UMANG DAIRIES LIMITED

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

4th September 2017

Electronic Filing

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

Scrip Code: 500231

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

Symbol : UMANGDAIRY
Series : EQ

Dear Sir/Madam,

Re: Notice of the 24th Annual General Meeting

1. Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of the Notice convening 24th Annual General Meeting of the Company scheduled to be held on Wednesday, 27th September, 2017 at 11.30 A.M. at the Registered Office of the Company at Gajraula Hasanpur Road, Gajraula – 244 235, Dist. Amroha, Uttar Pradesh.

2. Further, we wish to intimate you that in compliance of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Report for the Financial Year 2016-17 of the Company would be sent to the Stock Exchanges within twenty one working days of it being approved and adopted at the abovesaid Annual General Meeting of the Company.

Yours faithfully,
For Umang Dairies Limited

Pankaj

(Pankaj Kamra)
Company Secretary

Encl:a/a

C/c : (Through Speed Post)

National Securities Depository Ltd. Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013	Central Depository Services (India) Ltd. Phiroze Jeejeebhoy Towers 28th Floor, Dalal Street Mumbai – 400 023	M/s MAS Services Ltd. T-34, 2nd Floor, Phase-II Okhla Industrial Area New Delhi – 110 020

UMANG DAIRIES LIMITED

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

NOTICE

NOTICE is hereby given that the **24th 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 **Wednesday,** the **27th September 2017** 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 2017 and the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Shri Desh Bandhu Doda (DIN: 00165518), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint Auditors of the Company and to fix their remuneration and in connection therewith to consider and if thought fit to pass, with or without modification(s), the following as an Ordinary Resolution:

   "RESOLVED that pursuant to the provisions of Section 139 of the Companies Act 2013 and Companies (Audit and Auditors) Rules, 2014, M/s Singhi & Co., Chartered Accountants, New Delhi, (Registration No. 302049E) be and are hereby appointed as Auditors of the Company for a term of five consecutive years, from the conclusion of the 24th Annual General Meeting(AGM) till the conclusion of its 29th AGM to be held in the year 2022 (subject to ratification of the appointment by the members at every subsequent AGM to be held during its term) on a remuneration of ₹ 2,70,000/-, p.a. (Rupees Two Lakh Seventy thousand only) for the first year, excluding Service tax or G.S.T. as may be applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit.

   RESOLVED further that the Board of Directors of the Company be and is hereby authorised to fix remuneration of the said Auditors for the subsequent four years thereafter, based on the recommendations of the Audit Committee of Directors of the Company in consultation with the said Auditors and to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto."

As Special Business:

4. To consider and if thought fit to pass, with or without modification(s), the following as an 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 2017-18 commencing 1st April 2017, of ₹ 35,000/- excluding G.S.T. 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 authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto."

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

   "RESOLVED that in supersession of the resolution passed by the Company with respect to the borrowing powers of the Board of Directors at the Annual General Meeting held on 22nd September 2014, consent of the Company be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act"), or any statutory modifications or re-enactment thereof, to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as "the Board") for borrowing moneys (apart from temporary loans from time to time obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time, deem necessary and/or expedient for the purpose of the Company, provided that the sum or sums so borrowed and remaining outstanding at any one time on account of principal shall not exceed in the aggregate ₹ 100 Crore (Rupees Hundred Crore only)."

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

"RESOLVED that in supersession of the resolution passed by the Company with respect to mortgaging and/or charging by the Board of Directors at the Annual General Meeting held on 22nd September 2014, consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act"), or any statutory modifications or re-enactment thereof, to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as "the Board") to mortgage and/or charge (by way of first, second or other subservient charge as may be agreed to between the Company and the lenders and/or Debenture Trustees), all the immovable and movable properties, present and future, pertaining to the Company and any other undertaking of the Company wheresoever situate and the whole or substantially the whole of any one or more of the said undertakings of the Company, to or in favour of any Financial Institutions, Banks and other lending Institutions or Funds, Trustees for Debentures, to secure their respective Rupee and Foreign Currency Loans or other Financial assistance lent, granted and advances or agreed to be lent, granted and advanced to the Company or the Debentures, Bonds or other financial instruments issued and allotted or as may be issued by the Company and subscribed to or agreed to be subscribed to by such Institutions/Banks/ Funds, or any other persons, of such amount or amounts not exceeding ₹ 100 Crore in the aggregate on account of principal, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Trustees, costs, charges and other moneys payable by the Company to the respective Financial Institutions, Banks and other lending institutions and Debenture holders and/or Trustees under the Loan/Subscription Agreement(s) entered into/ to be entered into by the Company in respect of the said Term Loans, Debentures or other financial instruments or assistance.

RESOLVED further that the Board be and is hereby authorized to finalise the terms and conditions with the Financial Institutions, Banks and other lending Institutions or Debenture Trustees and the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all acts, deeds and things in connection therewith and incidental thereto."

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

By Order of the Board

Pankaj Kamra
Company Secretary

Date: 8th August 2017

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 of the Companies Act 2013 (Act), setting out the material facts concerning Item Nos. 4, 5 & 6 of the Notice, is annexed hereto.

3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.

4. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the Registered Office/Administrative Office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of the AGM and also at the venue of the meeting.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st September 2017 to 27th September 2017 (both days inclusive).

6. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2016-17, the Notice of the 24th AGM of the Company along with Admission Slip and Proxy Form are being sent to all the members whose email addresses are registered with the Company/Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member.

7. Physical copy of the Annual Report for 2016-17, the Notice of the 24th AGM of the Company along with Admission Slip and Proxy Form are being sent to those members who have not registered their e-mail addresses with the Company/Depository Participants. The Annual Report for 2016-17 and the Notice of the 24th AGM along with Admission Slip and Proxy Form will also be available on the Company's website www.umangdairies.com.

8. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.

9. Appointment of Director:

   Brief resume of the Director proposed to be re-appointed (item No. 2 of the Notice) is given hereunder:

Name	Shri Desh Bandhu Doda
Age (Years)	72
DIN	00165518
Qualification	Science Graduate
Expertise in Specific Functional Areas	Dairy Technology
Date of Appointment on the Board of the Company (Umang Dairies Limited)	25th July 2004
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Nil
Membership/Chairmanship of committees of other public companies [includes only Audit Committee and Stakeholders' Relationship Committee in terms of Regulation 26 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]	Nil
Number of Equity Shares held in the Company	50
Relationship with other Directors and Key Managerial Personnel	Nil
Number of Board Meetings attended during the F.Y. 2016-17	Four

10. Remote e-Voting procedure

    In compliance with the provisions of Section 108 of the Companies Act, 2013 read with relevant rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members, facility to exercise their right to vote at the 24th AGM by electronic voting system from a place other than the venue of the meeting ("remote e-voting") and the businesses may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). Remote e-voting is optional. The facility for voting by ballot/polling paper shall also be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to cast vote at the AGM.

    The instructions for Members for remote e-voting are as under:

    (i) The voting period begins on 24th September 2017 (10:00 A.M.) and ends on 26th September 2017 (5:00 P.M.). During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) Shareholders who have already voted prior to the AGM date may attend the AGM but would not be entitled to vote at the AGM.

    (iii) The Shareholders should log on to the e-voting website www.evotingindia.com

    (iv) Click on 'Shareholders/Members'.

(v) 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.

(vi) Next enter the image verification as displayed and Click on Login.

(vii) 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.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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.
Dividend Bank Details **OR** 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's records in order to login. 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 (v).

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

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for Umang Dairies Limited.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) 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 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.

(xx) 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) 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. 20th September 2017 may follow the same instruction as mentioned above for remote e-voting.

(xxii) 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, Deputy Manager, Central Depository Services (India) Limited, 16th Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001; Phone No. 18002005533 or write an email to helpdesk.evoting@cdslindia.com.

(xxiii) The voting rights of 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. 20th September 2017 and a person who is not a Member as on the cut-off date should treat the Notice for information purpose only.

(xxiv) The Company has appointed Mr. Namo Narain Agarwal, Practising Company Secretary (Membership No. FCS-234) as Scrutinizer to scrutinize the voting (at AGM venue) and remote e-voting process in a fair and transparent manner.

(xxv) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.

11. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., 20th September 2017 and who has not cast vote by remote e-voting, and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. Ballot papers will be available at the venue of the AGM.

12. The Results declared alongwith the consolidated Scrutinizer's report shall be placed on the website of the Company www.umangdairies.com and on the website of CDSL e-voting www.evotingindia.com and shall simultaneously be forwarded to the concerned Stock Exchanges. The result of the voting will also be displayed at the Notice Board at the Registered Office and the Administrative Office of the Company.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board at its meeting held on 8th August 2017, as recommended by the Audit Committee, has appointed M/s Sanjay Kumar Garg & Associates, Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2017-18 commencing 1st April 2017 at a remuneration of ₹ 35,000/- excluding G.S.T. as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the cost audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditors has to be ratified by the Members of the Company.

The resolution is accordingly recommended for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 5

The Members of the Company at their Annual General Meeting held on 22nd September 2014 had authorised the Board of Directors of the Company, by a Special Resolution passed under Section 180(1)(c) of the Companies Act, 2013, to borrow moneys in excess of the aggregate of paid-up share capital of the Company and its free reserves upto an amount not exceeding ₹ 50 crore, at any point of time.

To meet the increasing requirement of funds, it is considered necessary to increase the said borrowing limits to ₹ 100 Crores. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board can exercise borrowing powers, in excess of the paid up share capital and free reserves of the Company, with the approval of the Members of the Company by way of Special Resolution.

The resolution is accordingly recommended for approval of the members as Special Resolution in supersession of the resolution passed by the Company at the Annual General Meeting held on 22nd September 2014.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 6

The Members of the Company at their Annual General Meeting held on 22nd September 2014 had authorized the Board of Directors of the Company by a special resolution passed under Section 180(1)(a) of the Companies Act, 2013, to create mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure their financial assistance not exceeding ₹ 50 crore, in the aggregate on account of principal, together with interest thereon.

To meet the increasing requirements of funds, the Company will have to resort to further borrowings from financial and other lending institutions upto a limit of ₹ 100 Crore. As security for such borrowings, the immovable and movable properties of the Company will have to be mortgaged / charged in favour of financial and other lending institutions.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board can exercise such power to create mortgage and/ or charge on the immovable and movable properties of the Company, only with the approval of Members of the Company by way of Special Resolution.

The resolution is accordingly recommended for approval of the members as Special Resolution in supersession of resolution passed by the Company at the Annual General Meeting held on 22nd September 2014.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

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

By Order of the Board

Pankaj Kamra
Company Secretary

Date: 8th August 2017

FOR ATTENTION OF THE MEMBERS

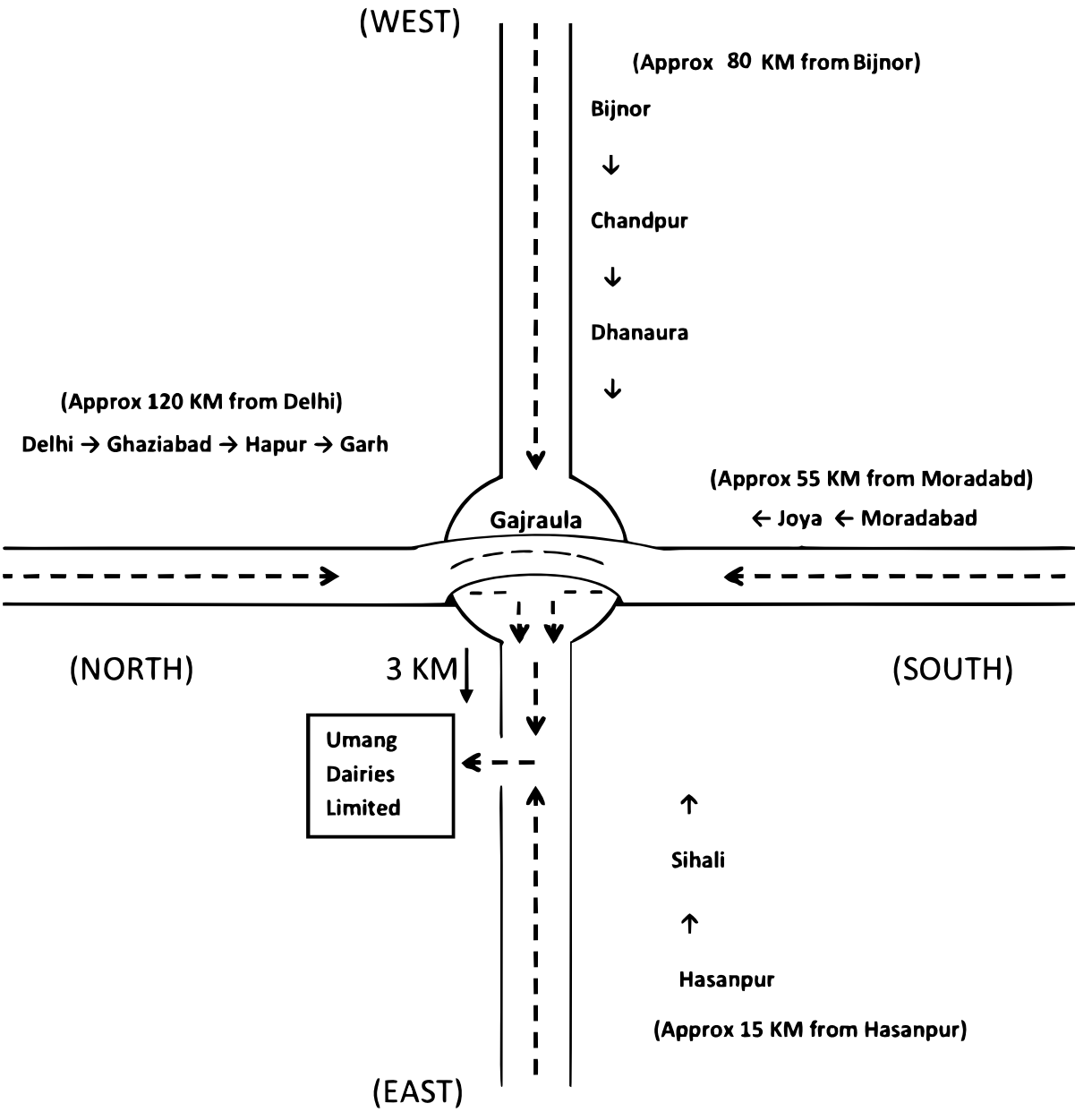
1. Members/Proxies should bring the Admission Slip sent herewith duly filled in for attending the Meeting.
2. For prompt attention, requests for transfer of Equity Shares and related correspondence should be addressed to the Company's Registrar and Share Transfer Agents (RTA): **MAS SERVICES LIMITED**, T-34, Second Floor, Okhla Industrial Area, Phase-II, New Delhi- 110 020. 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.
3. 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.
4. Transferee(s) seeking transfer of shares in physical form should furnish copy of their PAN card to the Company/RTA for registration of transfer of shares.
5. Members having multiple folios are requested to write to the RTA for consolidation of the Folios.
6. Dividend Warrants:

   As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Accordingly, the Members are requested to register/update their correct bank account details with the Company/RTA/ Depository Participant, as the case may be.
7. Unclaimed Dividends / Dividend Warrants : Members who have not claimed their dividend for the Financial Years 2012-13, 2013-14, 2014-15 and 2015-16 may send their unclaimed dividend warrants to the Company Secretary for revalidation at Gulab Bhawan (Rear Block), 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.
8. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Members 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 Members. Member holding shares in physical form, may send their nomination in the prescribed Form SH-13, duly filled in, to the Company Secretary at Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110 002. Members holding shares in dematerialised form are requested to contact their Depository Participant for recording their nomination.
9. 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.
10. Members are requested to quote their Folio No./DP ID- Client ID and details of shares held in physical/demat mode, e-mail ids and Telephone No. for prompt reply to their communications.
11. This Notice also contains a route map of the venue of AGM.

UMANG DAIRIES LIMITED

Route Map to the venue of the 24th Annual General Meeting



UMANG DAIRIES LIMITED

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

ADMISSION SLIP

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

I hereby record my presence at the 24th Annual General Meeting of the Company being held at Gajraula-Hasanpur Road, Gajraula - 244 235, Dist. Amroha (U.P.) on Wednesday, the 27th September 2017 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

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

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 /We .....being the member(s) of Umang Dairies Limited, holding .....shares hereby appoint :

(1) Name: .....Address: .....

E-Mail ID: .....Signature: ..... or failing him;

(2) Name: ..... Address: .....

E-Mail ID: ..... Signature: .....or failing 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 24th Annual General Meeting of the Company to be held on Wednesday, the 27th September 2017 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
1	Consideration and Adoption of audited Financial Statements for the financial year ended 31st March 2017 and the Reports of the Board of Directors and Auditors thereon.
2	Re-appointment of Shri Desh Bandhu Doda (DIN: 00165518) as a Director, who retires by rotation.
3	Appointment of M/s Singhi & Co., Chartered Accountants, as Auditors of the Company and fixing their remuneration.
4	Ratification of remuneration payable to M/s Sanjay Kumar Garg & Associates, Cost Auditors for the financial year ending 31st March 2018.
5	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money up to Rs. 100 Crore.
6	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charge/ mortgage on the properties of the Company to secure the borrowing up to Rs. 100 Crore.

Signed this..... **Day of**..... **2017**

AFFIX REVENUE STAMP

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.
3. A proxy holder may vote either for or against each resolution.