HARYANA MILK FOODS LIMITED

Registered Office: Kaithal Road, Pehowa,
Kurukshetra, Haryana-136128
Phone No: 01741-230061
CIN: U74899HR1965PLC008345, emai.id: hmflpehowa@gmail.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 59TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HARYANA MILK FOODS LIMITED WILL BE HELD ON TUESDAY, 30TH SEPTEMBER 2025 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.

SPECIAL BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2025 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.

SPECIAL BUSINESS:

3. **RELATED PARTY TRANSACTION UNDER SECTION 188 FOR TAKING ON LEASE OF COMMERCIAL VEHICLE (TRUCK) FROM MR. OMESH KUMAR GOYAL (DIN- 00238128) MANAGING DIRECTOR OF THE COMPANY**

   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 commercial vehicle (Truck) for the period of Five years (with effect from 01.10.2025) from Mr. Omesh Kumar Goyal (DIN- 00238128) Managing Director of the Company on lease rent not exceeding Rs 60,000 per month per truck.

   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."

4. RELATED PARTY TRANSACTION UNDER SECTION 188 FOR TAKING ON LEASE OF COMMERCIAL VEHICLE (TRUCK) FROM MRS. VEENA GOYAL

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 commercial vehicle (Truck) for the period of Five years (with effect from 01.10.2025) from Mr. Veena Goyal, wife of Mr. Omesh Kumar Goyal (DIN- 00238128), Managing Director of the Company on lease rent not exceeding Rs 60,000 per month per truck.

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."

5. RELATED PARTY TRANSACTION UNDER SECTION 188 FOR TAKING ON LEASE OF COMMERCIAL VEHICLE (TRUCK) FROM MR. ASHWANI GOYAL (DIN- 00235171) WHOLE-TIME DIRECTOR OF THE COMPANY

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 commercial vehicle (Truck) for the period of Five years (with effect from 01.10.2025) from Mr. Ashwani Goyal (DIN- 00235171) Whole-time Director of the Company on lease rent not exceeding Rs 60,000 per month per truck.

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 COMMERCIAL VEHICLE (TRUCK) 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 commercial vehicle (Truck) for the period of Five years (with effect from 01.10.2025) from Alfa Moulding Industries Private Limited on lease rent not exceeding Rs 60,000 per month per truck.

   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."

7. **RELATED PARTY TRANSACTION UNDER SECTION 188 FOR TAKING ON LEASE OF OFFICE AT SCF NO -1, SEC-27D, CHANDIGARH-160019 FROM ASHWINI INVESTMENT 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 office at SCF No -1, Sec-27D, Chandigarh-160019 for the period of Five years (with effect from 01.10.2025) from Ashwini Investment Private Limited on lease rent not exceeding Rs 1,00,000 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."

8. REAPPOINTMENT AND FIXATION OF REMUNERATION OF MR. OMESH KUMAR GOYAL (DIN- 00238128) MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 196 and 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) ("the Act") and rules made thereunder and the Articles of Association of the Company and subject to the approval of Central Government, if necessary, and such other approvals as may be required, the consent of the Company, be and is hereby accorded for the Reappointment and fixation of remuneration to Mr. Omesh Kumar Goyal (DIN-00238128), having age of more than 70 year as a Managing Director of the Company for a period of 5 years commencing from 01-10-2025 on overall monthly remuneration inclusive of all perquisites not exceeding Rs 10,00,000 per month as approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule V of the Companies Act, 2013 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 2013 or schedule appended thereto and settle any question or difficulty in connection therewith and incidental thereto.

RESOLVED FURTHER THAT Board of Directors, be and are hereby to do all such acts, deeds and things as may be required, considered necessary or incidental for giving effect to the aforesaid resolution.

9. REAPPOINTMENT AND FIXATION OF REMUNERATION OF MR. ASHWANI KUMAR GOYAL (DIN-00235171) WHOLE-TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 196 and 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) ("the Act") and rules made thereunder and the Articles of Association of the Company and subject to the approval of Central Government, if necessary, and such other approvals as may be required, the consent of the Company, be and is hereby accorded for the Reappointment and fixation of remuneration to Mr. Ashwani Goyal (DIN-

00235171) as a Whole-time Director of the Company for a period of 5 years commencing from 01-10-2025 on overall monthly remuneration inclusive of all perquisites not exceeding Rs. 15,00,000 per month as approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Schedule V of the Companies Act, 2013 to the extent the Board or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under Companies Act, 2013 or schedule appended thereto and settle any question or difficulty in connection therewith and incidental thereto.

RESOLVED FURTHER THAT Board of Directors, be and are hereby to do all such acts, deeds and things as may be required, considered necessary or incidental for giving effect to the aforesaid resolution."

10. RELATED PARTY TRANSACTION UNDER SECTION 188 FOR TAKING ON LEASE OF OFFICE AT 78/3, SECOND FLOOR, JANPATH NEW-DELHI-110001 FROM OMESH KUMAR GOYAL HUF

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 78/3, Second floor, Janpath New-Delhi-110001 for the period of Five years (with effect from 01.10.2025) from Omesh Kumar Goyal HUF on lease rent not exceeding Rs 75,000 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."

11. RATIFICATION OF COST AUDITORS REMUNERATION

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special 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 Company in respect of products of Haryana Milk Foods Limited for the Financial Year ending 31st March, 2025, be paid remuneration as set out in the Explanatory Statement annexed to the Notice."

12. APPOINTMENT OF SECRETARIAL AUDITOR

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Special 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 31.03.2025 on remuneration as may be agreed upon by the Board of Directors in consultation with the said Auditor.

13. APPOINTMENT OF MR. ROHTAS KUMAR GARG AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. ROHTAS KUMAR GARG (DIN: 00748166), who has submitted a declaration of independence under Section 149(6) of the Act and is eligible for appointment, as an Independent Director of the Company for a term of 5 consecutive years, commencing from 01.10.2025 to 30.09.2030 not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary or expedient to give effect to this resolution."

14. APPOINTMENT OF MRS. NEETU SINGLA AS AN INDEPENDENT DIRECTOR

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for the appointment of Mrs. Neetu Singla , who has submitted a declaration of independence under Section 149(6) of the Act and is eligible for appointment, as an Independent Director of the Company for a term of 5 consecutive years, commencing from 01.10.2025 to 30.09.2030 not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary or expedient to give effect to this resolution."

15. APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013 FOR INVESTMENTS, LOANS, GUARANTEES, AND SECURITIES

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

"**RESOLVED THAT**, pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions as may be required, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee thereof) to:

- Make investments in one or more bodies corporate or in mutual funds, including liquid funds, debt instruments, or equity schemes;

- Invest in equity shares, preference shares, or any other securities of other companies or bodies corporate, whether listed or unlisted;

- Enter into derivative contracts or other financial instruments for investment, hedging, or treasury management purposes;

- Give loans or advances to, or provide guarantees or securities in connection with loans made to, any person or other body corporate,

in excess of the limits specified under Section 186(2) of the Companies Act, 2013, up to an aggregate amount not exceeding **₹ 20 crores** at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sum or sums to be invested, advanced, loaned or guaranteed from time to time and to negotiate and finalise the terms and conditions of all such investments/loans/guarantees/securities and to take all necessary steps, actions, deeds and things as may be deemed necessary, proper or expedient to give effect to this resolution."

By Order of the Board
For Haryana Milk Foods Limited

Date: 28.08.2025
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 ATTENDAND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THECOMPANY. 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 OFTHE 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 25th September, 2025 to 30th September, 2025 (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,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, 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-Nine 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. 3

RELATED PARTY TRANSACTION UNDER SECTION 188 FOR TAKING ON LEASE OF COMMERCIAL VEHICLE (TRUCK) FROM MR. OMESH KUMAR GOYAL (DIN-00238128), MANAGING DIRECTOR OF THE COMPANY

The Board of Directors of the Company, at its meeting held on 28.08.2025 has approved a Proposal for entering into related party transaction for taking on lease of Commercial vehicle (truck) for the period of five years (with effect from 01.10.2025) from Mr. Omesh Kumar Goyal, Managing Director of the Company

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.

The Board of Directors recommends the Resolution by special resolution.

Mr. Omesh Kumar Goyal (Managing Director), Mr. Ashwani Kumar Goyal (Whole Time Director) and Mrs. Ekta Jain (Director) is concerned or interested in the proposed Resolution at item no. 3 of the Notice.

Item No. 4

RELATED PARTY TRANSACTION UNDER SECTION 188 FOR TAKING ON LEASE OF COMMERCIAL VEHICLE (TRUCK) FROM MRS. VEENA GOYAL

The Board of Directors of the Company, at its meeting held on 28.08.2025 has approved a Proposal for entering into related party transaction for taking on lease of Commercial vehicle (truck) for the period of five years (with effect from 01.10.2025) from Mrs. Veena Goyal, wife of Mr. Omesh Kumar Goyal, Managing Director of the Company.

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.

The Board of Directors recommends the Resolution by special resolution.

Mr. Omesh Kumar Goyal (Managing Director), Mr. Ashwani Kumar Goyal (Whole Time Director) and Mrs. Ekta Jain (Director) is concerned or interested in the proposed Resolution at item no. 4 of the Notice.

Item No. 5

RELATED PARTY TRANSACTION UNDER SECTION 188 FOR TAKING ON LEASE OF COMMERCIAL VEHICLE (TRUCK) FROM MR. ASHWANI GOYAL (DIN-00235171), WHOLE-TIME DIRECTOR OF THE COMPANY

The Board of Directors of the Company, at its meeting held on 28.08.2025 has approved a Proposal for entering into related party transaction for taking on lease of Commercial vehicle (truck) for the period of five years (with effect from 01.10.2025) from Mr. Ashwani Goyal, Whole-time Director (DIN-00235171) of the Company.

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.

The Board of Directors recommends the Resolution by special resolution.

Mr. Omesh Kumar Goyal (Managing Director), Mr. Ashwani Kumar Goyal (Whole Time Director) and Mrs. Ekta Jain (Director) is concerned or interested in the proposed Resolution at item no. 5 of the Notice.

Item No. 6

RELATED PARTY TRANSACTION UNDER SECTION 188 FOR TAKING ON LEASE OF COMMERCIAL VEHICLE (TRUCK) FROM M/S ALFA MOULDING INDUSTRIES PVT LTD

The Board of Directors of the Company, at its meeting held on 28.08.2025 has approved a Proposal for entering into related party transaction for taking on lease of Commercial vehicle (truck) for the period of five years (with effect from 01.10.2025) from M/s Alfa Moulding Industries Pvt Ltd

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.

The Board of Directors recommends the Resolution by special resolution.

Mr. Omesh Kumar Goyal (Managing Director), Mr. Ashwani Kumar Goyal (Whole Time Director) and Mrs. Ekta Jain (Director) is concerned or interested in the proposed Resolution at item no. 6 of the Notice.

Item No.7

RELATED PARTY TRANSACTION UNDER SECTION 188 FOR TAKING ON LEASE OF OFFICE AT SCF NO -1, SEC-27D, CHANDIGARH-160019 FROM ASHWINI INVESTMENT PRIVATE LIMITED

The Board of Directors of the Company, at its meeting held on 28.08.2025 has approved a Proposal for entering into related party transaction for taking on lease of office at SCF No -1, Sec-27D, Chandigarh-160019 for the period of five years (with effect from 01.10.2025) from Ashwini Investment 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.

The Board of Directors recommends the Resolution by special resolution.

Mr. Omesh Kumar Goyal (Managing Director), Mr. Ashwani Kumar Goyal (Whole Time Director) and Mrs. Ekta Jain (Director) is concerned or interested in the proposed Resolution at item no. 7 of the Notice.

Item No.8

RELATED PARTY TRANSACTION UNDER SECTION 188 FOR TAKING ON LEASE OF OFFICE AT 78/3, SECOND FLOOR, JANPATH NEW-DELHI-110001 FROM OMESH KUMAR GOYAL HUF

The Board of Directors of the Company, at its meeting held on 28.08.2025 has approved a Proposal for entering into related party transaction for taking on lease of office at 78/3, Second floor, Janpath New-Delhi-110001 for the period of five years (with effect from 01.10.2025) from Omesh Kumar Goyal (HUF)

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.

The Board of Directors recommends the Resolution by special resolution.

Mr. Omesh Kumar Goyal (Managing Director), Mr. Ashwani Kumar Goyal (Whole Time Director) and Mrs. Ekta Jain (Director) is concerned or interested in the proposed Resolution at item no. 8 of the Notice.

Item No.9

REAPPOINTMENT AND FIXATION OF REMUNERATION OF MR. OMESH KUMAR GOYAL (DIN- 00238128) MANAGING DIRECTOR OF THE COMPANY

Mr. Omesh Kumar Goyal is presently a Managing Director of the company and is having an experience of 45 years. The individual has a long and distinguished career, with extensive experience in the industry and a deep understanding of the company’s business, operations, and strategic goals. His/her continued leadership is crucial for maintaining the company’s growth trajectory and stability. Over the years, the person has demonstrated outstanding leadership, integrity, and business acumen, significantly contributing to the company’s success, profitability, and reputation. At a time when the company may be undergoing strategic changes, expansions, or facing market volatility, the continued leadership of a seasoned professional ensures continuity in governance and stability in operations. The individual enjoys strong support and trust from shareholders, stakeholders, and the

Board, and their appointment would likely be seen as a positive step toward securing the company’s long-term interests. Despite being above the age of 70, the individual remains in excellent physical and mental health and has expressed willingness and enthusiasm to serve the company with full dedication. The Board of company has a decided to reappoint him for another term of 5 years. Further the board also proposed revision in the salary on over all limit not exceeding Rs 10 lacs per month.

The Board of Directors including Nomination and Remuneration committee recommends the passing of this Resolution by special resolution. The transaction required approval of the Shareholders by passing Special Resolutions as per Section 196 and 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions if any.

The Board of Directors recommends the Resolution by special resolution.

Mr. Omesh Kumar Goyal (Managing Director), Mr. Ashwani Kumar Goyal (Whole Time Director) and Mrs. Ekta Jain (Director) is concerned or interested in the proposed Resolution at item no. 9 of the Notice.

Item No.10

REAPPOINTMENT AND FIXATION OF REMUNERATION OF MR. ASHWANI GOYAL (DIN- 00235171) WHOLE-TIME DIRECTOR OF THE COMPANY

Mr. Ashwani Goyal is presently a Whole-time Director of the company and is having an experience of 15 years. The Board of company has a decided to reappoint him for another term of 5 years. Further the board also proposed revision in the salary on over all limit not exceeding Rs 15 lacs per month.

The Board of Directors including Nomination and Remuneration committee recommends the passing of this Resolution by special resolution. The transaction required approval of the Shareholders by passing Special Resolutions as per Section 196 and 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions if any.

The Board of Directors recommends the Resolution by special resolution.

Mr. Omesh Kumar Goyal (Managing Director), Mr. Ashwani Kumar Goyal (Whole Time Director) and Mrs. Ekta Jain (Director) is concerned or interested in the proposed Resolution at item no. 10 of the Notice.

Item No.11

RATIFICATION OF COST AUDITORS REMUNERATION

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 of the Company to conduct the audit of the Cost Records maintained in respect of products of Haryana Milk Foods Limited for the Financial Year ending 31st March, 2025 at a remuneration of 15,000 (Rupees fifteen thousand) plus applicable Taxes thereon as approved by the Board based on the recommendation of the Audit Committee in terms of Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014.

However, in terms of provision of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the aforesaid remuneration payable to the Cost Auditors is subject to ratification by the Members of the Company.

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

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the proposed Special Resolution at Item No. 11 of the Notice.

Item No. 12

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 31st March, 2025 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 Special Resolution in this regard. The Board recommends the proposed Special Resolution for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the proposed Special Resolution at Item No. 12 of the Notice.

Item No. 13

APPOINTMENT OF MR. ROHTAS KUMAR GARG AS AN INDEPENDENT DIRECTOR

Mr. Rohtas Kumar Garg is proposed to be appointed as an Independent Director for a term of 5 consecutive years. He has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

The Board is of the opinion that Mr. Rohtas Kumar Garg possesses relevant expertise and experience, and his/her association would be beneficial to the Company.

A notice under Section 160 of the Act has been received from a member proposing the candidature of Mr. Rohtas Kumar Garg for the office of Director. The Board recommends the resolution for the approval of the members.

Mr. Rohtas Kumar Garg is not related to any other Director or Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the proposed Special Resolution at Item No. 13 of the Notice.

Item No. 14

APPOINTMENT OF MRS. NEETU SINGLA AS AN INDEPENDENT DIRECTOR

Mrs. Neetu Singla is proposed to be appointed as an Independent Director for a term of 5 consecutive years. He has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

The Board is of the opinion that Mrs. Neetu Singla possesses relevant expertise and experience, and his/her association would be beneficial to the Company.

A notice under Section 160 of the Act has been received from a member proposing the candidature of Mrs. Neetu Singla for the office of Director. The Board recommends the resolution for the approval of the members.

Mr. Mrs. Neetu Singla is not related to any other Director or Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the proposed Special Resolution at Item No. 14 of the Notice.

Item No. 15

APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013 FOR INVESTMENTS, LOANS, GUARANTEES, AND SECURITIES

As per the provisions of Section 186 of the Companies Act, 2013, the Company requires the approval of its shareholders to make investments, grant loans, provide guarantees, or offer securities in connection with loans made to any person or body corporate, in excess of the limits specified under the Section.

Currently, the Company may be required to make investments, give loans, provide guarantees, or offer securities that exceed the limits prescribed under Section 186(2) of the Companies Act, 2013. In this regard, the approval of shareholders is sought for the following:

1. **Investment Activities**:

   The Company may, from time to time, invest in one or more bodies corporate, mutual funds (including liquid funds), debt instruments, equity schemes, or any other securities such as equity shares and preference shares in other companies, both listed and unlisted.

2. **Loan Advances and Guarantees**:

   The Company may also give loans or advances, or provide guarantees or securities for loans made to any person or other body corporate. These loans and guarantees will be in excess of the limits set out in Section 186(2) of the Companies Act, 2013, provided that the total amount at any point in time does not exceed ₹20 crores in the aggregate.

3. **Derivative Contracts and Other Financial Instruments**:

   In addition to investments, the Board is authorized to enter into derivative contracts and other financial instruments for the purpose of investment, hedging, or treasury management. These instruments will be utilized as deemed necessary by the Board.

The shareholders' approval is sought to authorize the Board to determine the actual sum or sums to be invested, loaned, or guaranteed at any given point of time, and to negotiate and finalize the terms and conditions of such investments, loans, guarantees, and securities.

Further, the Board is empowered to take all necessary actions to give effect to the resolutions, including negotiating terms, executing documents, and taking any other steps deemed appropriate to facilitate these activities.

The proposed resolution is in the best interest of the Company, as it provides the flexibility to undertake strategic investments and manage financial relationships efficiently, thereby contributing to the growth and expansion of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives have any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their shareholding in the Company.

The Board recommends the passing of this resolution.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the proposed Special Resolution at Item No. 15 of the Notice.

By Order of the Board
For Haryana Milk Foods Limited

Date: 28.08.2025
Place: Pehowa, Kurukshetra, Haryana

Omesh Kumar Goyal
Managing Director
DIN: 00238128

EXHIBIT TO ANNUAL GENERAL MEETING

PURSUANT TO THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS, BRIEF RESUME OF THE DIRECTORS SEEKING RE-APPOINTMENT AS DIRECTOR AT THIS ANNUAL GENERAL MEETING IS FURNISHED

Particulars	**Mrs. Ekta Jain, DIN: 03118560**
Date of Birth and Age	24/11/1972 Age: 53 Yrs. (Approx)
Date of appointment on Board	08/12/2014
Qualifications	BCOM and MBA
Experience	11 Yrs. (Approx)
No. of Meetings of the Board attended during FY 2024-2025	5
Other Directorships	• TNS Infrastructure Technology Private Limited • TNS Networking Solutions Private Limited • Farnetic Technologies Private Limited
Memberships/Chairmanships of committees across other Companies	NA
Shareholding in the Company	Nil
Relationship with other directors, manager or key managerial personnel, if any	Mr. Omesh Kumar Goyal (MD)- Father Mr. Ashwani Kumar Goyal(WTD)-Brother
Last drawn Remuneration	Rs. 12,500 (Sitting Fee)
Remuneration sought to be Paid	Rs. 12,500 (Sitting Fee)