UMANG DAIRIES LIMITED

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

23rd August 2019

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 26th Annual General Meeting

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Notice convening 26th Annual General Meeting of the Company scheduled to be held on Thursday, 19th September, 2019 at Gajraula Hasanpur Road, Gajraula – 244 235, Dist. Amroha, Uttar Pradesh.

Yours faithfully,
For Umang Dairies Limited

Pankaj

(Pankaj Kamra)
Company Secretary

Encl:a/a

UMANG DAIRIES LIMITED

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

NOTICE

NOTICE is hereby given that the **26th 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 **Thursday**, the **19th September 2019** 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 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Shri Desh Bandhu Doda (DIN: 00165518), who retires by rotation and being eligible, offers himself for reappointment.

As Special Business

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

   "RESOLVED that pursuant to the provisions of Sections 149,150,152 of the Companies Act, 2013 (the Act) read with relevant rules made thereunder and Schedule IV of the Act and Regulation 17 and 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Shri R.C. Periwal (DIN: 00168904), who holds office of Independent Director upto the date of this Annual General Meeting, be and is hereby reappointed as an Independent Director of the Company to hold office for another term of three consecutive years, with effect from 19th September 2019."

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

   "RESOLVED that Shri Manish Bandlish (DIN: 07656983) whose appointment as Additional Director on the Board 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, the following as Special Resolution:

   "RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act 2013 ("the said Act") and Rules thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification(s) or re-enactment(s) thereof, the appointment of Shri Manish Bandlish (DIN: 07656983) as Chief Executive Officer and Director of the Company for a period of three years from 24th July 2019 till 23rd July 2022, be and is hereby approved on the terms of remuneration, which in any financial year, may exceed 5% of the net profits of the Company subject to the overall limits for all managerial persons specified in Section 197(1) read with other relevant provisions of the said Act as set out in the Statement pursuant to Section 102(1) of the said Act annexed hereto, which shall be deemed to form part hereof, and in the event of inadequacy or absence of profits under Sections 197 and 198 of the said Act in any financial year or years, the remuneration comprising salary, perquisites, allowances, benefits and performance linked incentive, as approved herein, be paid as minimum remuneration to the said Chief Executive Officer and Director, for a period not exceeding three years in the aggregate subject to the requisite approvals under the said Act.

   RESOLVED further that the Board or Nomination and Remuneration Committee thereof be and is hereby authorised to determine and recommend the variation and/or revision of the remuneration of the said Chief Executive Officer and Director within the overall limits approved herein and to settle any question or difficulty in connection therewith or incidental thereto."

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

   "RESOLVED that pursuant to the provisions of Sections 149,150,152 of the Companies Act, 2013 (the Act) read with relevant rules made thereunder and Schedule IV of the Act and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 (including any statutory modification(s) or re-enactment thereof), Shri Amar Singh Mehta (DIN:00030694) whose appointment on the Board 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 for a term of 5 (five) consecutive years with effect from 24th July 2019."

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

"RESOLVED that pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Shri Desh Bandhu Doda (DIN: 00165518), who has been a Director of the Company since 25th July 2004, liable to retire by rotation, do continue to be a Director of the Company in the category of Non-Executive Director."

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

"RESOLVED that pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 or any statutory modification(s) or re-enactment(s) thereof, approval of the Company be and is hereby accorded to the payment of remuneration not exceeding in aggregate five percent of the net profits of the Company for each financial year as computed in the manner laid down in Section 198 or any other applicable provisions of the Companies Act, 2013, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, to the non-executive Directors other than the Managing Director(s) and Whole-time Director(s) of the Company as the Board of Directors may from time to time determine.

RESOLVED further that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED that pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, in this regard (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby granted, for payment of annual remuneration to Smt. Sharda Devi Singhania (Non Executive Director) of the Company for the Financial Year ended 31st March 2019, which exceeds fifty percent of the total remuneration payable to all non-executive directors of the Company."

11. 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, remuneration of M/s Sanjay Kumar Garg & Associates, the 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 2019-20 commencing 1st April 2019, of Rs. 42,000/-, 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."

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

By Order of the Board

Pankaj Kamra
Company Secretary

Date: 24th July 2019

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 to 11 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 2:00 P.M. to 4:00 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 13th September 2019 to 19th September 2019 (both days inclusive).

6. The Dividend for the financial year ended 31st March 2019 of Rs. 0.50/- per Equity Share (10%) on 2,20,03,200 fully paid equity shares of Rs. 5/- each, as recommended by the Board of Directors, if declared at the AGM, will be paid within three weeks of the date of the AGM to those members whose names shall be borne on the Register of Members of the Company on 19th September 2019 or to their mandatees. In respect of shares held by the Members 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.

7. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2018-19, the Notice of the 26th 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.

8. Physical copy of the Annual Report for 2018-19, the Notice of the 26th 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 2018-19 and the Notice of the 26th AGM along with Admission Slip and Proxy Form will also be available on the Company's website www.umangdairies.com.

9. 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.

10. Appointment/Reappointment of Directors:

    Brief resume of the Directors proposed to be appointed/reappointed (item No. 3 to 7 of the Notice) is given hereunder:

    - Shri D.B. Doda, aged 74 years is a graduate in Science (Dairy Technology) and has varied experience of 50 years as a senior Management Executive in different Industrial units. He joined the Board of the Company on 25th July 2004.

      His other Directorships are - (A) Listed Company - Nil (B) Unlisted Companies - Nil. Chairmanship/Membership of Shri D.B. Doda in the Committees of Directors in other Companies in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - NIL

      Shri Doda attended four board meetings of the Company held during the financial year ended 31st March 2019. Shri Doda holds 50 Equity Shares of the Company and does not hold any Equity Shares of the Company on beneficial basis for any other person. Shri Doda is not related to any other Director and Key Managerial Personnel of the Company. For details of remuneration drawn during FY 2018-19, please refer to Form MGT 9 printed in the Annual Report of the Company. As Non Executive Director of the Company,

he is entitled to fee for participating in the meetings of the Board or Committees thereof, reimbursement of expenses for participating in the said meetings and profit related commission, within the limits stipulated under the Companies Act, 2013. His Director Identification No. is 00165518.

- Shri R. C. Periwal, aged 86 years is Post Graduate in Commerce and has multi-company experience of over 53 years in administration with specialization in consumer marketing. He joined the Board of the Company on 19th October 2000.

  His other Directorships are - (A) Listed Company - Nil (B) Unlisted Companies – Dwarkesh Energy Limited. Chairmanship/Membership of Shri R.C. Periwal in the Committees of Directors in other Companies in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Member of Audit Committee of Dwarkesh Energy Limited.

  Shri Periwal attended four board meetings of the Company held during the financial year ended 31st March 2019. Shri R.C. Periwal does not hold, either by himself or on beneficial basis for any other person, any Equity Shares of the Company. Shri Periwal is not related to any other Director and Key Managerial Personnel of the Company. The terms and conditions of his reappointment are as per the Resolution at Item No. 4 of the Notice of this Meeting read with statement under Section 102 of the Companies Act, 2013. For details of remuneration drawn during FY 2018-19, please refer to Form MGT 9 printed in the Annual Report of the Company. As Independent Director of the Company, he is entitled to fee for participating in the meetings of the Board or Committees thereof, reimbursement of expenses for participating in the said meetings and profit related commission, within the limits stipulated under the Companies Act, 2013. His Director Identification No. is 00168904.

- Shri Manish Bandlish, aged 49 years holds a degree in B. Tech. from Jamia Millia Islamia and is a Post Graduate from Indian Institute of Management, Lucknow and has 26 years of rich experience in companies like Maruti Suzuki, Marico Limited, Subhiksha including working in Metro Cash and Carry for 10 years as Director - Operations, Development & Expansion where he played strategic role to define the expansion strategy and format strategy for Metro India. He is currently Chief Executive Officer of Umang Dairies Limited since 11th June 2018. He joined the Board of the Company on 24th July 2019.

  His other Directorships are - (A) Listed Company – Nil (B) Unlisted Companies - Nil. Chairmanship/Membership of Shri Manish Bandlish in the Committees of Directors in other Companies in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - NIL

  Shri Bandlish could not attend any board meeting during the financial year ended 31st March 2019 as a Director of the Company, as he was appointed as Director on 24th July 2019. Shri Bandlish does not hold, either by himself or on beneficial basis for any other person, any Equity Shares of the Company. Shri Bandlish is not related to any other Director and Key Managerial Personnel of the Company. The terms and conditions of his appointment are as per the Resolutions at Item No. 5 & 6 of the Notice of this Meeting read with statement under Section 102 of the Companies Act, 2013. As Executive Director of the Company, he is entitled to remuneration including performance linked incentive, within the limits stipulated under the Companies Act, 2013. His Director Identification No. is 07656983.

- Shri Amar Singh Mehta, aged 59 years is a Fellow Member of Institute of Chartered Accountants of India. He has a vast experience of over 35 years including 30 years in the Paper and Tyre business.

  Shri Mehta has sound knowledge in the field of Finance & Accounts and a rich experience in several key activities including mergers and acquisitions, board matters and corporate governance including marketing. Shri Mehta is currently the President & Director of JK Paper Limited and is also on the Board of several other companies, trusts and research bodies. He was also a Convenor of the Marketing Committee of Automotive Tyre Manufacturer's Association (ATMA) and is presently the President of Indian Paper Manufacturer Association (IPMA). He joined the Board of the Company on 24th July 2019.

  His other Directorships are - (A) Listed Company – JK Paper Limited and JK Agri Genetics Limited (B) Unlisted Companies - Bhopal Udyog Limited and Ultima Finvest Limited. Chairmanship/Membership of Shri Amar Singh Mehta in the Committees of Directors in other Companies in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Member of Audit Committee of JK Paper Limited, JK Agri Genetics Limited and Ultima Finvest Limited, Chairman of Stakeholders Relationship Committee of JK Agri Genetics Limited and Member of Stakeholders Relationship Committee of JK Paper Limited.

  Shri Mehta could not attend any board meeting during the financial year ended 31st March 2019 as he was appointed as Director on 24th July 2019. Shri Mehta does not hold, either by himself or on beneficial basis

for any other person, any Equity Shares of the Company. The terms and conditions of his appointment are as per the Resolution at Item No. 7 of the Notice of this Meeting read with statement under Section 102 of the Companies Act, 2013. Shri Mehta is not related to any other Director and Key Managerial Personnel of the Company. As Independent Director of the Company, he is entitled to fee for participating in the meetings of the Board or Committees thereof, reimbursement of expenses for participating in the said meetings and profit related commission, within the limits stipulated under the Companies Act, 2013. His Director Identification No. is 00030694.

11. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 27, 2017.

12. 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 26th 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 16th September 2019 from 10:00 A.M. and ends on 18th September 2019 at 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 12th September 2019, 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 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. 12th September 2019 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, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013; Phone No. 1800225533 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. 12th September 2019 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.

13. 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., 12th September 2019 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.

14. 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

1. The shareholders of the Company at their Annual General Meeting (AGM) held on 21st September 2014 had appointed Shri R.C. Periwal as Independent Director of the Company for his first term of five consecutive years from 21st September 2014, the date of 21st Annual General Meeting (AGM), upto the conclusion of 26th AGM of the Company in the year 2019.

2. As per provisions of the Companies Act, 2013, the Independent Directors shall hold office for a term up to five consecutive years, but shall be eligible for reappointment, subject to compliance of certain conditions and on passing of a Special Resolution by the members of the Company. Further, such Independent Directors will also not be subject to retirement of Directors by rotation.

3. The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee of Directors, considers that he possesses appropriate skills, experience and given his background and experience and contributions made by him during his tenure, it would be in the interest of the Company to have continued association of Shri R.C. Periwal as Independent Director of the Company.

4. Accordingly, the Board recommended reappointment of Shri R.C. Periwal, for another term of three consecutive years with effect from 19th September 2019.

5. The Company has received declaration from Shri R.C. Periwal that he meets with the criteria of independence and that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge duties with an objective independent judgment and without any external influence, as prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). He is not disqualified from being reappointed as a Director in terms of Section 164 of the Act or debarred from holding the office of Director pursuant to any SEBI Order.

6. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder and Listing Regulations for his reappointment as Independent Director of the Company and he is independent of the Management.

7. Copy of the draft letter for reappointment of Shri R.C. Periwal as 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 on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM and also at the venue of the meeting. Brief resume of Shri R.C. Periwal is given in the notes appended to the Notice of this Meeting.

8. Further, in terms of Regulation 17(1A) of Listing Regulations, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. During the proposed term of reappointment, Shri R.C. Periwal has already attained the age of eighty six years. The Special Resolution set out at Item no. 4 of the Notice for his reappointment, shall also be deemed to have been proposed under the Listing Regulations for continuation of Shri R.C. Periwal as Independent Director beyond the age of seventy five years.

9. The Board recommends the aforesaid Special Resolution for approval by the members.

10. Except Shri R.C. Periwal, being the appointee, and his relatives to the extent of their shareholding, if any, in the Company, 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 special resolution.

Item Nos. 5 & 6

1. The Board of Directors at its meetings held on 24th July 2019, on the recommendation of Nomination and Remuneration Committee, had appointed Shri Manish Bandlish (DIN: 07656983) as an Additional Director of the Company w.e.f 24th July 2019, who shall hold office upto this Annual General Meeting (AGM) of the Company, pursuant to Section 161 (1) of the Companies Act 2013 (the Act). He was also appointed as Chief Executive Officer & Director of the Company from 24th July 2019 till 23rd July 2022 on the remuneration as detailed hereunder, for the said period, including minimum remuneration in case of absence or inadequacy of profits in any financial year or years for a period not exceeding three years in aggregate in terms of Sections 196, 197 and 198 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof ("the Act").

2. The Company has received requisite notice under Section 160 of the Act from a member proposing the name of Shri Manish Bandlish as a candidate for the office of Director of the Company at this AGM of the Company.

3. THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE ACT

I. General Information

(i) Nature of Industry: Dairy

(ii) Date or expected date of commencement of commercial production: Umang Dairies Limited plant of the Company was commissioned in the year 1994.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.

(iv) Financial performance based on given indicators:

Particulars for the financial year ended 31st March 2019	Rs. In Lacs
Income from Operations	22,576.98
Profit before Interest, Depreciation and Tax (PBIDT)	1,415.69
Profit before Depreciation and Tax (PBDT)	1,012.72
Profit after Tax (PAT)	504.61

(v) Foreign investments or collaborations, if any: Not Applicable

II. Information about the appointee

(i) Background details: Shri Manish Bandlish, aged 49 years holds a degree in B. Tech. from Jamia Millia Islamia and is a Post Graduate from Indian Institute of Management, Lucknow and has 26 years of rich experience in companies like Maruti Suzuki, Marico Limited, Subhiksha including working in Metro Cash and Carry for 10 years as Director - Operations, Development & Expansion where he played strategic role to define the expansion strategy and format strategy for Metro India. He is currently Chief Executive Officer of Umang Dairies Limited since 11th June 2018.

(ii) Past Remuneration: The current remuneration of Shri Manish Bandlish as CEO, is as under:

A. Salary: Rs 4,15,000/- per month with such increments as may be decided by the Company from time to time.

B. Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof, medical allowance, leave travel for self and family, premium on personal accident insurance, car with driver, telephone etc., and other perquisites, allowances and benefits as per the schemes, policies and the rules of the Company as applicable from time to time. The perquisites shall be evaluated as per the actual cost or Income tax Rules, as applicable.

C. Performance linked incentives as may be decided by the Company.

D. Contribution to Provident Fund as per rules of the Company.

E. Contribution to National Pension Scheme as per rules of the Company.

F. Gratuity as per rules of the Company.

G. Encashment of unavailed leave as per rules of the Company.

(iii) Recognition or Awards --

(iv) Job Profile and his suitability: Shri Manish Bandlish, Chief Executive Officer & Director of the Company is vested with powers of management subject to the control, direction and superintendence of the Board of Directors of the Company.

(v) Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 24th July 2019, approved the terms of remuneration of Shri Manish Bandlish as Chief Executive Officer & Director of the Company from 24th July 2019 till 23rd July 2022 as under:-

A. Salary: Rs 4.15 lac per month in the salary range of Rs 3.50 Lac per month to Rs 8.00 lac per month with such increments as may be decided by the Board or Nomination and Remuneration Committee thereof from time to time.

B. Perquisites, allowances and benefits : Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, reimbursement of medical expenses incurred including hospitalization and surgical charges for self and family and travel relating thereto and leave travel including foreign travel for self and family, club fees, premium on personal accident insurance, car(s) with driver, telephone etc., and such other perquisites, benefits and allowances as may be decided by the the Company. The perquisites

shall be evaluated as per the actual cost or Income-tax Rules, as applicable.

The above perquisites, allowances and benefits will be as per the schemes, policies and the Rules of the Company as applicable from time to time subject to any change as may be decided by the Company.

C. Performance linked incentive, as may be determined by the Board or Nomination and Remuneration Committee thereof from time to time.

D. Contribution to Provident Fund, Superannuation Fund, National Pension Scheme or Annuity Fund as per Rules of the Company.

E. Gratuity at the rate of 15 days salary for each completed year of service.

F. Encashment of unavailed leave as per Rules of the Company.

G. The Board or Nomination and Remuneration Committee thereof may, from time to time, increase, or vary the salary range, subject to the overall ceiling prescribed under the Companies Act.

H. In the event of inadequacy or absence of profits under Sections 197 and 198 of the Companies Act in any financial year or years, "Chief Executive Officer & Director" shall be entitled to such remuneration as he may be then drawing, as specified in paras A, B and C above, as minimum remuneration and be also entitled to perquisites mentioned in paras D, E and F above.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The Nomination and Remuneration Committee of Directors of the Company had, while approving and recommending the said remuneration of Shri Manish Bandlish took into the account the financial position of the Company, the trend in the Dairy Industry and the Company, trends in managerial remuneration, his qualifications, experience, past performance and past remuneration etc.

(vii) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Besides the remuneration proposed, Shri Manish Bandlish does not have any pecuniary relationship with the Company or with the managerial personnel of the Company.

III. Other Information

(i) Reasons of loss or inadequate profits: The Company had profits during the financial year ended 31st March 2019. However, his appointment is from 24th July 2019 till 23rd July 2022 and the future trend in profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole.

(ii) & (iii) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: Company's R&D Department, constantly works on several new products to expand its product portfolio. Progress on some of the products has made significant headway.

The Company has undertaken several initiatives like improvement of efficiency parameters, cost reduction and building a formidable branding position, which is likely to hold the Company in good stead for coming many years.

The Company has not made any default in repayment of any of its debts (including public deposits being nil) or debentures or interest payable thereon in the preceding financial year.

4. The Board recommends the Resolution as set out at Item No. 5 for approval of the members by means of an Ordinary Resolution and at Item No.6 for approval of the members by means of a Special Resolution.

5. Except Shri Manish Bandlish and his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

6. Relevant documents would be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM and also at the venue of the meeting.

Item No. 7

1. The Board of Directors, on the recommendation of Nomination and Remuneration Committee, had appointed Shri Amar Singh Mehta (DIN:00030694), as Additional Director of the Company in the category of Independent Director w.e.f. 24th July 2019, who shall hold office upto this Annual General Meeting (AGM) of the Company, pursuant to Section 161(1) of the Companies Act 2013 (the Act).

2. The Company has received declaration from Shri Amar Singh Mehta that he meets with the criteria of independence

and that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge duties with an objective independent judgment and without any external influence, as prescribed under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). He is not presently disqualified from being appointed as a Director in terms of Section 164 of the Act or debarred from holding the office of Director pursuant to any SEBI Order.

3. The Company has received requisite notice under Section 160 of the Act from a member proposing the name of Shri Amar Singh Mehta as a candidate for the office of Director of the Company at this AGM of the Company.

4. The Board of Directors of the Company has recommended to the members the appointment of Shri Amar Singh Mehta as an Independent Director of the Company, for a term of five consecutive years w.e.f. 24th July, 2019. In the opinion of the Board, he fulfills the conditions specified in the Act and Rules made thereunder and Listing Regulations for his appointment as Independent Director of the Company and he is independent of the Management.

5. Copy of the draft letter of appointment of Shri Amar Singh Mehta 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 on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM and also at the venue of the meeting.

6. The Board recommends the aforesaid Ordinary Resolution for approval by the members.

7. Except Shri Amar Singh Mehta and his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

Item No. 8

1. Shri Desh Bandhu Doda has been a Non-Executive Director of the Company since 25th July 2004, liable to retire by rotation. Pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of the Members by means of a Special Resolution for continuation of Directorship of Shri Desh Bandhu Doda, who will attain the age of 75 years in May 2020, by giving justification thereof. The resolution is accordingly recommended for approval of the Members by means of a Special Resolution.

2. Shri Desh Bandhu Doda is a graduate in Science (Dairy Technology) and has varied experience of 50 years as a senior Management Executive in different Industrial units.

3. Keeping in view vast knowledge and experience of Shri Desh Bandhu Doda, it will be in the interest of the Company to continue his directorship. Accordingly, Board recommends his continuation as a Director of the Company in the category of Non-Executive Director.

4. Except Shri Desh Bandhu Doda and his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

5. Relevant documents would be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day between 2.00 P.M. to 4.00 P.M. upto and including the date of AGM and also at the venue of the meeting.

Item No. 9

1. Section 197 of the Companies Act 2013 (the Act) authorises payment of remuneration to Directors, other than Managing Directors or Whole-time Directors of the Company, upto 1% of the net profits of the Company computed in the manner laid down in Section 198 of the Act, without the approval of the Company in General Meeting.

2. Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 stipulates that all fees or compensation (excluding sitting fees), paid to non-executive directors, including independent directors, shall be recommended by the Board of Directors and shall require approval of shareholders in general meeting.

3. Accordingly, it is considered necessary to obtain approval of the Members authorising Board of Directors of the Company to approve payment of remuneration to non-executive directors, including independent directors of the Company upto 5% of the annual net profits of the Company, computed in the manner laid down in Section 198 of the Act, for each financial year (including for the financial year ended March 2019) in terms of Section 197 of the Act, as may be decided by the Board of Directors from time to time.

4. The Board recommends the aforesaid Special Resolution for approval by the members.

5. All the Directors, other than the Managing Director(s) and Whole-time Director(s) of the Company, and their relatives to the extent of their shareholding, if any, in the Company, are concerned or interested in the aforesaid resolution to the extent of the share of remuneration that they may receive. None of the Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

6. Relevant documents would be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM and also at the venue of the meeting.

Item No. 10

1. Smt. Sharda Devi Singhania has been a Non- Executive Director of the Company since 27th March 2015, liable to retire by rotation.

2. Pursuant to Regulation 17(6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity is required to obtain the approval of Members of the Company by way of Special Resolution for payment of annual remuneration to a single non-executive director exceeding 50% of the total remuneration payable to all non-executive directors of the Company.

3. Smt. Sharda Devi Singhania is to be paid a commission of Rs. 5 lac for the financial year ended March 2019, within the limits prescribed under the Companies Act, 2013, subject to the approval of the members at this Annual General Meeting of the Company.

4. Since, the annual remuneration payable to Smt. Sharda Devi Singhania, Non-Executive Director of the Company exceeds fifty per cent of the total annual remuneration payable to all non-executive directors of the Company for the Financial Year ended 31st March 2019, the approval of the Members of the Company is required by way of Special Resolution.

5. Smt. Sharda Singhania 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 Lakshmipat 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 Lakshmipat Singhania Academy in Bissau, Rajasthan and overseas the operations of the Academy as the Vice Chairperson of its Managing Committee.

6. 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.

7. The Board recommends the aforesaid Special Resolution for approval by the members.

8. Except Smt. Sharda Singhania and her relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

9. Relevant documents would be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM and also at the venue of the meeting.

Item No. 11

1. The Board at its meeting held on 13th May 2019, 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 2019-20 commencing 1st April 2019 at a remuneration of Rs. 42,000/- 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.

2. 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.

3. The Board recommends the aforesaid Ordinary Resolution for approval by the members.

4. 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, (Uttar Pradesh)

By Order of the Board

Pankaj Kamra
Company Secretary

Date: 24th July 2019

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. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form from 1st April, 2019 onwards. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialised shares held by them in physical form. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE864B01027.

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- 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 the dividend became due for payment is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.

   The unclaimed Dividend for the financial year ended 31st March 2013 and 31st March 2014 will become due for transfer to the Investor Education and Protection Fund on 3rd August, 2020 and 22nd September 2021.

   Members who have not claimed their Dividend for the Financial Years 2012-13 onwards may send their unclaimed Dividend Warrants for revalidation to the Company Secretary 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. As mandated by SEBI, Members holding shares in physical form are required to submit their Permanent Account Number (PAN) and Bank details to the RTA/Company, if not registered with the Company.

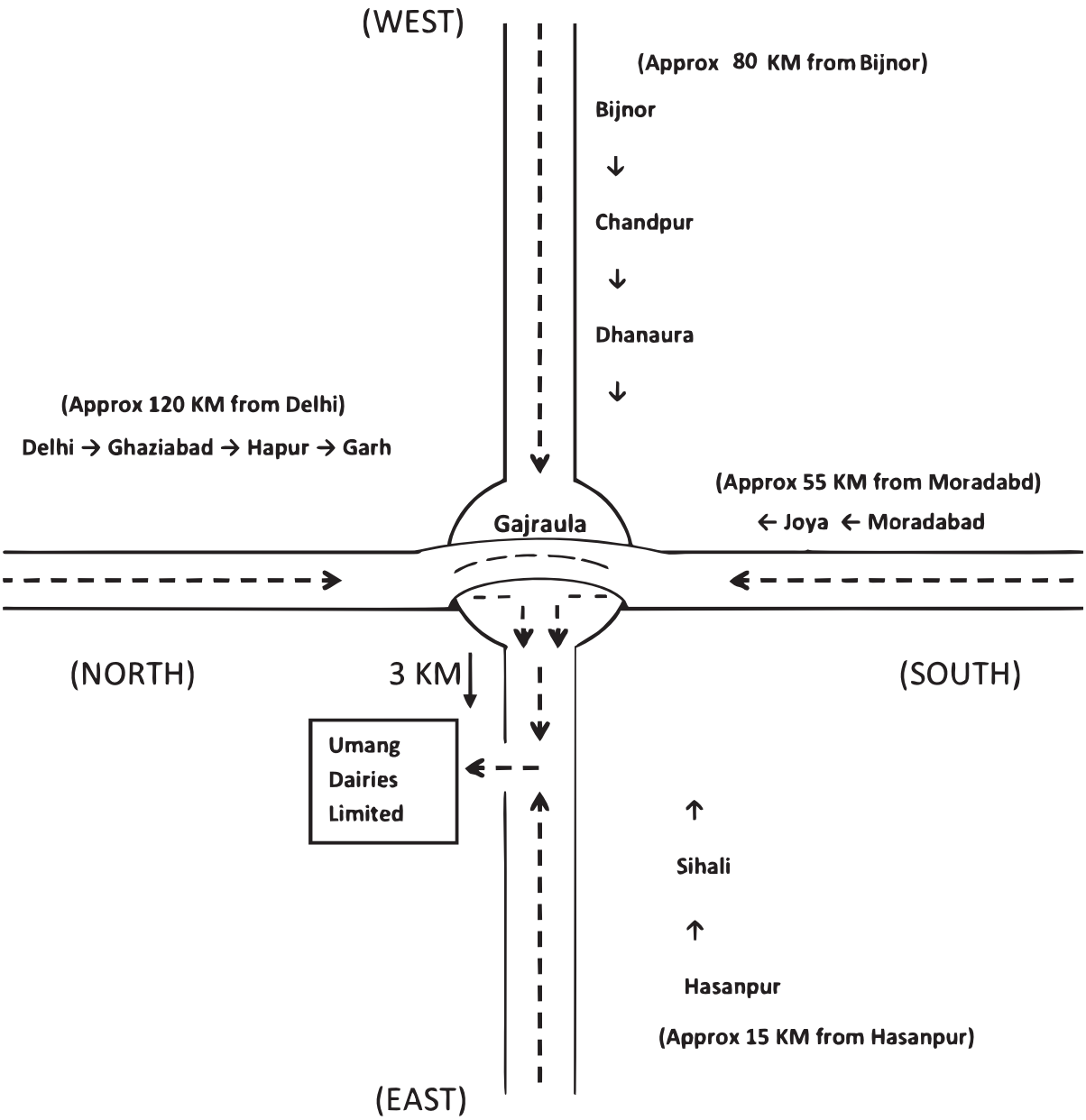
9. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Members holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Members. Member holding 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.

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 26th Annual General Meeting



UMANG DAIRIES LIMITED

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

ADMISSION SLIP

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

I hereby record my presence at the 26th Annual General Meeting of the Company being held at Gajraula-Hasanpur Road, Gajraula - 244 235, Dist. Amroha, Uttar Pradesh on **Thursday,** the **19th September 2019** 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, Uttar Pradesh
Admin. Office: Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi -110 002
Phone: 011-30179776, **Email ID:** sharesumang@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/her;

(2) Name: ..... Address: .....
E-Mail ID: ..... Signature: ..... or failing him/her;

(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 26th Annual General Meeting of the Company to be held on Thursday, the 19th September 2019 at 11.30 A.M. at Gajraula-Hasanpur Road, Gajraula - 244 235, Dist. Amroha, Uttar Pradesh 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 2019 and the Reports of the Board of Directors and Auditors thereon.
2	Declaration of Dividend.
3	Reappointment of Shri Desh Bandhu Doda (DIN: 00165518) as a Director, who retires by rotation.
4	Reappointment of Shri R.C. Periwal (DIN:00168904) by Special Resolution as an Independent Director of the Company for a second term for three consecutive years.
5	Appointment of Shri Manish Bandlish (DIN: 07656983) as Director of the Company.
6	Special Resolution for appointment of Shri Manish Bandlish as Chief Executive Officer & Director of the Company w.e.f. 24th July 2019 till 23rd July 2022 and payment of remuneration.
7	Appointment of Shri Amar Singh Mehta (DIN: 00030694) as an Independent Director of the Company for a first term of five consecutive years.
8	Special Resolution for continuation of Shri Desh Bandhu Doda (DIN: 00165518) as a Non-Executive Director of the Company.
9	Authority for payment of remuneration by Special Resolution to non-executive directors including Independent Directors.
10	Approval of payment of annual remuneration for FY ended March 2019 by Special Resolution to Smt. Sharda Devi Singhania, Non Executive Director of the Company.
11	Ratification of remuneration payable to M/s Sanjay Kumar Garg & Associates, Cost Auditors for the financial year ending 31st March 2020.

Signed this..... **Day of**..... **2019**

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 (Uttar Pradesh), 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.