, ਰੂਲ 10 ਬਾਬਤ ਕੰਪਨੀਜ਼ (ਮੈਨੇਜਮੈਂਟ ਅਤੇ ਐਡਮਿਨਿਸਟਰੇਸ਼ਨ) ਰੂਲਜ਼, 2014 ਅਤੇ ਲਿਸਟਿੰਗ ਐਗਰੀਮੈਂਟ ਦੀ ਧਾਰਾ 16, ਮੈਂਬਰਾਂ ਦਾ ਰਜਿਸਟਰ ਅਤੇ ਕੰਪਨੀ ਦੀਆਂ ਸ਼ੇਅਰ ਟਰਾਂਸਫਰ ਕਿਤਾਬਾਂ 23 ਸਤੰਬਰ, 2015 ਤੋਂ ਬਹੁ ਹੋ ਕੇ 28 ਸਤੰਬਰ, 2015 ਦੀ ਅਵਧੀ ਤਕ ਬੰਦ ਰਹਿਣਗੀਆਂ (ਦੋਵੇਂ ਦਿਨ ਸ਼ਾਮਲ ਕਰਕੇ)। ਏ ਜੀ ਐਮ ਦੀਆਂ ਸੂਚਨਾ ਅਤੇ ਸਾਲ 2014-15 ਦੀ ਸਲਾਨਾ ਰਿਪੋਰਟ 2 ਸਤੰਬਰ, 2015 ਨੂੰ ਕੰਪਨੀ ਦੇ ਸਾਰੇ ਮੈਂਬਰਾਂ ਨੂੰ ਉਹਨਾਂ ਦੇ ਰਜਿਸਟਰਡ ਪਤਿਆਂ ਦੇ ਨਿਰਧਾਰਿਤ ਢੰਗ ਨਾਲ ਭੇਜ ਦਿੱਤੀ ਗਈ ਹੈ। ਸਲਾਨਾ ਜਨਰਲ ਮੀਟਿੰਗ ਦੀ ਸੂਚਨਾ ਕੰਪਨੀ ਦੀ ਵੈਬਸਾਈਟ www.milkfoodltd.com ਅਤੇ ਸੀ ਡੀ ਐਸ ਐਲ ਦੀ ਵੈਬਸਾਈਟ www.cdslindia.com ਤੇ ਵੀ ਉਪਲਬਧ ਹਨ।

ਇਹ ਸੂਚਨਾ ਵੀ ਦਿੱਤੀ ਜਾਂਦੀ ਹੈ ਕਿ ਕੰਪਨੀਜ਼ ਐਕਟ, 2013 ਦੇ ਸੈਕਸ਼ਨ 108 ਅਤੇ ਰੂਲ 20 ਕੰਪਨੀਜ਼ (ਮੈਨੇਜਮੈਂਟ ਅਤੇ ਐਡਮਿਨਿਸਟਰੇਸ਼ਨ) ਰੂਲਜ਼ 2014, ਜਿਵੇਂ ਕਿ ਸੋਧੇ ਹੋਏ, ਕੰਪਨੀਜ਼ (ਮੈਨੇਜਮੈਂਟ ਅਤੇ ਐਡਮਿਨਿਸਟਰੇਸ਼ਨ) ਸੋਧੇ ਹੋਏ ਰੂਲਜ਼, 2015 ਅਤੇ ਲਿਸਟਿੰਗ ਐਗਰੀਮੈਂਟ ਦੀ ਧਾਰਾ 35 B ਅਨੁਸਾਰ ਕੰਪਨੀ ਸਲਾਨਾ ਜਨਰਲ ਮੀਟਿੰਗ ਵਿਚ ਕੀਤੀ ਜਾਣ ਵਾਲੀ ਕਾਰਵਾਈ ਦੀਆਂ ਸਾਰੀਆਂ ਮਦਾਂ ਬਾਰੇ ਮੈਂਬਰਾਂ ਨੂੰ ਰਿਮੋਟ ਈ-ਵੋਟਿੰਗ ਸਹੂਲਤ ਦੀ ਪੇਸ਼ਕਸ਼ ਕਰ ਰਹੀ ਹੈ। ਕੰਪਨੀ ਨੇ ਰਿਮੋਟ ਈ-ਵੋਟਿੰਗ ਸਹੂਲਤਾਂ ਦੀ ਵਿਵਸਥਾ ਕਰਨ ਲਈ ਸੈਂਟਰਲ ਡਿਪਾਜ਼ਟਰੀ ਸਰਵਿਸਜ਼ (ਇੰਡੀਆ) ਲਿਮਟਿਡ ("ਸੀ ਡੀ ਐਸ ਐਲ") ਦੀਆਂ ਸੇਵਾਵਾਂ ਰਿਮੋਟ ਈ-ਵੋਟਿੰਗ ਸਹੂਲਤਾਂ ਦੇਣ ਲਈ ਪ੍ਰਾਪਤ ਕੀਤੀਆਂ ਹਨ। ਈ-ਵੋਟਿੰਗ ਦੇ ਮੰਤਵ ਲਈ ਕਟ-ਆਫ ਤਾਰੀਖ 22 ਸਤੰਬਰ 2015 ਹੈ। ਈ-ਵੋਟਿੰਗ ਦੀਆਂ ਸੇਵਾਵਾਂ www.evotingindia.com ਨਾਲ ਸੰਪਰਕ ਜੋੜਨ ਤੇ ਇਸਤੇਮਾਲ ਕੀਤੀਆਂ ਜਾ ਸਕਦੀਆਂ ਹਨ। ਈ-ਵੋਟਿੰਗ ਦਾ ਤਰੀਕਾ ਉਪਰੋਕਤ ਵੈਬਸਾਈਟ ਤੇ ਉਪਲਬਧ ਹੈ ਨਾਲ ਹੀ ਨਾਲ ਏ ਜੀ ਐਮ ਦੀ ਸੂਚਨਾ ਵਿੱਚ ਵੀ ਹੈ। ਮੈਂਬਰਾਂ ਨੂੰ ਬਹੁਤੀ ਕੀਤੀ ਜਾਂਦੀ ਹੈ ਕਿ ਉਹ ਆਪਣਾ ਵੋਟ ਆਖਰੀ ਤਾਰੀਖ ਨੂੰ ਜਾਂ ਇਸ ਤੋਂ ਪਹਿਲਾਂ ਪਾਉਣ।

ਰਿਮੋਟ ਈ-ਵੋਟਿੰਗ ਸਹੂਲਤ 26 ਸਤੰਬਰ, 2015 ਨੂੰ ਸਵੇਰੇ 9.00 ਵਜੇ (ਭਾਰਤੀ ਸਟੈਂਡਰਡ ਸਮਾਂ) ਤੋਂ ਸ਼ੁਰੂ ਹੋਵੇਗੀ ਅਤੇ 28 ਸਤੰਬਰ, 2015 ਨੂੰ 5.00 ਵਜੇ ਬਾਅਦ ਦੁਪਹਿਰ (ਭਾਰਤੀ ਸਟੈਂਡਰਡ ਟਾਈਮ) ਤੇ ਸਮਾਪਤ ਹੋਵੇਗੀ। ਰਿਮੋਟ ਈ-ਵੋਟਿੰਗ ਸਹੂਲਤ ਉਪਰੋਕਤ ਤਾਰੀਖ ਅਤੇ ਸਮੇਂ ਤੋਂ ਅੱਗੇ ਦੀ ਇਜਾਜ਼ਤ ਨਹੀਂ ਦਿੱਤੀ ਜਾਵੇਗੀ।

ਉਹ ਵਿਅਕਤੀ ਜਿਹਨਾਂ ਦੇ ਨਾਂ ਮੈਂਬਰਾਂ/ਬੈਨੇਫੀਸ਼ੀਅਲ ਮਾਲਕਾਂ ਦੇ ਰਜਿਸਟਰ ਵਿੱਚ ਕਟ ਆਫ ਤਾਰੀਖ ਜਿਹੜੀ ਕਿ 22 ਸਤੰਬਰ, 2015 ਹੈ ਵਿਚ ਦਰਜ ਹੈ ਕੇਵਲ ਉਹ ਹੀ ਰਿਮੋਟ ਈ-ਵੋਟਿੰਗ ਦੀ ਸਹੂਲਤ ਅਤੇ ਮੀਟਿੰਗ ਵਿੱਚ ਵੋਟਿੰਗ ਕਰਨ ਦੇ ਹੱਕਦਾਰ ਹੋਣਗੇ।

ਕੋਈ ਵਿਅਕਤੀ ਜਿਹੜਾ ਕੰਪਨੀ ਦਾ ਮੈਂਬਰ ਮੀਟਿੰਗ ਦੀ ਸੂਚਨਾ ਭੇਜੇ ਜਾਣ ਅਤੇ ਹੋਲਡਿੰਗ ਸ਼ੇਅਰ ਜਿਵੇਂ ਕਿ ਕਟ ਆਫ ਤਾਰੀਖ 22 ਸਤੰਬਰ 2015 ਹੈ ਦਾ ਮੈਂਬਰ ਬਣਦਾ ਹੈ ਉਹ ਯੂਜ਼ਰ ਆਈ ਡੀ ਅਤੇ ਪਾਸਵਰਡ ਪ੍ਰਾਪਤ ਕਰ ਸਕਦਾ ਹੈ ਅਤੇ ਇਸ ਲਈ ਇੱਕ ਬੇਨਤੀ helpdesk.evoting@cdslindia.com ਤੇ ਭੇਜੀ ਜਾਵੇ।

ਯੂਜ਼ਰ ਆਈ ਡੀ ਅਤੇ ਪਾਸਵਰਡ ਪ੍ਰਾਪਤ ਕਰਨ ਦਾ ਵਿਸਥਾਰਪੂਰਵਕ ਮੀਟਿੰਗ ਦੀ ਸੂਚਨਾ ਵਿਚ ਵੀ ਉਪਲਬਧ ਹੈ ਜਿਹੜੀ ਕਿ ਕੰਪਨੀ ਦੀ ਵੈਬਸਾਈਟ ਅਤੇ ਸੀ ਡੀ ਐਸ ਐਲ ਦੀ ਵੈਬਸਾਈਟ ਤੇ ਉਪਲਬਧ ਹੈ। ਜੇ ਮੈਂਬਰ ਪਹਿਲਾਂ ਹੀ ਵੋਟਿੰਗ ਲਈ ਸੀ ਡੀ ਐਸ ਐਲ ਰਜਿਸਟਰ ਕੀਤਾ ਹੋਇਆ ਹੈ ਤਾਂ ਉਹ ਆਪਣਾ ਵਰਤਮਾਨ ਯੂਜ਼ਰ ਆਈ ਡੀ ਇਸਤੇਮਾਲ ਕਰ ਸਕਦਾ ਹੈ।

ਜਿਹੜੇ ਮੈਂਬਰਾਂ ਨੇ ਰਿਮੋਟ ਈ-ਵੋਟਿੰਗ ਰਾਹੀਂ ਆਪਣਾ ਵੋਟ ਪਾ ਲਿਆ ਹੈ ਉਹ ਮੀਟਿੰਗ ਵਿਚ ਸ਼ਾਮਿਲ ਤਾਂ ਹੋ ਸਕਦੇ ਹਨ ਲੇਕਿਨ ਦੋਬਾਰਾ ਵੋਟ ਕਰਨ ਦਾ ਉਹਨਾਂ ਨੂੰ ਹੱਕ ਨਹੀਂ ਹੋਵੇਗਾ।

ਬੈਲਟ ਪੇਪਰ ਰਾਹੀਂ ਵੋਟਿੰਗ ਦੀ ਸਹੂਲਤ ਮੀਟਿੰਗ ਦੀ ਥਾਂ ਤੇ ਉਪਲਬਧ ਕਰਾਈ ਜਾਵੇਗੀ ਅਤੇ ਉਹ ਮੈਂਬਰ ਜਿਹੜੇ ਮੀਟਿੰਗ ਵਿਚ ਸ਼ਾਮਿਲ ਹਨ ਅਤੇ ਉਹਨਾਂ ਰਿਮੋਟ ਈ-ਵੋਟਿੰਗ ਰਾਹੀਂ ਆਪਣੀ ਵੋਟ ਨਹੀਂ ਪਾਈ, ਉਹ ਬੈਲਟ ਪੇਪਰ ਰਾਹੀਂ ਮੀਟਿੰਗ ਵਿਚ ਆਪਣੇ ਵੋਟ ਦੇਣ ਦੇ ਅਧਿਕਾਰ ਦੀ ਵਰਤੋਂ ਕਰ ਸਕਦੇ ਹਨ।

ਜੇਕਰ ਈ-ਵੋਟਿੰਗ ਦੇ ਮਾਮਲਿਆਂ ਬਾਰੇ ਕੋਈ ਪੁੱਛਣੇ ਹਨ, ਤੁਸੀਂ ਇਹ ਫਰੀਕਵੈਂਟਲੀ ਆਸਕਡ ਕਵੈਸ਼ਨਜ਼ ("FAQs") ਅਤੇ ਈ-ਵੋਟਿੰਗ ਮੈਨੂਅਲ ਜਿਹੜੀ ਕਿ www.evotingindia.com ਤੇ ਉਪਲਬਧ ਹੈ ਅਤੇ ਹੋਲਪ ਸੈਕਸ਼ਨ ਜਾਂ ਈ ਮੇਲ ਲਈ ਲਿਖੋ helpdesk.evoting@cdslindia.com ਜਾਂ ਡਿਪਟੀ ਮੈਨੇਜਰ Mr. Wenceslaus Furtado ਨੂੰ ਭੇਜੋ ਜਿਸ ਦਾ ਕੰਟੈਕਟ ਨੰਬਰ 18002005533, ਪਤਾ : Central Depository Services (India) Limited, 16th Floor,P.J.Towers, Dalal Street Fort, Mumbai 400001.

ਵਾਸਤੇ ਮਿਲਕਫੂਡ ਲਿਮਟਿਡ
 ਸਹੀ/-
 ਰਾਕੇਸ਼ ਕੁਮਾਰ ਠਾਕੁਰ
 ਕੰਪਨੀ ਸੈਕਰਟਰੀ

ਮਿਤੀ : 02.09.2015
 ਥਾਂ : ਨਵੀਂ ਦਿੱਲੀ