

## **NOTICE**

Notice is hereby given that the 8<sup>th</sup> ANNUAL GENERAL MEETING of the Members of K K Milk Fresh India Limited will be held on Wednesday, 30<sup>th</sup> December 2020 at 11:45 A.M IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following business as mentioned below.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

### **ORDINARY BUSINESS**

#### **Item No.1**

To receive, consider and adopt the Audited Balance Sheet as at 31 March 2017, the Statement of Profit and Loss for the financial year ended as on that date, together with the Reports of Auditors and the Report to the Shareholders thereon.

#### **Item No. 2**

To appoint a Director in place of Mr. Chand Narian Kuchroo (DIN: 01127365), who retires from office by rotation, and being eligible, offers himself for re-appointment.

#### **Item No. 3**

To approve the appointment of Statutory Auditors of the Company and to 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 and Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and any other applicable rules, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. SAAN & Associates, Chartered Accountants (Firm Registration No. 023187N) ( formerly known as S K Mittal & Associates), as the Statutory Auditors of the Company be and is hereby approved by the members of the Company from the conclusion of this (8<sup>th</sup>) Annual General Meeting till the conclusion of the 13th Annual General Meeting of the Company, at such remuneration plus applicable taxes, out-of-pocket, travelling and living expenses, etc. as may be mutually agreed between the management of the Company and the Auditors.”

**For K K Milk Fresh India Limited  
(Under CIRP)**



**Mr. Chanchal Dua**

**Resolution Professional**

**Tel: 011-45101111, M - 9958990842**

**IBBI Reg. No. IBBI/IPA-003/IP-N00083/2017-2018/10821**

**Regd. Address: 1-A/85-A, Ramesh Nagar, New Delhi – 110015**

**Regd. E-mail: chanchalduaco@gmail.com**

**(Taken on Record)**

**Place: New Delhi**

**Date: 5<sup>th</sup> December, 2020**

## NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) (herein after referred to as “**electronic mode**”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional /Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM & to vote on its behalf . The said Resolution/Authorization shall be sent to the company by email through their registered email address to the designated email ID of the company i.e. *chanchalduaco@gmail.com*.
4. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company in case the shares are held by them in physical form.
5. Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communication including Annual Report, Notices and Circulars etc. from the company electronically. Members can do this by updating their email addresses with the company.
6. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
7. In case of joint holders, 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 AGM.
8. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 21st December, 2020 through email on *chanchalduaco@gmail.com*. The same will be taken up during the meeting or replied by the Company suitably.

9. In case the poll is demanded, during the meeting on any resolution, at the AGM of the company, in terms of the applicable provisions of the companies Act, 2013, an email ID *chanchalduaco@gmail.com* Shall be considered as designated e-mail ID to convey their vote by the members entitled to vote at the said AGM.
10. During the meeting held through VC or OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the company. The said emails shall only be sent to the designated email address circulated by the company and mentioned at the above point no. 9 of these notes to AGM notice.
11. Notice of the AGM along with the Annual Report is being sent through applicable mode at the addresses registered with the Company. Members may note that the Notice and Annual Report will also be available on the website of the Insolvency Professional Entity (“IPE”) of which undersigned Resolution Professional is the partner i.e. [www.arck.in](http://www.arck.in)
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
14. Details of the director seeking appointment / reappointment in the ensuing Annual General Meeting in terms of the applicable provisions of Companies Act are being annexed to this notice
15. As there are no special businesses to be transacted at the Annual General Meeting, therefore, no Explanatory Statement pursuant to section 102 of the Companies Act, 2013, is required to be annexed hereto.
16. General Instructions for voting and participating in this Annual General Meeting through VC/OAVM Facility are as follows:

#### A. VOTING AT ANNUAL GENERAL MEETING

The various modes through which a shareholder can cast his vote are mentioned below:-

(i) BY SHOW OF HANDS:- As per Section 107, a resolution put to the vote of the meeting shall, unless a poll is demanded under section 109 or the voting is carried out electronically, be decided on a show of hands.

Further in terms of Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) (herein after referred to as “electronic mode”), without the physical presence of the Members at a common venue. In terms of the aforesaid circulars’ where less than 50 members are present in a meeting, the Chairman of may decide to conduct a vote by show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the Act.

(ii) BY POLL:- As per Section 109 a poll may be demanded by such number of members holding, shares worth minimum value of Rs. Five Lakh or 10% voting power in the Company.

Further in terms of Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) (herein after referred to as “electronic mode”), without the physical presence of the Members at a common venue. In case

the pool is demanded in that meeting the procedure as mentioned in the said circulars shall also required to be complied with.

## **B. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH ZOOM:**

Instructions for Shareholders/Members to attend the Annual General Meeting through ZOOM APPLICATION (VC/OAVM) are as under:

1) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Zoom by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to all the Members on the companies including directors, auditors and invites to the meeting, required to attend the meeting in term of applicable provisions of the Companies Act, 2013.

2) Shareholders/Members are requested to participate in meeting as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is available to all the members of the companies along with other participant's required to attend in term of applicable provisions.

3) Shareholders/ Members will be provided with Zoom facility wherein registered Shareholders/ Member/participant attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL and paste the below link with following meeting credentials to attend the meeting

<https://us02web.zoom.us/j/82215002535?pwd=SS9SaElZR29DeExtV3hmYUZ4SnZuUT09>  
Meeting ID: 822 1500 2535  
Passcode: 345303

OR

Download the ZOOM app from Google playstore or Apple store and register yourself on the ZOOM APP and for joining the meeting enter the following credentials

Meeting ID: 822 1500 2535  
Passcode: 345303

2. Click "Go/Join to Meeting"

### **Note:**

*Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.*

*Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.*

*Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It*

*is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.*

*In case the shareholders/members have any queries or issues regarding voting or require any assistance, you can write an email to [chanchalduaco@gmail.com](mailto:chanchalduaco@gmail.com) or Call us: - Tel : +91- 9958990842*

**C. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING ANNUAL GENERAL MEETING:**

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, folio number, email id, mobile number at [chanchalduaco@gmail.com](mailto:chanchalduaco@gmail.com) from December 21, 2020 ,10.00 A.M to December 28, 2020 ,4.00 P.M.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name, folio number, email id, mobile number at [chanchalduaco2gmail.com](mailto:chanchalduaco2gmail.com). The same will be replied by the company suitably.

***Note:***

*Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.*

*Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.*

**Annexure**

Name of Director	Chand Narian Kuchroo
DIN	DIN:- 01127365
Date of Birth & age	14.04.1950 and 70 years
Date of appointment	20.01.2010
Qualification	Graduate
Relationship with promoter, other directors and Key Managerial Directors	Promoter Director
Expertise in Functional area/brief resume	<p>Dr. Kuchroo is a Post-Doctoral Fellow from University College, Cork (Ireland), Ph.D. (Foods) from National Dairy Research Institute, Karnal and an M.Sc. (Food Chemistry) from National Dairy Institute, Karnal. He has over 25 years of experience in Production, Operation and R&amp;D in Dairy Industry. He has worked as a scientist with NDRI, Karnal and was involved in research for modifying buffalo milk to stimulate human milk since 1975 to 1979.</p> <p>He has more than 25 years of Organisational experience with H.J. Heinz India Private Limited in various capacities. He has also served on the Board of the Company. He took voluntary retirement from Heinz in 2004 to put up his own milk processing unit manufacturing facilities for Desi Ghee at Aligarh under the name “Samprash Foods Private Limited”.</p> <p>He is currently a professional member of The Indian Dairy Association, Nutritional Scientific Council of India and Food Science &amp; Technology Association and has authored multiple papers in India and Abroad on Dairy Industry.</p>
Directorships in other Public Companies (other than K K Milk Fresh India Limited)	<p>1. INGENIOUS FOODS PRIVATE LIMITED</p> <p>2. SAMPRASH FOODS LIMITED</p>
Chairman/Membership of the committees of the other Companies (other than K K Milk Fresh India Limited)	NIL
Audit Committee, if any (other than K K Milk Fresh India Limited)	NIL
Shareholders Relationship Committee, if any (other than K K Milk Fresh India Limited)	NIL
Membership/Chairmanship in Committees Of K K Milk Fresh India Limited	Nomination & Remuneration Committee
Number of shares held in K K Milk Fresh India Limited	915,000 Equity shares of Rs. 10 each
Percentage of shareholding in K K Milk Fresh India Limited	0.899%
Details of the Board meeting attended during the year	N.A
Details of Remuneration drawn	NIL