

# UMANG DAIRIES LIMITED

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



28<sup>th</sup> December 2020

## Electronic filing

Department of Corporate Services/ Listing  
Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
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: Declaration of Results of Postal Ballot

1. This is further to our letter dated 27<sup>th</sup> November 2020, wherein we had submitted Notice of Postal Ballot dt. 20<sup>th</sup> November 2020 for seeking approval of Members of the Company, by way of Special Resolutions through Postal Ballot through remote e-voting only, for (i) adoption of the altered Memorandum of Association (MOA) in substitution of existing MOA and (ii) adoption of new Articles of Association (AOA) in substitution of existing AOA of the Company.
2. In this respect, pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith the Voting Results of Postal Ballot process on the Special Resolutions forming part of the aforesaid Postal Ballot Notice of the Company. The Resolutions of the said postal ballot notice have been passed with requisite majority on 27<sup>th</sup> December 2020.
3. We have to further inform you that Mr. Namo Narain Agarwal, Practicing Company Secretary, Membership No. FCS-234, Scrutinizer has submitted his Scrutinizer Report dated 28<sup>th</sup> December 2020 on remote e-voting for the said resolutions. A copy of the said Report is also enclosed herewith.

Thanking you and assuring you of our best attention at all times.

Yours faithfully,  
For Umang Dairies Limited

*Pankaj*

(Pankaj Kamra)  
Company Secretary

Encl:a/a

Copy for information to:

1. National Securities Depository Limited  
Trade World, 4<sup>th</sup> Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai – 400 013
2. Central Depository Services (India) Limited  
Phiroze Jeejeebhoy Towers, 28<sup>th</sup> Floor  
Dalal Street  
Mumbai- 400 023



Admn. Office : Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002, Ph. : (011) 66001162, 66001112, Fax : 23739475

E-mail : umang@jkmall.com

Regd. Office : Gajraula Hasanpur Road, Gajraula - 244 235 Dist. Amroha (U.P.) Ph. : (05924) 252491- 92, Fax : (05924) 252495

E-mail : udl@umangdairy.com, Website : www.umangdairies.com, C I N : L15111UP1992PLC014942

AN ISO 9001 : 2008, HACCP, ISO 14001 : 2004 & OHSAS 18001 : 2007 Certified Company

## UMANG DAIRIES LIMITED

Format for Voting Results

Annexure I

Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Date of Declaration of voting result of Postal Ballot	28/12/2020
Total number of shareholders on cut off date	16404
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	

## Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1	(Special )	Approval for adoption of the altered Memorandum of Association (MOA) in substitution of existing MOA of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	16416234	16416234	100.00	16416234	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		16416234	100.00	16416234	0	100.00	0.00
Public - Institutions	E-Voting	640	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		640	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	5586326	3598	0.06	3485	113	96.86	3.14
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		5586326	0.06	3485	113	96.86	3.14
Total		22003200	16419832	74.62	16419719	113	100.00	0.00
Resolution No. 2	(Special )	Approval for adoption of new Articles of Association (AOA) in substitution of existing AOA of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	16416234	16416234	100.00	16416234	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		16416234	100.00	16416234	0	100.00	0.00
Public - Institutions	E-Voting	640	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		640	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	5586326	3598	0.06	3484	114	96.83	3.17
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		5586326	0.06	3484	114	96.83	3.17
Total		22003200	16419832	74.62	16419718	114	100.00	0.00

Both the aforesaid Special Resolutions have been passed with requisite majority on 27th December 2020 through Postal Ballot by means of remote e-voting.

Date: 28th December, 2020

Place: New Delhi

For Umang Dairies Limited

Pankaj

(Pankaj Kamra)  
Company Secretary

# NAMO NARAIN AGARWAL

M. Com., L.L.B, FCS, Company Secretary

372, Narmada Apartments,  
Alaknanda,  
New Delhi – 110 019.  
GSTIN: 07ABVPN0836BZZM  
SAC: 998399 – other professional, technical and business service

Phone : 011-42143477  
Mobile : 09899026864  
Email : nagarwal1939@gmail.com  
PAN : ABVPN0836B

## Scrutinizer Report

[Pursuant to section 110 of the Companies Act, 2013 and rule 22  
of the Companies (Management and Administration) Rules, 2014]

To,

The Board of Directors,  
**UMANG DAIRIES LIMITED**  
CIN: L15111UP1992PLC014942  
Gulab Bhawan (Rear Block),  
3<sup>rd</sup> Floor, 6A, Bahadur Shah Zafar Marg,  
New Delhi -110 002

In terms of Section 110 of the Companies Act, 2013 and Rule 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, I hereby submit my report as Scrutinizer for scrutinizing the postal ballot voting process through remote e-voting only, for passing the following two Special Resolutions:-

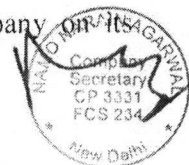
**Resolution no. 1 (Special Resolution)** – Approval for adoption of the altered Memorandum of Association (MOA) in substitution of existing MOA of the Company.

“RESOLVED that pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) for the time being in force and subject to necessary approval(s), if any, from the competent authorities, approval of the Members of the Company be and is hereby accorded to adopt the altered Memorandum of Association, as uploaded on the website of the Company, in substitution of the existing Memorandum of Association of the Company.

RESOLVED further that the existing Clauses III and IV of the Memorandum of Association of the Company be and are hereby altered in the following manner:

- (a) The heading of the existing Clause III be substituted and divided into two parts as under:

— Clause III. A. The objects to be pursued by the Company  
incorporation are:



— Clause III. B. Matters which are necessary for furtherance of objects specified in Clause III A are:

- (b) Sub-clauses 1 to 3 of existing Clause III A be retained under Clause III A and new Sub-clause 4 be inserted after Sub-clause 3 under Clause III A.
- (c) Sub-clauses 1 to 27 of existing Clause III B and Sub-clauses 1 to 41 of existing Clause III C be substituted with new Sub-clauses 1 to 63 under Clause III B.
- (d) The existing Clause IV be substituted with the following new Clause IV:

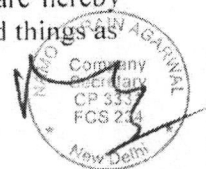
IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED further that the Board of Directors of the Company including Committee thereof as authorised by the Board and Shri Sandeep Bhalla, Manager and Shri Pankaj Kamra, Company Secretary of the Company, be and are hereby authorised severally to do and perform all such acts, deeds, matters and things as may be necessary, proper or expedient and to settle any questions, difficulty or doubts that may arise in regard thereto, without requiring to seek any such further consent or approval of the Members of the Company or otherwise, including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, for the purpose of giving effect to this Resolution.”

**Resolution no. 2 (Special Resolution) – Approval for adoption of new Articles of Association (AOA) in substitution of existing AOA of the Company.**

“RESOLVED that pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) for the time being in force and subject to necessary approval(s), if any, from the competent authorities, approval of the Members of the Company be and is hereby accorded for adoption of new Articles of Association, as uploaded on the website of the Company, in substitution of the existing Articles of Association of the Company.

RESOLVED further that the Board of Directors of the Company including Committee thereof as authorised by the Board and Shri Sandeep Bhalla, Manager and Shri Pankaj Kamra, Company Secretary of the Company, be and are hereby authorised severally to do and perform all such acts, deeds, matters and things as



may be necessary, proper or expedient and to settle any questions, difficulty or doubts that may arise in regard thereto, without requiring to seek any such further consent or approval of the Members of the Company or otherwise, including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, for the purpose of giving effect to this Resolution.”

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013, relevant rules made there under and various Circulars issued by the Ministry of Corporate Affairs for contents and procedure for passing by postal ballot process through remote e-voting, of the resolutions contained in the Notice of Postal Ballot dated 20<sup>th</sup> November, 2020.

My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer report of the votes cast “FOR” or “AGAINST” the resolutions based on the reports generated from remote e-voting system provided by Central Depository Services (India) Limited (CDSL).

Accordingly, I submit my report as under:-

The votes cast by the Members through remote e-voting were unblocked at 5.46 P.M. on 27<sup>th</sup> December, 2020, in the presence of two witnesses (not in the employment of the Company) and based on the details containing list of Members, who had cast their votes through remote e-voting (as downloaded from CDSL portal), result of voting “FOR” and “AGAINST” on the aforesaid two resolutions is as follows:-

**Item No. 1 – (Special Resolution)**

Approval for adoption of the altered Memorandum of Association (MOA) in substitution of existing MOA of the Company

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	1,64,19,719	113	1,64,19,832	88
Total	1,64,19,719	113	1,64,19,832	88
%age of total votes cast	100.00	0.00	100.00	

Thus, the said **Special Resolution** has been passed with requisite majority.



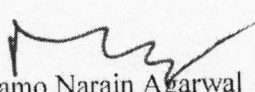
**Item No. 2- (Special Resolution)**

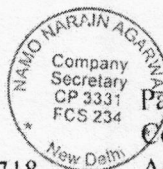
Approval for adoption of new Articles of Association (AOA) in substitution of existing AOA of the Company

Mode of voting	Votes cast <b>Assent</b> (Nos.)	Votes cast <b>Dissent</b> (Nos.)	Votes cast <b>Total (Nos.)</b>	No. of Members, who cast votes
Remote e-voting	1,64,19,718	114	1,64,19,832	88
Total	1,64,19,718	114	1,64,19,832	88
%age of total votes cast	100.00	0.00	100.00	

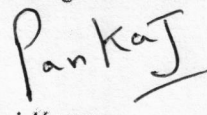
Thus, the said **Special Resolution** has been passed with requisite majority.

28<sup>th</sup> December, 2020  
New Delhi

  
Namo Narain Agarwal  
Scrutinizer  
UDIN: F000234B001683718



Countersigned  
For Umang Dairies Limited

  
Pankaj Kamra  
Company Secretary  
ACS: 25103

