



# UMANG DAIRIES LIMITED

CIN: L15111UP1992PLC014942, **Website:** www.umangdairies.com

**Regd. Office:** Gajraula- Hasanpur Road, Gajraula – 244 235, Distt. Amroha, Uttar Pradesh

**Admin. Office:** Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi -110 002

**Phone:** +91 11 6600 1132, 2331 1112-5, **E-mail 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 and the Circulars issued by the Ministry of Corporate Affairs]

### TO THE MEMBERS OF THE COMPANY

**NOTICE** is hereby given to the Members of UMANG DAIRIES LIMITED (the “Company”) that the Resolutions set out hereunder for adoption of the altered Memorandum of Association (“MOA”) in substitution of existing MOA of the Company and adoption of the new Articles of Association (“AOA”) in substitution of existing AOA of the Company, are proposed to be passed by the Members of the Company as Special Resolutions through Postal Ballot by voting through electronic means (“remote e-voting”) only. The Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out the material facts concerning Item Nos. 1 & 2 of Special Business is annexed hereto.

The Company has appointed Shri Namu Narain Agarwal, Company Secretary in Practice (Membership No. FCS-234) as the Scrutinizer and failing him, Shri Naveen Kumar Rastogi, Company Secretary in Practice (Membership No. FCS-3685) as the Alternate Scrutinizer, for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

In conformity with the applicable provisions of the Act and the Rules made thereunder read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 33/2020 dated 28th September 2020, issued by the Ministry of Corporate Affairs, Members can vote only through remote e-voting, for which purpose, they are requested to carefully read the instructions given in the Notes forming part of this Notice. Remote e-voting will commence on Saturday, 28th November, 2020 from 10.00 A.M. and will end on Sunday, 27th December, 2020 at 5.00 P.M.

Based on the Scrutinizer’s Report, the Results of remote e-voting will be declared on or before Tuesday, 29th December, 2020. The results declared alongwith the Scrutinizer’s report shall be placed on the website of the Company at [www.umangdairies.com](http://www.umangdairies.com) and on the website of Central Depository Services (India) Ltd. (“CDSL”) at [www.evotingindia.com](http://www.evotingindia.com) and shall simultaneously be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results of remote e-voting alongwith the Scrutinizer’s report will also be displayed at the Notice Board at the Registered Office and the Administrative Office of the Company.

### AS SPECIAL BUSINESS

#### 1. To consider and if thought fit to pass, the following as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) for the time being in force and subject to necessary approval(s), if any, from the competent authorities, approval of the Members of the Company be and is hereby accorded to adopt the altered Memorandum of Association, as uploaded on the website of the Company, in substitution of the existing Memorandum of Association of the Company.

RESOLVED further that the existing Clauses III and IV of the Memorandum of Association of the Company be and are hereby altered in the following manner:

- (a) The heading of the existing Clause III be substituted and divided into two parts as under:
  - Clause III. A. The objects to be pursued by the Company on its incorporation are:
  - Clause III. B. Matters which are necessary for furtherance of objects specified in Clause III A are:
- (b) Sub-clauses 1 to 3 of existing Clause III A be retained under Clause III A and new Sub-clause 4 be inserted after Sub-clause 3 under Clause III A.
- (c) Sub-clauses 1 to 27 of existing Clause III B and Sub-clauses 1 to 41 of existing Clause III C be substituted with new Sub-clauses 1 to 63 under Clause III B.
- (d) The existing Clause IV be substituted with the following new Clause IV:
  - IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED further that the Board of Directors of the Company including Committee thereof as authorised by the Board and Shri Sandeep Bhalla, Manager and Shri Pankaj Kamra, Company Secretary of the Company, be and are hereby authorised severally to do and perform all such acts, deeds, matters and things as may be necessary, proper or expedient and to settle any questions, difficulty or doubts that may arise in regard thereto, without requiring to seek any such further consent or approval of the Members of the Company or otherwise, including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, for the purpose of giving effect to this Resolution.”

**2. To consider and if thought fit to pass, the following as a Special Resolution:**

“RESOLVED that pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) for the time being in force and subject to necessary approval(s), if any, from the competent authorities, approval of the Members of the Company be and is hereby accorded for adoption of new Articles of Association, as uploaded on the website of the Company, in substitution of the existing Articles of Association of the Company.

RESOLVED further that the Board of Directors of the Company including Committee thereof as authorised by the Board and Shri Sandeep Bhalla, Manager and Shri Pankaj Kamra, Company Secretary of the Company, be and are hereby authorised severally to do and perform all such acts, deeds, matters and things as may be necessary, proper or expedient and to settle any questions, difficulty or doubts that may arise in regard thereto, without requiring to seek any such further consent or approval of the Members of the Company or otherwise, including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, for the purpose of giving effect to this Resolution.”

**Regd. Office:**  
Gajraula Hasanpur Road  
Gajraula - 244235  
Distt. Amroha (Uttar Pradesh)

By Order of the Board  
For Umang Dairies Limited

Pankaj Kamra  
Company Secretary

Date: 20th November 2020

## **NOTES:**

1. Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning Item Nos. 1 & 2 of Special Business of Notice of Postal Ballot is annexed herewith.
2. In conformity with the applicable provisions of the Act and the Rules made thereunder read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 33/2020 dated 28th September 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Notice of Postal Ballot is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 20th November, 2020 ("cut-off date") and who have registered their e-mail addresses with the MAS Services Ltd., Registrar and Share Transfer Agent (RTA) of the Company or the Depository Participant(s). In terms of the said MCA Circulars, the requirement of sending the physical Notice of Postal Ballot alongwith the Postal Ballot Form in physical form has been dispensed with till 31st December 2020. Accordingly, the Company will not be despatching physical copies of Notice of Postal Ballot and Postal Ballot Form to any Member.
3. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [sharesumang@jkm.com](mailto:sharesumang@jkm.com) along with the copy of the signed request letter mentioning their name, folio no. and address, self-attested copy of the PAN Card, and self-attested copy of any document (eg.: Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant(s). In case of any queries/difficulties in registering the e-mail address, Members may write to [sharesumang@jkm.com](mailto:sharesumang@jkm.com).
4. Voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 20th November 2020 and only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a Member as on a cut-off date should treat the Notice for information purpose only.
5. 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 of the Company in respect of the special resolutions contained in the Notice of Postal Ballot dated 20th November 2020 is being taken through remote e-voting.
6. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
7. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot will be final.
8. The results of the Postal Ballot shall be declared on or before 29th December 2020. The Resolutions set out in the Notice of Postal Ballot, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. 27th December 2020.
9. The Notice of Postal Ballot is available on the website of the Company at [www.umangdairies.com](http://www.umangdairies.com) and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. Notice of Postal Ballot is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
10. **Remote e-voting procedure:**  
In compliance with the provisions of Sections 108 and 110 of the Act read with relevant rules made thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of CDSL to provide remote e-voting facility to its Members. The detailed procedure with respect to remote e-voting is mentioned below:

**The instructions for Members with respect to remote e-voting are as under:**

- (i) The remote e-voting period begins on Saturday, 28th November 2020 from 10.00 A.M. and ends on Sunday, 27th December 2020 at 5.00 P.M. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 20th November 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on “Shareholders/Members” module.
- (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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/MAS Services Ltd., Registrar and Share Transfer Agent (RTA) or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"><li>• 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).</li></ul>

- (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 of 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a 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) Members 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 Windows 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 Members and Custodians**
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
  - Alternatively Non-Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address, [sharesumang@jkmil.com](mailto:sharesumang@jkmil.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xx) If 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Shri Nitin Kunder (022-23058738), Shri Rakesh Dalvi (022-23058542) or Shri Mehboob Lakhani (022-23058543).

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058738 / 022-23058542/43.

## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Annexed to the Notice of Postal Ballot dated 20th November 2020

### **Item No. 1**

The Company was incorporated on 2nd December 1992 with the main object to carry on the business as manufactures, distributors, importers and exporters of and dealers in milk, butter, ghee, cheese, cream and all types of milk products and other related products and food preparations and certain other objects.

The existing Memorandum of Association (“MOA”) was adopted by the Company at the time of its incorporation in 1992 and is based on the provisions of the erstwhile Companies Act, 1956. Subsequently, some of the clauses were amended/inserted, from time to time, to cater to specific requirements. Consequent to the enactment of the Companies Act, 2013 (the “Act”), the structure/format of the MOA has undergone change, which requires alteration of several clauses of existing MOA of the Company.

Further, over the years, there have been significant developments/changes in technology, business practices, economic and commercial environment, both at the international and domestic level, which have led to emergence of various new business opportunities, both in manufacturing and service sectors.

Accordingly, the Board of Directors of the Company (“the Board”) at its meeting held on 26th October 2020, recommended for approval of the Members for adoption of altered MOA in substitution of existing MOA with amendment in existing Clauses III and IV of the MOA of the Company, so as to make it consistent and align it with the provisions of the Act and also enable the Company to explore various suitable business opportunities and carry on such other businesses to expand its area of operations.

Brief highlights of alterations proposed in the MOA are as follows:

- a. Existing Clause III of MOA of the Company is substituted and divided into two parts (i) Clause III. A. The objects to be pursued by the Company on its incorporation; and (ii) Clause III. B. Matters which are necessary for furtherance of objects specified in Clause III A;
- b. Sub-clauses 1 to 3 of existing Clause III A are retained under Clause III A and new sub-clause 4 is inserted after sub-clause 3 under Clause III A;
- c. Sub-clauses 1 to 27 of existing Clause III B and Sub-clauses 1 to 41 of existing Clause III C be substituted with new sub-clauses 1 to 63 under Clause III B; and
- d. Clause IV is substituted to clarify that the liability of the Members is limited to the amount unpaid, if any, on the shares held by them. This has been done in conformity with the provisions of the Act.

Copy of the proposed MOA is available on the website of the Company at [www.umangdairies.com](http://www.umangdairies.com) and is also 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 last date of exercising the remote e-voting by Members i.e. 27th December 2020.

As per the provisions of Section 13 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of Special Resolution is required for adoption of altered MOA in substitution of existing MOA.

Accordingly, the Board recommends the aforesaid Resolution for approval by the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding in the Company, if any, is concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

## **Item No. 2**

The existing Articles of Association (“AOA”) was adopted by the Company at the time of its incorporation in 1992 based on the provisions of the erstwhile Companies Act, 1956. Subsequently, some of the clauses were amended/ inserted, from time to time, to cater to specific requirements.

Consequent to the enactment of the Companies Act, 2013 (the “Act”), the regulatory provisions have undergone comprehensive changes which has necessitated several amendments in AOA of the Company including deletion of certain redundant Articles.

Accordingly, the Board of Directors of the Company (“the Board”) at its meeting held on 26th October 2020, recommended for approval of the Members for adoption of new AOA in substitution of existing AOA to make it consistent and align it with the provisions of the Act and the Rules made thereunder.

Copy of the proposed AOA is available on the website of the Company at [www.umangdairies.com](http://www.umangdairies.com) and is also 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 last date of exercising the remote e-voting by Members i.e. 27th December 2020.

As per the provisions of Section 14 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for alteration of AOA by adoption of new AOA in substitution of existing AOA.

Accordingly, the Board recommends the aforesaid Resolution for approval by the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding in the Company, if any, is concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

### **Regd. Office:**

Gajraula Hasanpur Road  
Gajraula - 244235  
Distt. Amroha (Uttar Pradesh)

Date: 20th November 2020

By Order of the Board  
For Umang Dairies Limited

Pankaj Kamra  
Company Secretary