



UMANG DAIRIES LIMITED

Registered Office : Gajraula- Hasanpur Road, Gajraula – 244 235, Dist. Amroha (U.P.)
Admn. Office : Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi -110 002
CIN : L15111UP1992PLC014942, **Phone:** 011-30179776, **Fax:** 011-23739475
Email : sharesumang@jkmil.com, **Website :** www.umangdairies.com

NOTICE

NOTICE is hereby given that the **22nd Annual General Meeting** of the Members of **UMANG DAIRIES LIMITED** will be held at the **Registered Office** of the Company at Gajraula Hasanpur Road, Gajraula – 244 235, Dist. Amroha, Uttar Pradesh, on **Tuesday, the 29th September 2015 at 11.30 A.M.** to transact the following business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Shri D. B. Doda (DIN: 00165518), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors of the Company and to fix their remuneration and in connection therewith to pass, with or without modification(s), the following as Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder as amended from time to time and pursuant to the resolution of the members passed at the 21st Annual General Meeting (AGM), the appointment of M/s Lodha & Co., Chartered Accountants, New Delhi, (Registration No. 301051E) as auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the AGM to be held in the year 2016, be and is hereby ratified on a remuneration of Rs. 2,70,000/- p.a. (Rupees Two Lac Seventy Thousand Only) excluding Service Tax as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit."

As Special Business

5. To consider and if thought fit to pass, with or without modification(s), the following as Ordinary Resolution:
"RESOLVED that Smt. Sharda Devi Singhania whose appointment on the Board as Additional Director determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
6. To consider and if thought fit to pass, with or without modification(s), the following as Ordinary Resolution:
"RESOLVED that pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 remuneration of M/s Sanjay Kumar Garg & Associates, the Cost Auditors, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2015-16 ending 31st March, 2016, of Rs. 35,000/- p.a. excluding Service Tax as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the cost audit be and is hereby ratified.
RESOLVED further that the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto."

REGISTERED OFFICE:
Gajraula Hasanpur Road
Gajraula - 244235
Dist. Amroha, (U.P.)

By order of the Board

Date: 10th August 2015

Gaurav Kumar Kanodia
Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed.
3. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September 2015 to 29th September 2015 (both days inclusive).
5. The Dividend of Rs. 1/- (one) per Equity Share of Rs. 5/- each (20%) as recommended by the Board of Directors, if declared at the Annual General Meeting (AGM) will be paid to the Members whose names are borne on the Company's Register of Members on 29th September 2015 or to their mandatees. In respect of shares held in dematerialised form, the dividend will be paid on the basis of details of beneficial ownership to be received from the Depositories for this purpose.
6. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2014-15, Notice of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Admission Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participants. Physical copy of the said Annual Report for 2014-15 and Notice may be sent on request by any such Member.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
8. Appointment of Director

Brief resume of the Directors proposed to be appointed / re-appointed (item No. 3 & 5 of the Notice) is given hereunder:

- i. Shri D.B Doda (DIN:00165518), aged 70 years, a Science Graduate and has expertise in Dairy Technology. He has been appointed on the Board of the Company on 25th July 2004. He does not hold any directorships or membership/ chairmanship of committees of other public Companies. He holds 50 Equity Shares of the Company.
- ii. Smt. Sharda Devi Singhania (DIN: 01685496), aged 72 years has been appointed on the Board of the Company as an Additional Director w.e.f. 27th March 2015. She has been involved in various Social & Philanthropic activities. She does not hold any directorships or membership/chairmanship of committees of other public Companies nor hold any Equity Shares of the company.

9. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement with the Stock Exchange, the Company is pleased to provide its members, facility to exercise their right to vote at the 22nd Annual General Meeting by electronic voting system from a place other than the venue of the Meeting ("remote e-voting") and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). E-voting is optional.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 25th September 2015 from 10.00 A.M. and ends on 28th September 2015 at 5.00 P.M. During this period shareholders' of the Company, holding Equity shares either in physical form or in dematerialised form, as on the cut-off date of 22nd September 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted by remote e-voting prior to the meeting date may also attend the meeting but shall not be entitled to vote again at the meeting venue. However, in case members cast their vote both via physical ballot and e-voting, then e-voting shall prevail and voting done through physical ballot shall be treated as invalid.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com and Click on "Shareholders" tab.
- (iv) Shareholders maintaining their holding in Demat form should enter their user ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 digits Client ID). Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Enter the Characters as displayed on image verification and Click on Login.
- (vi) Members 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) For the 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 in capital letters followed by number of Equity Share(s) of the Company, held by them as on cut-off date in the PAN field.</p> <p>In case the number of Equity Share(s) held are less than 8 digits, enter the applicable number of 0's after the first two letters of the name and before the number of Equity Shares held as on the cut-off date. For example: If your name is Rajesh Kumar and number of Equity Shares held as on cut-off date are 350, then enter RA00000350 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 remote 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 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) Note for Non – Individual Shareholders 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 Corporates.
- 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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22nd September, 2015 may follow the same instructions as mentioned above for remote e-Voting.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section. The Contact details of official responsible to address grievances connected with remote e-voting are Shri Wenceslaus Furtado, Deputy Manager, Central Depository Services (India) Ltd. 16th floor, P.J. Towers, Dalal Street, Fort, Mumbai-400001, Phone No. 18002005533
- (xxi) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company.
- (xxii) In case of members who are entitled to vote but have not exercised their right to vote by remote e-voting, the facility of ballot paper or polling paper shall be made available at the Meeting.
- (xxiii) A copy of this Notice has been placed on the website of the Company www.umangdairies.com and on the website of CDSL www.cdslindia.com.
- (xxiv) The Company has appointed Mr. Namu Narain Agarwal, Practising Company Secretary (Membership No. FCS-234) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (xxv) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes casted at the Meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 3 days of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, forthwith to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.
- (xxvi) The Results declared alongwith the report of the Scrutinizer's shall be placed on the website of the Company www.umangdairies.com and on the website of CDSL www.cdslindia.com, immediately after the declaration of results by the chairman or a person authorised by him in writing. The Results shall also be simultaneously forwarded to the concerned Stock Exchange.

FOR ATTENTION OF THE SHAREHOLDERS

1. For prompt attention, requests for transfer of Equity Shares and related correspondence should be addressed to the Company's Registrar and Share Transfer Agents (RTA): MAS SERVICES LIMITED, T-34, Second Floor, Okhla Industrial Area, Phase-II, New Delhi-110020. The Shareholders may approach their Depository Participant for getting their shares dematerialised and in respect of shares already held in dematerialised mode for registration of change in their addresses, bank mandates, nominations, etc.
2. Please Check the address including the Pin Code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pin Code Number of your delivery post office while notifying change in your address to RTA where shares are held in physical form.
3. Unclaimed Dividends / Dividend Warrants : Shareholders who have not claimed their dividend for the financial years 2012-13 and 2013-14 may send their unclaimed dividend warrants to the Company Secretary for revalidation at Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110 002.
Members are requested to furnish to the Company their Bank particulars to enable the Company to directly credit the dividend amount in their Bank Account through Electronic Clearing Services.
4. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Shareholders holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Shareholders.
5. Dematerialisation of Shares and Liquidity: Members may in their own interest consider dematerialisation of their shareholding in the Company held in physical form. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN is INE864B01027.
6. Pursuant to Section 101 of the Companies Act 2013 and the Rules made thereunder, the Company is permitted to send various notices/ documents under the Companies Act 2013, to its shareholders, through electronic mode. We request the Members to support this initiative and register their E-mail addresses in respect of shares held in: (i) dematerialised mode, with their Depository Participants; and (ii) physical mode with MAS Services Ltd. (RTA). Please quote the following particulars in the E-mail Registration Request: Folio No./ DP ID - Client ID, PAN, Name(s) of Registered Holder(s), Address, Telephone and E-mail Address (to be registered for sending future communications through E-mail) and send the same under your signature(s).
7. Shareholders may also refer to the "General Shareholders' Information" contained in the "Corporate Governance Report" forming part of Annual Report 2014-2015.

STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5

Smt. Sharda Devi Singhania (DIN: 01685496) was appointed as an Additional Director of the Company w.e.f. 27th March 2015. In terms of Section 161 of the Companies Act, 2013, Smt. Singhania shall hold office of Director only upto the date of the ensuing Annual General Meeting (AGM) of the Company.

The Company has received a notice pursuant to Section 160 of the said Act from a member together with requisite deposit proposing the name of Smt. Sharda Devi Singhania as a candidate for the office of Director of the Company at the ensuing AGM of the Company.

Smt. Sharda Singhania, aged 72 years, is currently working in managerial capacity with M/s Param Shubham Vanijya Ltd. for more than 25 years. She is actively involved in the field of Education and was instrumental in establishing the well-known Lakshmiapat Singhania Academy (LSA) in Kolkata, West Bengal. She continues to be the driving force of this institution and functions as the President of its Executive Committee. She also established Lakshmiapat Singhania Academy in Bissau, Rajasthan and overseas the operations of the Academy as the Vice Chairperson of its Managing Committee.

Smt. Singhania has been the Past-President of 'Ladies Study Group' which is the prestigious ladies wing of the well-known Indian Chamber of Commerce, Kolkata. She is actively involved in various social, philanthropic and CSR activities undertaken by the various Companies of the J.K. Organisation and has widely travelled overseas.

The Board recommends the aforesaid resolution for approval by the Members.

Except, Smt. Sharda Devi Singhania being the appointee, none of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed resolution. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Item No. 6

Section 148 inter alia provides that the Central Government may direct audit of cost records of class of Companies as may be prescribed. In pursuance of Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor, on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board and ratified by the shareholders. On recommendation of the Audit Committee at its meeting held on 10th August, 2015, the Board has considered and approved appointment of M/s Sanjay Kumar Garg & Associates, Cost Auditors, for the conduct of the audit of the cost accounting records of the Company, at a remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand only) excluding service tax as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit for the financial year ending 31st March, 2016.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Your Directors recommend the resolution at Item No. 6 for your approval and ratification in terms of Section 148 of the Companies Act, 2013.

REGISTERED OFFICE:
Gajraula Hasanpur Road
Gajraula - 244235
Dist. Amroha, (U.P.)

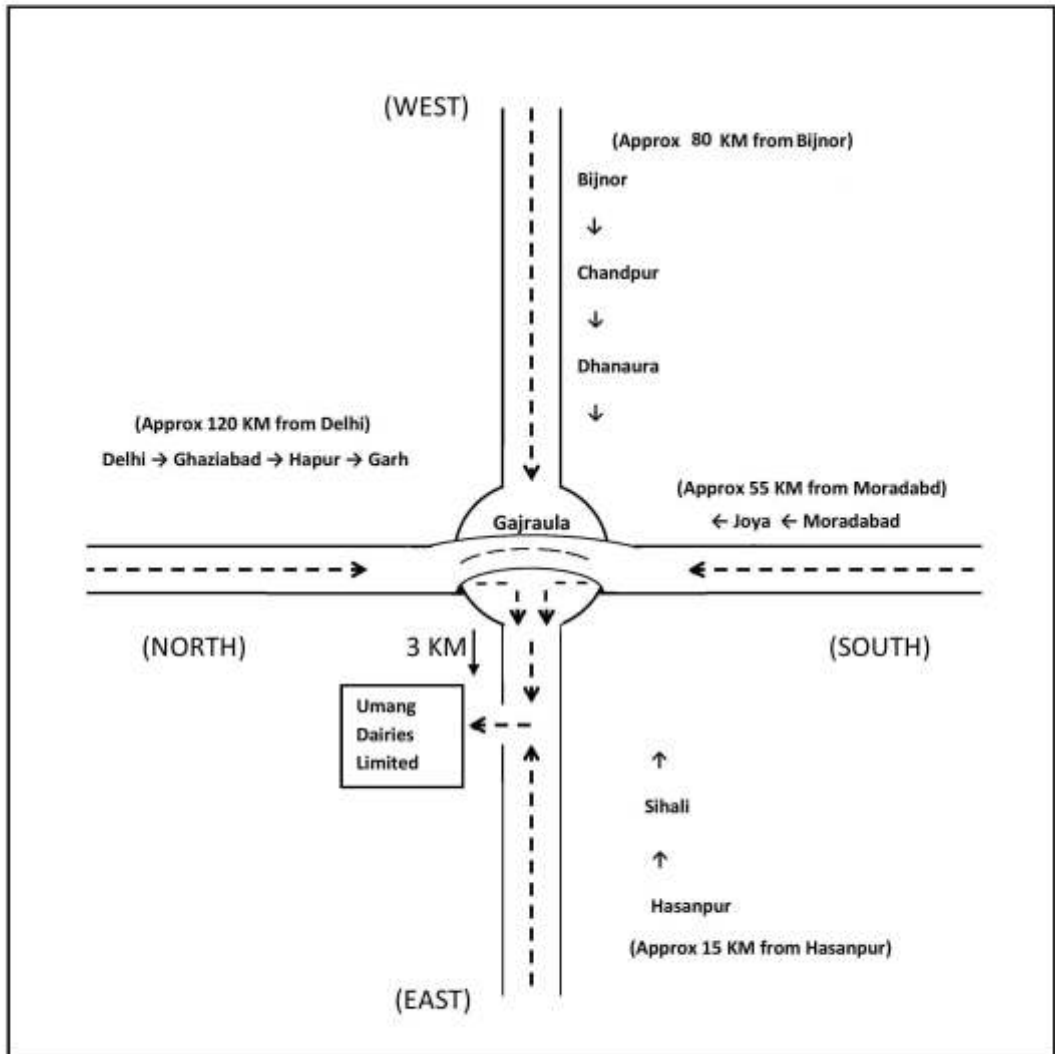
By order of the Board

Date: 10th August 2015

Gaurav Kumar Kanodia
Company Secretary

UMANG DAIRIES LIMITED

Route Map to the venue of the 22nd Annual General Meeting





UMANG DAIRIES LIMITED

Registered Office : Gajraula- Hasanpur Road, Gajraula – 244 235, Dist. Amroha (U.P.)

Website : www.umangdairies.com, **Email :** sharesumang@jkmil.com

CIN : L15111UP1992PLC014942, **Phone :** 05924 – 252491, 252492

ADMISSION SLIP

Folio No. / DP ID / Client ID #	
No. of Equity Shares held	

I hereby record my presence at the 22nd Annual General Meeting of the Company being held at Gajraula-Hasanpur Road, Gajraula - 244 235, Dist. Amroha (U.P.) on **Tuesday, the 29th September 2015 at 11.30 A.M.**

Name of the Member (in block letters)
Name of Proxy Holder /Authorised Representative* (in block letters)

*Strike out whichever is not applicable

#Applicable for shareholders holding shares in dematerialised form.

Signature of the Member/Proxy/Authorised Representative*

- Notes: 1. A Member/Proxy/Authorised representative wishing to attend the meeting must complete this Admission Slip before coming to Meeting and hand it over at the entrance.
 2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form given below at the Company's Registered Office at least 48 hours before the time fixed for the Meeting.



UMANG DAIRIES LIMITED

Registered Office : Gajraula- Hasanpur Road, Gajraula – 244 235, Dist. Amroha (U.P.)

Website : www.umangdairies.com, **Email :** sharesumang@jkmil.com

CIN : L15111UP1992PLC014942, **Phone :** 05924 – 252491, 252492

PROXY FORM

Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014.

Name of the member(s):	
Registered Address:	
E-Mail ID:	
Folio No./DPID/Client ID:	

I/Webeing the member(s) of Umang Dairies Limited, holding shares hereby appoint :

- (1) Name: _____ Address: _____
 E Mail ID: _____ Signature: _____ or falling him;
- (2) Name: _____ Address: _____
 E Mail ID: _____ Signature: _____ or falling him;
- (3) Name: _____ Address: _____
 E Mail ID: _____ Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 22nd Annual General Meeting of the Company to be held on Tuesday, the 29th September 2015 at 11.30 A.M. at Gajraula-Hasanpur Road, Gajraula - 244 235, Dist. Amroha (U.P.) and at any adjournment thereof in respect of the resolutions as are indicated below:



Resolution Number	Resolution
ORDINARY BUSINESS	
1	Adoption of audited Financial Statements for the financial year ended 31st March 2015 and Reports of the Board of Directors and Auditors thereon.
2	Declaration of Dividend for the financial year ended 31st March 2015.
3	To appoint a Director in place of Shri D. B. Doda (DIN:00165518), who retires by rotation and being eligible, offers himself for re-appointment.
4	Ratification of appointment of M/s Lodha & Co., as the Auditors of the Company till the conclusion of the AGM to be held in the year 2016, on remuneration of Rs. 2.70 Lacs.
SPECIAL BUSINESS	
5	Appointment of Smt. Sharda Devi Singhania, as Director of the Company, liable to retire by rotation.
6	Ratification of remuneration payable to M/s Sanjay Kumar Garg & Associates, as Cost Auditors for the financial year ending 31st March 2016.

Signed this _____ Day of _____ 2015

Affix
Revenue
Stamp here

Signature of Shareholder

Signature of Proxy holder(s)

- Notes: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Gajraula-Hasanpur Road, Gajraula - 244 235, Dist. Amroha (U.P.), not less than 48 hours before the commencement of the Meeting. A Proxy need not be a member of the Company.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.