UMANG DAIRIES LIMITED

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

22nd August 2022

Electronic Filing

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

Scrip Code No. 500231

National Stock Exchange of India Ltd.
"Exchange Plaza" Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

Symbol: UMANGDAIRY
Series : EQ

Dear Sir/Madam,

Re: Notice of 29th Annual General Meeting

1. Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Schedule III of the said Regulations, please find enclosed herewith a copy of the Notice of the 29th Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, 13th September 2022 at 12:30 P.M. IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

2. 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 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its Members, facility to exercise their right to vote at the 29th AGM scheduled to be held on 13th September 2022, by electronic means and the business mentioned in the AGM Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited.

3. The Company has fixed 6th September 2022 as the 'cut-off date' for ascertaining the names of the Members, holding shares either in physical form or in dematerialized form, who will be entitled to cast their votes electronically during 10th September 2022 (10:00 A.M.) to 12th September 2022 (5:00 P.M.), and also during AGM in respect of business to be transacted at the aforesaid AGM.

Submitted for your kind reference and records.

Thanking you

Yours faithfully
For Umang Dairies Limited

Pankaj

(Pankaj Kamra)
Company Secretary

Cc: National Securities Depository Ltd. (E-mail: manish.sharma@nsdl.co.in)
Central Depository Services (India) Ltd. (E-mail: GreenInitiative@cdslindia.com)
MAS Services Ltd. (E-mail: info@masserv.com)

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), 6A, Bahadur Shah Zafar Marg, New Delhi 110 002
Phone: 011-68201776, Email ID: sharesumang@jkmail.com

NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Members of Umang Dairies Limited **('the Company')** will be held on Tuesday, the 13th September 2022 at 12.30 P.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM), 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 2022 and the Reports of the Auditors and Board of Directors thereon.

2. To appoint a Director in place of Shri Virupakshan Kumaraswamy (DIN: 02443804), who retires by rotation and being eligible, offers himself for re-appointment.

3. To consider and if thought fit to pass, the following as an Ordinary Resolution:

   "RESOLVED that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Audit Committee and Board of Directors of the Company, M/s Singhi & Co., Chartered Accountants, New Delhi, (Firm Registration No. 302049E), be and are hereby re-appointed as Auditors of the Company, to hold office for second term of five consecutive years from the conclusion of 29th Annual General Meeting (AGM) till the conclusion of the 34th AGM to be held in the year 2027, on a remuneration of Rs. 3,80,000/- (Rupees Three lac eighty thousand), excluding G.S.T./other taxes 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 first year.

   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, matters 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, the following as a Special Resolution:

   "RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 (the Act) read with relevant Rules made thereunder and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and other applicable provisions of the Act and Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Ramesh Chand Surana (DIN: 00089854), whose appointment on the Board of the Company as an Additional Director determines on the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of 3 (three) consecutive years, with effect from 5th August 2022."

5. To consider and if thought fit to pass, the following as an Ordinary Resolution:

   "RESOLVED that pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time

being in force), remuneration of M/s Sanjay Kumar Garg & Associates, Cost Auditors, appointed by the Board of Directors of the Company, to conduct audit of the cost records of the Company for the financial year 2022-23 commencing 1st April 2022, of Rs. 42,000/- (Rupees Forty two thousand), excluding G.S.T./other taxes as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Cost 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, matters and things as may be deemed necessary or expedient in connection therewith and incidental thereto."

Regd. Office:
Gajraula Hasanpur Road, Gajraula - 244 235
Distt. Amroha (Uttar Pradesh)

Date: 8th August 2022

By Order of the Board

Pankaj Kamra
Company Secretary

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No.20/2020 dated 5th May 2020 read with General Circular No. 02/2022 dated 5th May 2022, allowed companies whose Annual General Meeting (AGM) are due in the year 2022, to conduct their AGMs on or before 31st December 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 (MCA Circulars). The Securities and Exchange Board of India (SEBI) also issued Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May 2022 (SEBI Circular). In compliance with these Circulars, provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the 29th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 29th AGM shall be the Registered Office of the Company.

2. Statement under Section 102 of the Act, setting out the material facts concerning Item Nos. 3, 4 and 5 of the Notice, is annexed hereto.

3. Pursuant to MCA/SEBI circulars, the facility to appoint proxy to attend and cast vote for the Members will not be available for this AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

4. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM, at sharesumang@jkmail.com.

5. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be electronically available for inspection by the Members during the AGM.

6. Relevant documents referred to in this Notice and Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice upto the date of the AGM through electronic mode. Members seeking inspection can send an email in advance to sharesumang@jkmail.com.

7. The Register of Members and the Share Transfer Books of the Company will be closed from Wednesday, 7th September 2022 to Tuesday, 13th September 2022 (both days inclusive).

8. **Despatch of Annual Report and Notice of AGM through electronic mode:**

   In accordance with MCA/SEBI circulars, owing to the difficulties involved in despatching of physical copies of the Annual Report comprising Board's Report, Auditor's Report, Audited Financial Statements and other documents required to be attached therewith, the Annual Report for FY 2021-22 and the Notice of 29th AGM are being sent through electronic mode only to those Members whose email addresses are registered with the Company or the Depository Participant(s).

   In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2021-22 and Notice of 29th AGM of the Company, may send request to the Company's email address at sharesumang@jkmail.com mentioning Folio No./DP ID and Client ID.

   For receiving Notice and Annual Report from the Company electronically, Members are requested to write to the Company with details of Folio number/ DPID/Client ID and attaching a self-attested copy of PAN at sharesumang@jkmail.com or investor@masserv.com.

9. As mandated by SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 read with SEBI Circular No. SEBI/HO/MIRSD_RTA/P/CIR/2021/687 dated 14th December 2021, the Company vide its letter dated 16th March 2022 had requested all Shareholders including joint holders holding shares in physical form in the Company, to furnish their KYC including email id, nomination and other details in the prescribed Forms (ISR-1, 2, 3, SH-13 and 14), to the Registrar and Share Transfer Agent (RTA) of the Company. The aforesaid forms are available on the website of the Company at www.umangdairies.com. Members, who have not submitted the required details are requested to send these details to RTA, MAS Servies Ltd. at its Office at T–34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 or email to investor@masserv.com.

   As per abovementioned SEBI Circulars, in absence of KYC and other details as mandated therein, such folios shall be frozen by RTA and no service request shall be entertained w.e.f. 1st April 2023.

10. The Notice of AGM and Annual Report for the financial year 2021-22, are available on the website of the Company at www.umangdairies.com and also on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. Notice of AGM is also available on the website of CDSL at www.evotingindia.com.

11. Members can join the AGM through VC/OAVM mode thirty (30) minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served principle.

12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

13. **Appointment/Re-appointment of Directors:**

Pursuant to the provisions of the Listing Regulations read with the Secretarial Standard on General Meetings (SS-2), brief resumes of: (i) Shri Virupakshan Kumaraswamy, Director proposed to be re-appointed is given below, and (ii) Shri Ramesh Chand Surana, proposed to be appointed as Independent Director, is given in the Statement under Section 102 of the Act, at relevant Item No. 4 of the Notice, annexed hereto.

Shri Kumaraswamy (DIN:02443804), aged 61 years, is a Management Graduate from Indian Institute of Management, Ahmedabad and CMA professional. He has over 36 years of experience in Corporate Finance, Strategy, Financial Services, Banking and Mergers & Acquisitions.

Shri Kumaraswamy is on the Board of several companies. He is a senior finance professional and has extensive experience in strategic tie-ups, Joint Ventures, Mergers & Acquisitions and Corporate Restructuring. He is also member of Corporate Finance committee and Manufacturing Sector Committee of various Trade & Industry Bodies viz. FICCI.

He had also worked with PricewaterhouseCoopers, Voltas, Ciba-Geigy, ITC Group and Lalbhai Group and handled various areas of financial/banking and strategy matters. He has authored books on Corporate Insurance and Risk Management, Making Growth Happen in India. He has also published over 90 articles in various economic dailies of India and on matters of reforms, fiscal policies, budget matters and trade policies.

He joined the Board of the Company on 18th May 2021. He is also on the Board of The Sirpur Paper Mills Limited, Global Strategic Technologies Limited, Songadh Infrastructure & Housing Limited and Jaykaypur Infrastructure & Housing Limited. He is not on the Board of any listed company during the last 3 years. He is currently Member of the Audit Committee of The Sirpur Paper Mills Limited.

Shri Kumaraswamy had attended all four Board Meetings of the Company held after his appointment, during the financial year ended 31st March 2022. He does not hold, either by himself or on beneficial basis for any other person, any Equity Shares of the Company. He is not related to any other Director and Key Managerial Personnel of the Company.

For details regarding the remuneration paid to him during the financial year ended 31st March 2022, please refer Corporate Governance section of the Annual Report for the financial year 2021-22. He shall be entitled to the sitting fees for attending Board and Committee Meetings and Commission on Net Profits, if any.

14. **Instructions for Members for remote e-voting and joining meeting through VC/OAVM are as under:**

(A) In compliance with the provisions of Section 108 of the Act read with relevant Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members, facility to exercise their right to vote at the 29th AGM by electronic means and the business may be transacted through remote e-voting services provided by CDSL. Remote e-voting is optional. The facility of e-voting shall also be made available at the AGM and Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right to cast vote during the AGM.

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

(i) The remote e-voting period begins on Saturday, 10th September 2022 (10:00 A.M.) and ends on Monday, 12th September 2022 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Tuesday, 6th September 2022 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Members who have already voted prior to the meeting date would not be entitled to vote on the date of AGM.

(C) **Login method for e-voting and joining virtual meeting for Individual Members holding securities in demat mode.**

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on e-voting facility provided by Listed Entities, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP), thereby, not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to register / update their mobile number and e-mail ID with their DPs in order to access e-voting facility and/or attend the AGM.

Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs.

Login method for e-voting and joining virtual meetings for Individual Members holding shares in Demat mode are given below:

Type of Members	Login Method
Individual Members holding shares in Demat mode with CDSL	**Users who have opted for CDSL Easi/Easiest facility:** (i) Members, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. (ii) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting his vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, links are also provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. **Users who have not opted for Easi/Easiest:** (i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration (ii) Alternatively, the user can directly access e-voting page by providing his Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page or https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all other e-voting Service Providers.

Type of Members	Login Method
Individual Members holding shares in demat mode with NSDL	**Users registered for NSDL IDeAS facility:** (i) Open web browser by typing the URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. (ii) A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. **Users not registered for IDeAS e-Services:** Option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. (i) After successfully registering on IDeAS, Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. (ii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Members (holding Shares in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve Password are advised to use Forget Password option available at abovementioned website(s).

Individual Members holding shares in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL may reach out to below helpdesk:

Login type	Helpdesk details
Individual Members holding shares in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at 1800 22 55 33.
Individual Members holding shares in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990.

(D) **Login method for remote e-voting and joining virtual meeting by Members (other than Individual Members) holding shares in Demat mode & all Members holding shares in Physical mode**

The Members should log on to the e-voting website www.evotingindia.com.

Click on "Shareholders/Members" module.

Now enter your User ID

(i) For CDSL: 16 digits beneficiary ID;

(ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;

(iii) 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 – New system 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.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form (other than Individuals) and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Members as well as Physical Members) 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.
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.

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

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Member 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.

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

(x) Click on the EVSN for the relevant for Umang Dairies Limited.

(xi) 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.

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

(xiii) 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.

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

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password, enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

15. **Information and Instructions for Members attending the AGM through VC/OVAM are as under:**

(A) Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. The link for VC/OAVM will be available in Shareholder/ Members login where the EVSN of Company will be displayed.

(B) Members are encouraged to join the Meeting through Laptops / IPads for better experience.

(C) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

(D) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

(E) Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request on or before 3rd September 2022 mentioning their name, demat account number/folio number, registered email id and mobile number at sharesumang@jkmail.com. The Members who do not wish to speak during the AGM but have queries may send their queries on or before 3rd September 2022 mentioning their name, demat account number/folio number, email id and mobile number at sharesumang@jkmail.com. These queries will be replied by the Company suitably.

(F) Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

(G) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

16. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

17. **Instructions for Members for e-voting during the AGM are as under:**

(a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

(b) Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

(c) If Votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

(d) Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

18. **Other Common Instructions:**

(i) Facility for Non – Individual Members and Custodians – Remote E-Voting

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- 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 at sharesumang@jkmail.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(ii) If you have any queries or issues regarding attending AGM & e-voting from the e-voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

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

(iii) The voting rights of Members shall be in proportion to their shareholding in the paid up equity share capital of the Company as on the Cut-off date and a person who is not a Member as on the Cut-off date should treat the Notice for information purpose only.

(iv) Any person, who acquires shares of the Company and become Member of the Company after despatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for e-voting.

(v) The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

(vi) The Company has appointed Shri Namo Narain Agarwal, Company Secretary in Practice (Membership No. FCS-234), as Scrutinizer and failing him, Shri Naveen Kumar Rastogi, Company Secretary in Practice (Membership No. FCS- 3685) as Alternate Scrutinizer, to scrutinize the process of remote e-voting and voting on the date of AGM in a fair and transparent manner.

(vii) The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website at www.umangdairies.com and on the website of CDSL www.evotingindia.com and shall simultaneously be forwarded to the Stock Exchange. The results of the voting will also be displayed at the Notice Board at the Registered and the Administrative Office of the Company.

(viii) 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 and who has not cast vote by remote e-voting, and being present at the AGM only shall be entitled to vote at the AGM.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

M/s Singhi & Co., Chartered Accountants, New Delhi, (Firm Registration No. 302049E), were appointed as Auditors of the Company, for a term of five (5) consecutive years, from the conclusion of 24th Annual General Meeting (AGM) held in the year 2017 till the conclusion of 29th AGM to be held in the year 2022.

Consequently, M/s Singhi & Co., Chartered Accountants, will complete their first term of five consecutive years as the Auditors of the Company at the conclusion of this AGM of the Company.

Pursuant to the provisions of Section 139(2) of the Companies Act, 2013 (the Act), the Company can re-appoint an audit firm as Auditors for a second term of five consecutive years. Accordingly, M/s Singhi & Co., Chartered Accountants, are proposed to be re-appointed as Auditors of the Company for a second term of five consecutive years commencing from the conclusion of 29th AGM till the conclusion of the 34th AGM to be held in year 2027.

M/s Singhi & Co., Chartered Accountants, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) and office is in New Delhi. The said Audit Firm holds a valid Peer Review Certificate issued by the Peer Review Board of ICAI.

M/s Singhi & Co., Chartered Accountants, have consented to the said re-appointment, and confirmed that their reappointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be re-appointed as Auditor in terms of the provisions of the Sections 139 and 141 of the Act, and the Companies (Audit and Auditors) Rules, 2014.

Audit Committee has recommended the re-appointment of M/s Singhi & Co., Chartered Accountants, for a second term of five consecutive years, on remuneration of Rs. 3,80,000/- (Rupees Three lac eighty thousand) for the first year, excluding G.S.T./other taxes as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit. The said recommendation is based on the fulfilment of the aforesaid eligibility criteria with regard to the full time partners, statutory audit, experience of the firm, capability, independence assessment, audit experience and also based on the evaluation of the quality of audit work in the Company.

The Board recommends the aforesaid Ordinary Resolution for approval by 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. 4

The Board of Directors of the Company based on recommendation of Nomination and Remuneration Committee of Directors of the Company has, appointed Shri Ramesh Chand Surana (DIN: 00089854) as Additional Director of the Company, in the category of Independent Director, to hold office for a term of 3 (three) consecutive years, w.e.f. 5th August 2022, subject to requisite approval of the Members at the forthcoming Annual General Meeting (AGM) of the Company.

Brief profile and specific area of expertise of Shri Ramesh Chand Surana are as under:

Shri Ramesh Chand Surana, aged 69 years, has a management postgraduate from FMS, Banaras Hindu University (BHU) and has more than 3 decades of rich experience in Finance, Marketing, Project Execution and Plant Management. He started his career with HEG Limited in 1976 as Management Trainee immediately after his MBA from BHU. He became President in 1997, CEO in 1999 and Whole Time Director in 2003 till 2010. During his tenure in HEG, he was involved in technology transfer from SERS (Pechinery group) of France and dealt project implementation, finance, marketing and plant management. He was instrumental in phenomenal growth of HEG during his tenure and modernized Bhopal plant and made that unit as a single largest graphite plant in the world. He developed single handedly international business of HEG and was awarded by Honorable Prime Minister award for outstanding growth. The turnover of international trade constituted 70%. He was member of PHD Executive Committee, Chairman of Bhopal chapter. He was also appointed as Chairman of Govt., Polytechnic college of Bhopal. After HEG stint, he founded Environ Care Products LLP, manufacturing Company in areas of carbon air filters, deodorizer, injection moulding products in Greater Noida, U.P.

He is currently on the Board of Kamdhenu Limited, Novex Overseas Private Limited, Sood India Private Limited and Kamdhenu Ventures Limited. He is Member of Audit Committee of Kamdhenu Limited and Kamdhenu Ventures Limted and also Chairman of Stakeholder Relationship Committee of Kamdhenu Limited. In past three years, he has not resigned from the directorship of any of the listed company.

The Company has received his consent in writing to act as Director in term of Section 152(5) of the Companies Act, 2013 (the Act) and Declaration of Independence under Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In terms of Regulation 25(8) of Listing Regulations, he has also confirmed 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 his duties with an objective independent judgment and without any external influence and has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014. He is not presently disqualified from being appointed as a Director in terms of Section 164 of the Act or debarred from holding office of Director pursuant to any Order passed by SEBI or any other such authority. He does not hold, either by himself or on beneficial basis for any other person, any Equity Shares of the Company. He is not related to any other Director and Key Managerial Personnel of the Company.

In the opinion of the Board, he fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Rules made thereunder and the Listing Regulations. Further, keeping in view his qualification, vast experience and knowledge, it will be in the interest of the Company to appoint Shri Ramesh Chand Surana as an Independent Director of the Company. He shall be entitled to sitting fees for attending Board & Committee Meetings and Commission on Net Profits, if any.

Pursuant to the provisions of Section 161 of the Act and Article 117 of the Articles of Association of the Company, Shri Ramesh Chand Surana shall hold office as an Additional Director upto the date of this AGM and is eligible to be appointed as the Independent Director of the Company. The Company has, in terms of Section 160 of the Act, received a notice in writing, from a Member, proposing the candidature of Shri Ramesh Chand Surana for the office of Director.

Copy of the draft letter of appointment of Shri Ramesh Chand Surana as an Independent Director setting out the terms and conditions and other relevant documents would be available for inspection by the Members at the Registered Office/ Administrative Office of the Company and is also posted on the website of the Company.

The Board recommends the aforesaid Special Resolution for approval by the Members.

Except Shri Ramesh Chand Surana 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 Special Resolution.

Item No. 5

The Board at its meeting held on 20th May 2022, as recommended by the Audit Committee, had 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 2022-23 commencing 1st April 2022 on a remuneration of Rs. 42,000/- excluding G.S.T./other taxes 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 Board recommends the aforesaid Ordinary Resolution for approval by 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.

Regd. Office:
Gajraula Hasanpur Road, Gajraula - 244 235
Distt. Amroha (Uttar Pradesh)

Date: 8th August 2022

By Order of the Board

Pankaj Kamra
Company Secretary

FOR ATTENTION OF THE MEMBERS

1. Members may please note that SEBI vide its notification dated 24th January 2022 has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and has mandated that all requests for transfer, transmission and transposition of securities shall be processed only in dematerialised form. In view of the same, Members are advised to dematerialize the shares held by them in physical form. Members can contact the **Company's Registrar & Share Transfer Agent (RTA): MAS Services Ltd., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 or may write to the Secretarial Department of the Company at Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110 002,** for assistance in this regard.

   Dematerialization facility is available both on NSDL and CDSL. Company's ISIN is INE864B01027.

2. SEBI vide its Circulars dated 25th January 2022 and 18th May 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4/ ISR-5, as the case maybe. The said Form can be downloaded from the website of the Company i.e. www.umangdairies.com and is also available on the website of the RTA at www.masserv.com.

3. SEBI vide its Circular dated 30th May 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/ or RTA and its Shareholder(s)/Investor(s). The said circular is available on the website of the Company at www.umangdairies.com.

4. Members having multiple folios are requested to write to the RTA for consolidation of the folios.

5. Dividend Warrants:

   As per SEBI Listing Regulations, 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.

6. **Investor Education and Protection Fund**

   a. **Unclaimed dividends - Transfer to Investor Education and Protection Fund:**

      Pursuant to the provisions of Section 124 read with Section 125 and other applicable provisions, if any, of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of 7 years from the date of its transfer to unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Accordingly, the unclaimed Dividend for the financial year ended 31st March 2015 and 31st March 2016 will become due for transfer to the IEPF on 28th October 2022 and 20th October 2023.

      Members who have not claimed their dividend from the financial year 2014-15 onwards may write to the Secretarial Department of the Company at the address mentioned above.

   b. Pursuant to Section 124(6) of the Act read with the IEPF Rules, as amended, the Company has, during Financial Year 2021-22, transferred all the shares in respect of which dividend had remained unpaid/ unclaimed for seven consecutive years or more to the IEPF authority within the prescribed time. The details of such shares transferred to the IEPF Authority are available on the website of the Company.

With respect to dividend and shares due for transfer in the Financial Year 2022-23, the notice is being sent to all the Members whose dividends are lying unclaimed for seven consecutive years or more to claim the same at the earliest.

c. Members may note that shares as well as unclaimed dividend transferred to the IEPF Authority can be claimed back. Concerned Members are advised to visit the web link: http://iepf.gov.in/ or contact the Company for claiming the shares and / or refund of dividend from the IEPF Authority.

d. Special assistance to senior citizen claimants: IEPF Authority has launched a special window facility for senior citizens of age 75 years and above. The Company supports the aforesaid initiative and will facilitate all such claimants in filing IEPF-5 as well as their e-verification report on priority in Ministry of Corporate Affairs. All such senior citizen claimants may write to sharesumang@jkmail.com for the required assistance.

7. 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's RTA or Secretarial Department at the address mentioned above. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be.

   Members holding shares in dematerialized form are requested to contact their Depository Participant in this regard.

8. Members are requested to quote their Folio No./DP ID- Client ID and details of shares held in physical/demat mode, email IDs and telephone/mobile nos. for prompt reply to their communications.