



7th March 2020

Electronic Filing

Department of Corporate Services
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

National Stock Exchange of India Limited
“Exchange Plaza”
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051

Scrip Code: 500231

Symbol : UMANGDAIRY
Series : EQ


Dear Sir/Madam,

Re: Declaration of Results of Postal Ballot & Disclosure under Regulation 30, Schedule III, Part A Para A (13) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. This is further to our letter dated 5th February 2020, thereby submitting Notice of postal Ballot dt. 2nd January 2020, seeking approval of members of the Company, through Postal Ballot for (i) To Approve Material Related Party Transactions between the Company and LVP Foods Private Limited and (ii) To approve the continuation of a Non Executive Independent Director of the Company.
2. Please find attached herewith the Voting Results of Postal Ballot process (Consolidated results for e-voting and physical Postal Ballot Forms) on the Resolutions forming part of the said Postal Ballot Notice of the Company. The Resolutions of the said Postal ballot has been passed with requisite majority on 6th March 2020.
3. We have further inform you that Mr. Namo Narain Agarwal, Practicing Company Secretary, Membership No.- 234, Scrutinizer has submitted his report dated 7th March 2020 on the voting done through aforesaid Postal Ballot Forms as well as through e-voting by the Members. A copy of the said report is also enclosed herewith.

Thanking you and assuring you of our best attention at all times.

Yours faithfully,
For Umang Dairies Limited


(Pankaj Kamra)
Company Secretary
Encl : a/a



UMAG DAIRIES LIMITED

Format for Voting Results

Annexure I

Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Date of Declaration of voting results of Postal Ballot	07/03/2020
Total number of shareholders on cut off date	20333
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	
Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	
Public:	NOT APPLICABLE

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1	(Ordinary)	Approval of Material Related Party Transactions between the Company and LVP Foods Private Limited.						
Whether promoter/ promoter group are interested in the agenda/resolution?	YES#							
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	16416234	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		4247804	25.88	4247804	0	100.00	0.00
	Total		16416234	4247804	25.88	4247804	0	100.00
Public - Institutions	E-Voting	21105	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		21105	0	0.00	0	0	0.00
Public - Non Institutions	E-Voting	5565861	3794	0.07	3773	21	99.45	0.55
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		1792	0.03	1792	0	100.00	0.00
	Total		5565861	5586	0.10	5565	21	99.62
Total		22003200	4253390	19.33	4253369	21	99.999	0.001
#No related party voted for approval for the said resolution.								
Resolution No. 2	(Special)	Continuation of Shri R.C. Jain (DIN: 00165590) as a Non-Executive Independent Director of the Company upto the conclusion of the Annual General Meeting of the Company to be held in the year 2021.						
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	16416234	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		4247804	25.88	4247804	0	100.00	0.00
	Total		16416234	4247804	25.88	4247804	0	100.00
Public - Institutions	E-Voting	21105	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		21105	0	0.00	0	0	0.00
Public - Non Institutions	E-Voting	5565861	3794	0.07	3793	1	99.97	0.03
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		1792	0.03	1792	0	100.00	0.00
	Total		5565861	5586	0.10	5585	1	99.98
Total		22003200	4253390	19.33	4253389	1	100.00	0.00

For Umang Dairies Limited

R.C. Perival
Director

Date: 7th March 2020
Place: New Delhi

NAMO NARAIN AGARWAL

M. Com., L L B, FCS, Company Secretary

372, Narmada Apartments,
Alaknanda,
New Delhi – 110 019.
GSTIN: 07ABVPN0836BZZM
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Phone : 011-42143477
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PAN : ABVPN0836B

Consolidated Scrutinizer Report

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To,

The Board of Directors,

UMANG DAIRIES LIMITED

CIN: L15111UP1992PLC014942

Gulab Bhawan (Rear Block),

3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi -110 002

In terms of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, I hereby submit my report as Scrutinizer for conducting the postal ballot voting process for passing the following two **resolutions**:-

Resolution no. 1 (Ordinary) – Approval of material related party transactions between the Company and LVP Foods Private Limited.

“RESOLVED that pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, in this regard (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of Members of the Company be and is hereby accorded, to the Material Related Party Transaction(s) entered/to be entered between the Company and LVP Foods Private Limited (LVP), a related party of the Company, of upto Rs. 50 Crore during any financial year commencing from 2019-2020 and onwards.

RESOLVED further that Sh. Manish Bandlish, Chief Executive Officer & Director, Sh. R.C. Periwal, Director, Sh. D.B. Doda, Director, Sh. Puneet Garg, Deputy General Manager (Accounts) and Sh. Pankaj Kamra, Company Secretary of the company be and are hereby authorised jointly and/or severally, to do all such acts, deeds, matters and things, as may be necessary in connection therewith or incidental thereto.”



Resolution no. 2 (Special) – Continuation of Shri R.C. Jain (DIN: 00165590) as a Non-Executive Independent Director of the Company upto the conclusion of the Annual General Meeting of the Company to be held in the year 2021

“RESOLVED that pursuant to Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable w.e.f. 1st April 2019, Shri R.C.Jain (DIN: 00165590) aged 79 years, who was reappointed as a Non-Executive Independent Director of the Company for a term of five years w.e.f. 21st September 2016, do continue to be a Director of the Company in the category of Non-Executive Independent Director w.e.f. 1st April 2019 upto the conclusion of the Annual General Meeting of the Company to be held in the year 2021.”

The Management of the company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the relevant Rules for contents and passing of the resolutions contained in the Notice of Postal Ballot dated 2nd January, 2020.

My responsibility as a scrutinizer for the voting process is restricted to make a consolidated scrutinizer report of the votes cast “FOR” or “AGAINST” the resolutions based on the postal ballot forms submitted by the members and the reports generated from e-voting system provided by CDSL.

Accordingly, I submit my report as under:-

1. Particulars of all the postal ballot forms received from the members upto 6th March, 2020 have been entered in the Postal Ballot Register separately maintained for the purpose.
2. Postal ballot forms were scrutinized and the shareholding was confirmed with the records maintained by the Company / Registrar and Transfer Agents of the Company as on 3rd January, 2020.
3. All Postal Ballot Forms received either in physical or by casting of votes electronically through CDSL portal upto 5.00 P.M. on 6th March 2020, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
4. The votes cast by members electronically were unblocked on 6th March, 2020 at 5.10 P.M. in the presence of two witnesses (not in employment of the company). The report of e-voting was downloaded thereafter.



5. On the basis of count of votes cast through e-voting and by postal ballots, I summarise the votes cast “For” and “Against” on the said two resolutions as follows:-

No. 1 - Ordinary Resolution

Mode of voting	Votes cast FOR (Nos.)	Votes cast AGAINST (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Postal Ballot	4249596	NIL	4249596	37
Remote e-voting	3773	21	3794	23
Total	4253369	21	4253390	60
%age of total votes	99.999	0.001	100	

Thus, the impugned **Ordinary Resolution** has been passed with requisite majority.

No. 2- Special Resolution

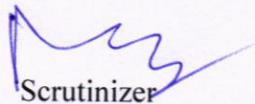
Mode of voting	Votes cast FOR (Nos.)	Votes cast AGAINST (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Postal Ballot	4249596	NIL	4249596	37
Remote e-voting	3793	1	3794	23
Total	4253389	1	4255390	60
%age of total votes	100	Negligible	100	

Thus, the impugned **Special Resolution** has been passed with requisite majority.


Notes:

1. There was no duplicate voting through postal ballot.
2. There were no invalid postal ballot.
3. Postal ballots and all other relating papers will be handed over for safe custody after the Minutes relating to Postal Ballot process are signed.

Date : 7th March, 2020
Place: New Delhi


Scrutinizer

UDIN: F000234A000592111


Director authorised by
the Board of Directors

