

# HARYANA MILK FOODS LIMITED

Registered Office: Kaithal Road, Pehowa, District-Kurukshetra, Haryana-136128

CIN: U74899HR1965PLC008345

Phone No: 01741-230061, Fax No:01741-230348, Email.id: hmflpehowa@gmail.com

## NOTICE

Notice is hereby given that the 56<sup>th</sup> Annual General Meeting of the members of Haryana Milk Foods Limited will be held on Friday, 30<sup>th</sup> September 2022 at 11:00 A.M. at the Registered Office of the Company at Kaithal Road, Pehowa, District Kurukshetra-136128 (Haryana) to transact the following business.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2022 and Statement of Profit and Loss for the year ended on that date together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in Place of Mrs. Ekta Jain (DIN-03118560), who retires by rotation and being eligible, offers her for reappointment.
3. To reappoint auditor and fix their remuneration and in this regard 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 read with The Companies[Audit and Auditors] Rules, 2014 and other applicable provisions [including any modification or re-enactment thereof] if any, of the Companies Act, 2013, M/s Rakesh Dhall & Associates, Chartered Accountants, Firm Registration Number 014637 be and is hereby re-appointed as the Statutory Auditors of the Company to hold the office for the term of five years beginning from the conclusion of the ensuing Annual General Meeting till the conclusion of the 61th Annual General Meeting of the Company on such terms and remuneration as may be approved by the Audit Committee of the board.

**FURTHER RESOLVED THAT** any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolutions.”

### SPECIAL BUSINESS:

#### 1. APPOINTMENT OF COST AUDITOR

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

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, M/s N.N. Sharma & Associates, Cost

Accountants, (Membership No.21494), the Cost Auditors appointed by the Board, to conduct the audit of the cost records of the Haryana Milk Foods Limited for the Financial Year ending 31<sup>st</sup> March, 2023 be paid remuneration as may be agreed upon by the Board of Directors in consultation with the said Auditor”.

## **2. APPOINTMENT OF SECRETARIAL AUDITOR**

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

**“RESOLVED THAT** pursuant to Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, consent of the Board **be and is hereby** accorded to appoint **Sandeep Agrawal & Associates** Practicing Company Secretaries, (Membership No.F9236 and CP. No- 10752 for conducting a Secretarial Audit of the Company for financial Year ending 31.03.2023 on remuneration as may be agreed upon by the Board of Directors in consultation with the said Auditor.

## **3. Related party transaction under section 188(1)(a) of the Companies Act, 2013 with Alfa Moulding Industries Private Limited for Purchase and Sale of Dairy products among themselves.**

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

**“RESOLVED THAT** pursuant to Section 188(1)(a) of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) the consent of the members of the Company by special resolution be and is hereby accorded for purchase and sale of dairy products to Alfa Moulding Industries Private Limited and vice versa, which is related Company, as the Board in its discretion deem proper, up to an amount not exceeding an aggregate of Rs. 50 crore per annum for a period of five years as per terms & conditions and in such forms and manner as the Board may deem fit.

**RESOLVED FURTHER THAT** Board be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

## **4. Related party transaction under section 188(1)(d) of the Companies Act, 2013 with Alfa Moulding Industries Private Limited for rendering of services.**

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

**“RESOLVED THAT** pursuant to Section 188(1)(d) of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and

the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) the consent of the members of the Company by special resolution be and is hereby accorded for rendering of processing service of milk and other related items to Alfa Moulding Industries Private Limited, which is related Company, as the Board in its discretion deem proper, up to an amount not exceeding an aggregate of Rs. 10 crore per annum for a period of five years as per terms & conditions and in such forms and manner as the Board may deem fit.

**RESOLVED FURTHER THAT** Board be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

**5. Related party transaction under section 188 for taking on lease of office at Plot No-12, Sector-1, Parwanoo-173220 (H.P) from Alfa Moulding Industries Private Limited**

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

**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 or any amendment or substitution thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made there under, the consent of the members of the Company by special resolution be and is hereby accorded for taking on lease of office at Plot No-12, Sector-1, Parwanoo-173220 (H.P) for a period of five years from Alfa Moulding Industries Private Limited on lease rent not exceeding Rs 10,000 per month.

**RESOLVED FURTHER THAT** Board of Director be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

**6. Related party transaction under section 188 for taking on lease of refrigerated container at Pehowa from Alfa Moulding Industries Private Limited**

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

**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 or any amendment or substitution thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made there under, the consent of the members of the Company by special resolution be and is hereby accorded for taking on lease of refrigerated container at Pehowa for a period of five years from Alfa Moulding Industries Private Limited on lease rent not exceeding Rs10,000 per month.

**RESOLVED FURTHER THAT** Board of Director be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

**By Order of the Board  
For Haryana Milk Foods Limited**

**Date: 20/08/2022  
Place: Pehowa, Kurukshetra, Haryana**

**Omesh Kumar Goyal  
Managing Director  
DIN: 00238128**

## **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.

2. An Explanatory Statement pursuant to Section 102 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 23<sup>rd</sup> September, 2022 to 30<sup>th</sup> September, 2022 (both days inclusive).
4. All documents referred in the notice are open for inspection at the Registered Office of the Company between 11:00 A.M. to 01:00 P.M. on any working day prior to the date of the Annual General Meeting.
5. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
6. 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.
7. Members are requested to submit their PAN to the Company's registered office at Kaithal Road, Pehowa, Kurukshetra, Haryana-136128.
8. Members/Proxies attending the meeting are requested to bring the Attendance Slips (duly completed) in the meeting.
9. Members holding the shares in physical form are requested to immediately intimate any changes pertaining to their name, address, registered E-mail Id, bank details etc. to the Registrar and Share Transfer Agent (RTA) of the Company at RCMC Share Registry Pvt. Ltd. B-25/1, First Floor, Okhla Industrial Area Phase-II, New Delhi-110020 or to the Company at KAITHAL ROAD PEHOWA KURUKSHETRA Kurukshetra HR 136128. Members holding shares in dematerialized form are

requested to intimate any of the above mentioned details to their Depository Participant. Changes intimated to the Depository Participant will be automatically reflected in the Company's records.

10. For the purpose of availing Nomination facility, members holding shares in dematerialised form are required to lodge the nomination with their Depository Participant and members holding shares in physical form are required to fill and submit Form SH-13 (available on request) with the Company's Registrar and Transfer Agent, at RCMC Share Registry Pvt. Ltd. B-25/1, First Floor, Okhla Industrial Area Phase-II, New Delhi-110020 or to the Company at KAITHAL ROAD PEHOWA KURUKSHETRA Kurukshetra HR 136128.
11. **Members of the Company may kindly note that the Company has taken demat facility from CDSL and NSDL. Hence, the Members who are still holding physical Share Certificates are advised that it is in their own interest to dematerialize their shareholding to avail benefits of dematerialization viz. easy, electronic transfer, savings in stamp duty and prevention of forgery.**
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. **The route map showing directions to reach the venue of the Fifty sixth AGM is annexed.**
14. **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.**

**Explanatory Statement pursuant to Section 102(1) of the Companies Act,  
2013 relating to items of Special Business**

**Item No.1 of Special Business**

**Appointment of Cost Auditor**

The Board, upon recommendation of the Audit Committee, has approved the appointment of M/s N.N. Sharma & Associates, Cost Accountants, (Membership No.21494), as Cost Auditors to conduct the audit of the Cost Records maintained by the Company for the Financial Year ending 31st March, 2023 at a remuneration as may be agreed upon by the Board of Directors in consultation with the said Auditor.

Accordingly, the consent of the Members is sought by way of Ordinary Resolution in this regard. The Board recommend the proposed Ordinary Resolution for approval by the Members.

None of the Director are interested in the resolution.

**Item No.2 of Special Business**

**Appointment of Secretarial Auditor**

The Board, upon recommendation of the Audit Committee, has approved the appointment of Sandeep Agrawal & Associates, Company Secretaries (Membership No. F-9236),( C. P. No-10752) to conduct audit of the Secretarial records maintained by the Company for Financial Year ending 31<sup>st</sup> March, 2023 at a remuneration as may be agreed upon by the Board of Directors in consultation with the said Auditor.

Accordingly, the consent of the Members is sought by way of Ordinary Resolution in this regard. The Board recommend the proposed Ordinary Resolution for approval by the Members.

None of the Director are interested in the resolution

**Item No.3 of Special business**

**Related party transaction under section 188(1)(a) of the Companies Act, 2013 with Alfa Moulding Industries Private Limited for Purchase and Sale of Dairy products among themselves.**

The Board of Directors of the Company, at its meeting held on 20.08.2022 has approved a Proposal for entering into related party transaction for purchase and sale of dairy products among themselves for a period of five years.

The transaction is Related Party Transactions and in terms of section 188 and the applicable rules there under require approval of the Shareholders by passing Special Resolutions.

The Board of Directors recommends the passing of this Resolution by special resolution. The transaction is Related Party Transactions and in terms of 188 of the Companies Act, 2013, and the applicable rules there under required approval of the Shareholders by passing Special Resolutions.

Mr. Omesh Kumar Goyal, Mr. Ashwani Goyal and Mrs Ekta Jain are interested in the resolution.

#### **Item No.4 of Special Business**

**Related party transaction under section 188(1)(d) of the Companies Act, 2013 with Alfa Moulding Industries Private Limited for rendering of services.**

The Board of Directors of the Company, at its meeting held on 20.08.2022 has approved a Proposal for entering into related party transaction for rendering service of processing of milk and other related items to Alfa Moulding Industries Private Limited, which is related Company for a period of five years.

The transaction is Related Party Transactions and in terms of section 188 and the applicable rules there under require approval of the Shareholders by passing Special Resolutions.

The Board of Directors recommends the passing of this Resolution by special resolution. The transaction is Related Party Transactions and in terms of 188 of the Companies Act, 2013, and the applicable rules there under required approval of the Shareholders by passing Special Resolutions.

Mr. Omesh Kumar Goyal, Mr. Ashwani Goyal and Mrs Ekta Jain are interested in the resolution

#### **Item No. 5 Special Business**

**Related party transaction under section 188 for taking on lease of office at Plot No-12, Sector-1, Parwanoo-173220 (H.P) from Alfa Moulding Industries Private Limited.**

The Board of Directors of the Company, at its meeting held on 20.08.2022 has approved a Proposal for entering into related party transaction for taking on lease of office at Plot No-12, Sector-1, Parwanoo-173220 (H.P) for a period of five years from Alfa Moulding Industries Private Limited

The transaction is Related Party Transactions and in terms of section 188 and the applicable rules there under require approval of the Shareholders by passing Special Resolutions.



The Board of Directors recommends the passing of this Resolution by special resolution. The transaction is Related Party Transactions and in terms of 188 of the Companies Act, 2013, and the applicable rules there under required approval of the Shareholders by passing Special Resolutions.

Mr. Omesh Kumar Goyal, Mr. Ashwani Goyal and Mrs Ekta Jain are interested in the resolution

## **Item No.6 of Special Business**

### **Related party transaction under section 188 for taking on lease of refrigerated container at Pehowa from Alfa Moulding Industries Private Limited**

The Board of Directors of the Company, at its meeting held on 20.08.2022 has approved a Proposal for entering into related party transaction for taking on lease of refrigerated container at Pehowa for a period of five years from Alfa Moulding Industries Private Limited.

The transaction is Related Party Transactions and in terms of section 188 and the applicable rules there under require approval of the Shareholders by passing Special Resolutions.

The Board of Directors recommends the passing of this Resolution by special resolution. The transaction is Related Party Transactions and in terms of 188 of the Companies Act, 2013, and the applicable rules there under required approval of the Shareholders by passing Special Resolutions.

Mr. Omesh Kumar Goyal, Mr. Ashwani Goyal and Mrs Ekta Jain are interested in the resolution

**By Order of the Board  
For Haryana Milk Foods Limited**

**Date: 20/08/2022  
Place: Pehowa, Kurukshetra, Haryana**

**Omesh Kumar Goyal  
Managing Director  
DIN: 00238128**