

UMANG DAIRIES LIMITED

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



28th December 2020

Electronic Filing

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

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

Scrip Code: 500231

Symbol : UMANGDAIRY
Series : EQ

Dear Sir/Madam,

Re: Intimation of Alteration in Memorandum of Association and Articles of Association of the Company

1. Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that members of the Company by way of Special Resolutions passed through Postal Ballot on 27th December 2020, have by requisite majority approved the (i) adoption of 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. The voting results of the aforesaid resolutions in the prescribed format have been separately intimated to you.
2. Brief details of alterations made in MOA and AOA are given below:
3. **Alteration of Memorandum of Association**
 - a The existing MOA was adopted by the Company at the time of its incorporation in 1992 and is based on the provisions of the erstwhile Companies Act, 1956. Subsequently, some of the clauses were amended/inserted, from time to time, to cater to specific requirements. Consequent to the enactment of the Companies Act, 2013 (the “Act”), the structure/format of the MOA has undergone change.
 - b Further, over the years, there have been significant developments/changes in technology, business practices, economic and commercial environment, both at the international and domestic level, which have led to emergence of various new business opportunities, both in manufacturing and service sectors.
 - c Accordingly, to make existing MOA consistent with and align it with the provisions of the Act and also enable the Company to explore various suitable business opportunities and carry on such other businesses to expand its area of operations, it was considered expedient to adopt altered MOA in substitution of existing MOA.

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Pankaj



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

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d Highlights of alteration in MOA are as follows:

- The erstwhile Clause III (Object Clause) of MOA of the Company is substituted and divided into two parts: (i) Clause III. A. The objects to be pursued by the Company on its incorporation; and (ii) Clause III. B. Matters which are necessary for furtherance of objects specified in Clause III. A. Some of the new sub-clauses have been inserted and some existing sub-clauses have been substituted. However, presently, there is no change in principal activities of the Company. It continues to carry on the business of manufacturer, distributor, importer and exporter of and dealing in milk, butter, ghee, cheese, cream and all types of milk products and other related products and food preparations and certain other products.
- Clause IV (Liability Clause) has been substituted to clarify that the liability of the members is limited to the amount unpaid on the shares. This has been done in conformity with the provisions of the Act.

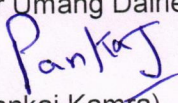
4. Adoption of new Articles of Association

- a. The existing AOA was adopted by the Company at the time of its incorporation in 1992 based on the provisions of the erstwhile Companies Act, 1956. Subsequently, some of the clauses were amended/inserted, from time to time, to cater to specific requirements.
- b. Consequent to the enactment of the Companies Act, 2013 (the "Act"), the regulatory provisions have undergone comprehensive changes which has necessitated several amendments in AOA of the Company including deletion of certain redundant Articles.
- c. Since the changes required for aligning the erstwhile AOA with the Act and Rules made thereunder were numerous, it was considered expedient to to adopt new AOA in substitution of existing AOA.
- d. Highlights of alteration in AOA are as follows:
 - The AOA has been restructured and aligned with the provisions of the Act and Rules made thereunder.
 - References to sections, sub-sections, clauses etc. of the Companies Act, 1956, have been substituted with the provisions of the Act.
 - Provisions of the Act, which permit the Company to do certain acts when authorised by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provide, have been specifically included.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,
For Umang Dairies Limited


(Pankaj Kamra)
Company Secretary

