



UMANG DAIRIES LIMITED

CIN: L15111UP1992PLC014942, Website: www.umangdairies.com

Registered Office: Gajraula- Hasanpur Road, Gajraula – 244 235, Dist. Amroha, Uttar Pradesh
Admin. Office: Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi -110 002
Phone: 011-30179776, Email ID: sharesumang@jkmil.com

NOTICE OF POSTAL BALLOT

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

TO THE SHAREHOLDERS OF THE COMPANY

NOTICE is hereby given to the shareholders of UMANG DAIRIES LIMITED (the “Company”) that the resolutions appended below are proposed to be passed by the Shareholders through Postal Ballot/Electronic voting (e-voting) as Resolution(s), in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “the said Act”) read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as “the Rules”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

As Special Business

1. To consider, and if thought fit, to give assent or dissent to the following Ordinary Resolution:

“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.”

2. To consider, and if thought fit, to give assent or dissent to the following Special Resolution:

“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.”

REGISTERED OFFICE

Gajraula Hasanpur Road
Gajraula - 244235
Dist. Amroha, (Uttar Pradesh)

By Order of the Board

Pankaj Kamra
Company Secretary

Date: 2nd January 2020

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the Resolutions is annexed herewith.
2. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolutions contained in the Notice dated 2nd January 2020 is being taken through Postal Ballot/E-voting.
3. The Company has appointed Mr. Namo Narain Agarwal, Practising Company Secretary (Membership No. FCS- 234), as the Scrutinizer for conducting the Postal Ballot / E-voting in a fair and transparent manner.
4. The Notice is being sent to all the Members / Beneficiaries, whose names appear in the Register of Members/ Record of Depositories as on 3rd January 2020 and a person who is not member as on cut off date should treat the Notice for information purpose only.
5. In furtherance of the Go Green Initiative of the Government, Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members through e-mail, whose e-mail ids are registered with the Company/Depository Participants and to all other members by registered post along with Postal Ballot Form.
6. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer E-voting facility as an option to all the Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. E-voting is optional for Members.
7. Please note that Members can opt for only one mode of voting i.e., through Postal Ballot or E-voting. In case of voting by both the modes, voting done through E-voting shall prevail and Postal Ballot Form of such Member will be ignored.
8. Members who have been sent this Notice electronically and who do not wish to avail e-voting facility organized by the Company through Central Depository Services (India) Ltd., can download the same from the website of the Company at www.umangdairies.com or may send a request to Company Secretary, Umang Dairies Limited, Secretarial Department, Gulab Bhawan, (Rear Block - 3rd Floor), 6A, B.S.Z. Marg, New Delhi-110002, or send e-mail at sharesumang@jkm.com, for obtaining the Postal Ballot Notice and Postal Ballot Form in physical form.
9. There will be one Postal Ballot Form/E-voting for every Folio/Client ID irrespective of the number of joint holders.
10. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
11. Members are requested to carefully read the instructions printed on the Postal Ballot Form (appended hereto), record their assent (for) or dissent (against) therein by filling necessary details and affixing their signature at the designated place in the Form and send the same duly completed in the enclosed Self-Addressed Business Reply Envelope so as to reach the Scrutinizer by 5.00 P.M. on or before 6th March 2020, being the last date for receipt of Postal Ballot Forms. Postage will be borne and paid by the Company. The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of the Postal Ballot Forms (including E-voting) on or before 7th March 2020.
13. The Scrutinizer’s decision on the validity of a Postal Ballot/E-voting will be final.
14. The Chairman and in his absence, any Director/officer of the Company authorised by the Chairman will declare/announce the result of the Postal Ballot/E-voting on or before 5.00 P.M. on Saturday, 7th March 2020, at the Administrative Office of the Company. The Resolution(s) of Postal Ballot/E-voting shall be deemed to have been passed on 6th March 2020, being the last date for receipt of duly completed postal ballot forms or e-voting.
15. The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company at www.umangdairies.com and on the website of CDSL and communicated to BSE Ltd. and National Stock Exchange of India Ltd.
16. All the documents referred to in the Notice and Statement pursuant to Section 102 of the Companies Act, 2013, shall be open for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day between 2.00 P.M. to 4.00 P.M. upto the date of declaration of the result of Postal Ballot.

17. Brief resume of the Director proposed to be reappointed (item no. 2) is given hereunder:

Shri R.C. Jain, aged 79 years is B.com and L.L.B. and has about 52 years of rich experience in different capacities in the field of Finance and Accounts. He joined the Board of the Company on 29th September 2001. His Director Identification No. is 00165590.

His other Directorships are - (A) Listed Company - Nil (B) Unlisted Companies – Rayagada Minerals and Chemicals Private Limited. Chairmanship/Membership of Shri R.C. Jain in the Committees of Directors in other Companies in terms of Regulation 26 of the Listing Regulations - NIL

Shri Jain attended four board meetings of the Company held upto and including the date of this notice during the financial year 2019-2020. Shri Jain holds 100 Equity Shares of the Company by himself and does not hold any Equity Shares of the Company, on beneficial basis for any other person. Shri Jain is not related to any other Director and Key Managerial Personnel of the Company. The terms and conditions of his continuation as a Non-Executive Independent Director are as per the Resolution at Item No. 2 of the Notice of this Ballot read with statement under Section 102 of the Companies Act, 2013. As Independent Director of the Company, he is entitled to fee for participating in the meetings of the Board or Committees thereof, reimbursement of expenses for participating in the said meetings and profit related commission, within the limits stipulated under the Companies Act, 2013.

The instructions for remote e-voting are as under:

- (i) The voting period begins on 6th February 2020 from 10:00 AM and ends on 6th March 2020 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date i.e., 3rd January 2020 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders / Members.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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> <p>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 sticker pasted on the envelope of this Notice.</p> <p>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.</p>
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> <p>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 (iv).</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Umang Dairies Limited.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Window phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholder and Custodians
- 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) In case you have any queries or issues regarding remote 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. The contact details of official responsible to address grievances connected with remote e-voting are Shri Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013.; Phone No. 1800225533 or write an email to helpdesk.evoting@cdslindia.com

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

1. Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. All Material Related Party Transaction(s) shall require approval of the shareholders.
2. The Company is providing services for processing and packing of liquid milk and curd & chach to LVP Foods Private Limited (LVP), a related party of the Company. The provisions of Section 188 of the Companies Act, 2013 are not applicable to abovesaid transaction(s), being at arm's length basis and in the ordinary course of business of the Company.
3. The Material Related Party Transaction(s) entered/to be entered between the Company and LVP, a related party of the Company, of upto Rs. 50 Crore during any Financial Year commencing from 2019-2020 and onwards, is likely to exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statement of the Company relevant to the said financial year.
4. Accordingly, transaction(s) entered/to be entered into with LVP fall/will fall within the meaning of material related party transaction(s) in terms of provisions of the Listing Regulations. These Material related party transaction(s) entered/to be entered into by your Company with LVP have already been approved by the Audit Committee of the Company.
5. Hence, approval of the shareholders is being sought for the said Material Related Party Transaction(s) entered/to be entered into by your Company with LVP.
6. The Board recommends the aforesaid Ordinary Resolution for approval by the members.
7. Both the Company and LVP are subsidiaries of Bengal & Assam Company Limited, which holds 55.30% shares in the Company and 99.99% shares in LVP. Except Shri D.B. Doda, Director who draws remuneration from LVP, none of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding, if any, in the Company and Mrs. Mamta Singhania (a Director of LVP), a relative of Smt. Sharda Devi Singhania, Director of the Company, is concerned or interested, financially or otherwise, in the aforesaid resolution.
8. Relevant documents would be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day between 2.00 P.M. to 4.00 P.M. upto the date of declaration of the result of the Postal Ballot.

Item No. 2

1. Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, which became effective from 1st April 2019, no listed company shall appoint or continue the directorship of any person as a non-executive director who has attained the age of seventy five years, unless a special resolution is passed to that effect.
2. Shri R.C. Jain had been reappointed as a Non Executive Independent Director of the Company for a period of five years by a Special Resolution passed at the Annual General Meeting of the Company held on 21st September 2016. The said Special Resolution was not passed pursuant to Regulation 17 (1A) of the Listing Regulations since it was not applicable at that point of time.
3. Accordingly, the Company is seeking to obtain approval of the Members through Special Resolution for continuation of Directorship of Shri R.C. Jain (aged 79 years), as a Non Executive Independent Director to ensure the compliance of requirements of Regulation 17 (1A) of the Listing Regulations, as applicable w.e.f. 1st April 2019.
4. Shri R.C. Jain is B.com and L.L.B. and has about 52 years of rich experience in different capacities in the field of Finance and Accounts.

5. The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee of Directors, considers that he possesses appropriate skills, experience and given his background and experience and contributions made by him during his tenure, it would be in the interest of the Company to have continued association of Shri R.C. Jain in the category of Non-Executive Independent Director upto the conclusion of the Annual General Meeting of the Company to be held in the year 2021.
6. The Company has received declaration from Shri R.C. Jain that he meets with the criteria of independence and that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge duties with an objective independent judgment and without any external influence, as prescribed under the Companies Act, 2013 (the Act) and the Listing Regulations. He is not disqualified from being reappointed as a Director in terms of Section 164 of the Act or debarred from holding the office of Director pursuant to any SEBI Order.
7. In the opinion of the Board, he fulfills the conditions specified in the Act and Rules made thereunder and Listing Regulations for his continuation as a Non-Executive Independent Director of the Company and he is independent of the Management.
8. Except Shri R.C. Jain and his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.
9. Relevant documents would be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day between 2.00 P.M. to 4.00 P.M. upto the date of declaration of the result of the Postal Ballot.

REGISTERED OFFICE:

Gajraula Hasanpur Road
Gajraula - 244235
Dist. Amroha, (Uttar Pradesh)

Date: 2nd January 2020

By Order of the Board

Pankaj Kamra
Company Secretary

UMANG DAIRIES LIMITED

CIN: L15111UP1992PLC014942, Website: www.umangdairies.com

Registered Office: Gajraula- Hasanpur Road, Gajraula – 244 235, Dist. Amroha, Uttar Pradesh
Admin. Office: Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi -110 002

Phone: 011-30179776, Email ID: sharesumang@jkmil.com

POSTAL BALLOT FORM

1. Name and Address of the sole / first :
named shareholder
2. Name(s) of the joint holders, if any :
3. Registered Folio No./DPID No./
Client ID No.* (*Applicable to
shareholders holding shares in
dematerialized form) :
4. Number of Equity share(s) held :

5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 2nd January 2020 by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Description of Resolution	No. of Equity Shares for which vote cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Resolution to Approve Material Related Party Transactions between the Company and LVP Foods Private Limited			
Special Resolution to approve the 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			

Place:

Date:

Signature of the Share Holder

NOTES:

1. Please read the instructions carefully printed overleaf before exercising the vote.
2. Last date for receipt of Postal Ballot Forms by the scrutinizer is Friday, 6th March 2020 by 5.00 P.M.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

- (i) A shareholder desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the enclosed Self Addressed Business Reply Envelope, so as to reach him by 5.00 P.M. on or before 6th March 2020. The Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received.
- (ii) Envelopes containing Postal Ballots, if sent by registered post at the expense of the registered Member will also be accepted.
- (iii) The votes should be cast either for or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
- (iv) The Postal Ballot Form should be completed and signed by the sole/first named Member and in his/her absence, by the next named Member, as per specimen signature registered with the Company/RTA.
- (v) Incomplete, unsigned or incorrectly filled, defaced, torn, mutilated or overwritten Postal Ballot Forms will be rejected. The Scrutiniser's decision on the validity of the Postal Ballots will be final.
- (vi) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/authority letter, together with attested specimen signature(s) of the authorised Signatory(ies).
- (vii) Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- (viii) Shareholders are requested not to send any other paper along with Postal Ballot Form in the enclosed Self-Addressed Business Reply Envelope and any extraneous paper found in the envelope will be destroyed by the Scrutinizer.
- (ix) A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in Point No. (i) above.
- (x) The Postal Ballot will not be exercised by a Proxy.
- (xi) There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.
- (xii) The Company is pleased to offer e-voting facility as an alternate to all the shareholders of the Company to enable them to cast their votes electronically instead of despatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.