



# UMANG DAIRIES LIMITED

CIN: L15111UP1992PLC014942, Website: [www.umangdairies.com](http://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@jkmil.com](mailto:sharesumang@jkmil.com)

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs]

### TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given to the Members of UMANG DAIRIES LIMITED (the "Company") pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions of the Act and the rules made thereunder, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 3/2022 dated May 5, 2022, and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and other applicable provisions of the Listing Regulations, for the time being in force and as amended from time to time, that the Resolution set out hereunder for appointment of Ms. Pooja Gurwala (DIN: 08663866) as a Director of the Company, liable to retire by rotation on the Board of the Company w.e.f. 8.2.2023, is proposed to be passed by the Members of the Company as an Ordinary Resolution through Postal Ballot by voting through electronic means ("remote e-voting") only. The Statement pursuant to Section 102 of the Act, pertaining to said resolution setting out the material facts is annexed hereto.

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

In accordance with MCA Circulars, members can vote only through the remote e-voting process for which, they are requested to carefully read the instructions given in the Notes forming part of this Notice. Remote e-voting will commence on Wednesday, 22<sup>nd</sup> February 2023 from 10.00 A.M. and will end on Thursday, 23<sup>rd</sup> March 2023 at 5.00 P.M.

Based on the Scrutinizer's Report, the Results of remote e-voting will be declared within two (2) working days from the conclusion of remote e-voting i.e., on or before Monday, 27<sup>th</sup> March 2023. The results declared alongwith the Scrutinizer's report shall be placed on the website of the Company at [www.umangdairies.com](http://www.umangdairies.com) and on the website of Central Depository Services (India) Ltd. ("CDSL") at [www.evotingindia.com](http://www.evotingindia.com) and shall simultaneously be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results of remote e-voting alongwith the Scrutinizer's report will also be displayed at the Notice Board at the Registered Office and the Administrative Office of the Company.

## AS SPECIAL BUSINESS

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

"RESOLVED that pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the Act) and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Pooja Gurwala (DIN: 08663866), who was appointed as an Additional Director of the Company with effect from 8<sup>th</sup> February 2023 by the Board of Directors of the Company under Section 161 of the Act, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

Regd. Office:

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

By Order of the Board  
For Umang Dairies Limited

Pankaj Kamra

Company Secretary

Date: 10<sup>th</sup> February, 2023

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### NOTES:

1. A Statement pursuant to Section 102(1) of the Act, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In conformity with the applicable provisions of the Act and the Rules made thereunder read with MCA Circulars, the Notice of Postal Ballot is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 17<sup>th</sup> February 2023 ("cut-off date") and who have registered their e-mail addresses with the MAS Services Ltd., Registrar and Share Transfer Agent (RTA) of the Company or the Depository Participant(s). In terms of the said MCA Circulars, the requirement of sending the physical Notice of Postal Ballot alongwith the Postal Ballot Form in physical form has been dispensed with till 30<sup>th</sup> September, 2023. Accordingly, physical copies of Notice of Postal Ballot and Postal Ballot Form are not being despatched to any Member.
3. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [sharesumang@jkm.com](mailto:sharesumang@jkm.com) along with the copy of the signed request letter mentioning their name, folio no. and address, self-attested copy of the PAN Card, and self-attested copy of any document (eg.: Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant(s). In case of any queries/difficulties in registering the e-mail address, Members may write to [sharesumang@jkm.com](mailto:sharesumang@jkm.com).
4. Voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 17<sup>th</sup> February 2023 and only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a Member as on a cut-off date should treat the Notice for information purpose only.
5. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members of the Company in respect of the resolution contained in the Notice of Postal Ballot dated 10<sup>th</sup> February 2023 is being taken through remote e-voting.
6. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
7. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final.

8. The results of the Postal Ballot shall be declared within two (2) working days from the conclusion of remote e-voting i.e., on or before Monday, 27<sup>th</sup> March 2023. The Resolution set out in the Notice of Postal Ballot, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. 23<sup>rd</sup> March 2023.
9. The Notice of Postal Ballot is available on the website of the Company at [www.umangdairies.com](http://www.umangdairies.com) and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. Notice of Postal Ballot is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

**10. Remote e-voting procedure:**

In compliance with the provisions of Sections 108 and 110 of the Act read with relevant rules made thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of CDSL to provide remote e-voting facility to its Members. The detailed procedure with respect to remote e-voting is mentioned below:

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

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual members holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of members holding shares in physical mode and non-individual members in demat mode.

- (i) The remote e-voting period begins on Wednesday, 22<sup>nd</sup> February 2023 from 10.00 A.M. and ends on Thursday, 23<sup>rd</sup> March 2023 at 5.00 P.M. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 17<sup>th</sup> February 2023, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its members, in respect of all members' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of Individual members holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual members holding securities in Demat mode CDSL/NSDL is given below:

Type of members	Login Method
Individual Members holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Members holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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. 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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.</li> </ol>

Individual Members (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 site 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.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Members holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Members holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of members holding shares in physical mode and non-individual members in demat mode.

(iv) **Login method for Remote e-Voting for Physical members and members other than individual holding in Demat form.**

- 1) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Members" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical members and other than individual members holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of **Umang Dairies Limited** on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.**
  - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [sharesumang@jkmil.com](mailto:sharesumang@jkmil.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

11. **Process for those Members whose email/Mobile No. are not registered with the Company/Depositories.**

1. For Physical members - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to the Company at [sharesumang@jkmall.com](mailto:sharesumang@jkmall.com) / RTA at [investor@masserv.com](mailto:investor@masserv.com).
2. For Demat members - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting.

12. **Other Common Instructions:**

- (i) If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.
- (ii) 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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

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

Annexed to the Notice of Postal Ballot dated 10<sup>th</sup> February, 2023

The Board of Directors of the Company based on recommendation of Nomination and Remuneration Committee of Directors of the Company and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) read with the Articles of Association of the Company, had appointed Ms. Pooja Gurwala (DIN: 08663866) as Additional Director of the Company, in the category of Non-Executive Non-Independent Director, liable to retire by rotation, w.e.f. 8<sup>th</sup> February 2023, subject to requisite approval of the Members of the Company.

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity is required to obtain approval of shareholders for the appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly it is proposed to obtain approval of the Members for appointment of Ms. Pooja Gurwala as Director of the Company by way of Postal Ballot.

Brief profile and specific area of expertise of Ms. Pooja Gurwala are as under:

Ms. Pooja Gurwala, aged 38 years, is a Company Secretary by qualification having experience of more than 14 years of Secretarial matters, Corporate laws and SEBI Regulations. Presently, she is Director of The Sirpur Paper Mills Ltd and Company Secretary of Enviro Tech Ventures Ltd. She does not hold directorship or membership of any Committees of the Board of any Listed Companies. In past three years, she has not resigned from the directorship of any of the listed company.

The Company has received her consent in writing to act as Director in term of Section 152(5) of the Act. She is not 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. She does not hold, either by herself or on beneficial basis for any other person, any Equity Shares of the Company. She is not related to any other Director and Key Managerial Personnel of the Company. She shall be entitled to sitting fees for attending Board & Committee Meetings and Commission on Net Profits, if any.



The Company has, in terms of Section 160 of the Act, received a notice in writing, from a Member, proposing the candidature of Ms. Pooja Gurwala for the office of Director.

Relevant documents referred to in this Notice and Statement under Section 102 of the Act, would be available on the website of the Company and also at the Registered Office/Administrative Office of the Company on any working day between 2:00 P.M. to 4:00 P.M. upto the last date of exercising the remote e-voting by Members i.e., 23<sup>rd</sup> March 2023, for inspection by the Members. The Board recommends the aforesaid Resolution for approval by the Members.

Except Ms. Pooja Gurwala 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 Ordinary Resolution.

Regd. Office:

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

By Order of the Board  
For Umang Dairies Limited

Pankaj Kamra  
Company Secretary

Date: 10<sup>th</sup> February, 2023