

# NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING

## NOTICE

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of Modern Dairies Limited will be held at its Registered Office at 136 K.M., G.T. Road, Karnal-132001(Haryana) on Friday, 18<sup>th</sup> December, 2020 at 11:00 a.m. to transact the following businesses:

### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Ashwani Kumar Aggarwal(DIN: 00486430), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment.

### SPECIAL BUSINESS:

3. To reappoint Mr. Krishan Kumar Goyal (DIN: 00482035) as Chairman & Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 200 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals as may be required, approval of the members be and is hereby accorded to the reappointment of Mr. Krishan Kumar Goyal (DIN: 00482035) as the Chairman & Managing Director of the Company liable to retire by rotation for a period of 5 years w.e.f. 1<sup>st</sup> April, 2020 as per provisions of the Companies Act, 2013 and Articles of Association of the Company on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Krishan Kumar Goyal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board 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."

4. To reappoint Mr. Ashwani Kumar Aggarwal (DIN: 00486430) as Executive Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 200 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals as may be required, consent be and is hereby accorded to the reappointment of Mr. Ashwani Kumar Aggarwal (DIN: 00486430) as Executive Director of the Company, liable to retire by rotation for a period of 3 years w.e.f. 1<sup>st</sup> April, 2020 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Ashwani Kumar Aggarwal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board 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."

5. To reappoint Dr. Renu Vig (DIN: 07234892) as a non-executive Independent Woman Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Renu Vig (DIN: 07234892), a non-executive Independent Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for two consecutive years w.e.f. 28<sup>th</sup> September, 2020 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

**RESOLVED FURTHER THAT** the Board 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."

6. To ratify the remuneration of the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2021 and pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, as amended from time to time and such other permissions as may be necessary, the shareholders hereby ratify the remuneration of Rs. 60,000/- (annual) plus service tax/GST and out of pocket expenses payable to M/s. Aggarwal Vimal & Associates, Cost Accountants, who were appointed by the Board of Directors of the Company to conduct the audit of the Cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board  
**For Modern Dairies Limited**

Shruti Joshi  
Company Secretary

Place: Chandigarh  
Dated: 12<sup>th</sup> November, 2020

**Registered Office:**

136 K.M., G.T. Road,  
Karnal –132001 (Haryana)

**CIN:** L74899HR1992PLC032998

**Email:** secretarial@modern dairies.com

**Website:** www.modern dairies.com

**Phone:** (0172) 2609001/2, **Fax:** (0172) 2609000

**NOTES:**

1. **A Member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.** The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board

Resolution authorising their representative to attend and vote on their behalf at the Meeting.

3. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking reappointment at the Annual General Meeting is annexed hereto.
4. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members, Proxies and Authorised Representatives are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. Members who wish to obtain any information about the Company or view the Accounts for the financial year ended 31<sup>st</sup> March, 2020, may send their queries at least 10 days before the Annual General Meeting at Company's Office at SCO 98-99, Sub-City Centre, Sector 34, Chandigarh- 160 022.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 11<sup>th</sup> December, 2020 to 18<sup>th</sup> December, 2020 (both days inclusive).
8. I. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their addresses, bank details, mandate etc., to their respective Depository Participant (DP). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better services to the members. The members holding shares in physical form are requested to intimate immediately change of address, if any, to the Company's Registrar and Transfer Agent.
- II. In terms of SEBI circular No. SEBI/LAD-NRO/ GN/2018/24, dated 8<sup>th</sup> of June, 2018 members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for better management of the securities. Members can write to the Company's Registrar and Transfer Agent in this regard.

9. As per the provisions of the Companies Act, 2013 and the rules made thereunder and the Regulation 36(1) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Shareholders can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company.

Shareholders who have not registered their e-mail address with the Company can now register the same by submitting duly filled-in 'E-Communication Registration Form' attached at the end of this report with MCS Share Transfer Agent Limited/ Investors Service Department of the Company. The members holding shares in electronic form are requested to register their e-mail addresses with their Depository Participants only.

## NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING

Even after registering for e-communication, the Shareholders of the Company are entitled to receive such communication in physical form, upon request.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /MCS Share transfer Agent Limited.

11. Soft copy of the Annual Report for the financial year 2019-20 is being sent to all the members, whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes.

Pursuant to MCA circular 20/2020 dated 5<sup>th</sup> May, 2020 and SEBI circular SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, the physical copies of the annual report for the financial year 2019-20 are not being sent to the members.

12. Soft copy of the Notice of the 28<sup>th</sup> Annual General Meeting of the Company, inter-alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes.

Pursuant to MCA circular 20/2020 dated 5<sup>th</sup> May, 2020 and SEBI circular SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, the physical copies of the annual report for the financial year 2019-20 are not being sent to the members.

13. Members may also note that the Notice of the 28<sup>th</sup> Annual General Meeting and the Annual Report for the financial year 2019-20 will also be available on the Company's website [www.modern dairies.com](http://www.modern dairies.com) for their download.

For any communication, the members may also send requests at email ID: [secretarial@modern dairies.com](mailto:secretarial@modern dairies.com)

14. Procedure for "Remote E-Voting" pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the 28<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting Services.

The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- I. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- II. The remote e-voting period commences on 15<sup>th</sup> December, 2020 (9:00 a.m.) and ends on 17<sup>th</sup> December, 2020 (5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of 11<sup>th</sup> December, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he / she shall not be allowed to change it subsequently.
- III. The facility for voting through poll shall be made available at the venue of 28<sup>th</sup> AGM. The members attending the AGM, who have not cast their votes through remote e-voting facility shall be able to exercise their voting rights at the AGM.
- IV. Instructions and other information related to remote e-voting are as under:

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **DETAILS ON STEP 1 IS MENTIONED BELOW:**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL : <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

## 4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

## 5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

## 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account

with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - After you click on the "Login" button, Home page of e-Voting will open.

## DETAILS ON STEP 2 IS GIVEN BELOW:

### How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bk Gupta.associates@gmail.com](mailto:bk Gupta.associates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

# NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

15. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
16. 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. 11<sup>th</sup> December, 2020.
17. Mr. Bhupesh Gupta, B.Com, LLB, IP, FCS, Practising Company Secretary (Membership No. FCS 4590) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
18. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in the favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
19. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.moderndairies.com](http://www.moderndairies.com) and on the website of NSDL and communicated to the BSE Limited.
20. The route map showing directions to reach the venue of AGM is annexed.
21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection, at the Registered Office of the Company, during normal business hours (9:00 AM to 5:00 PM) on all working days (except on public holidays), upto the date of the Annual General Meeting.

By order of the Board  
**For Modern Dairies Limited**

Shruti Joshi  
Company Secretary

Place: Chandigarh  
Dated: 12<sup>th</sup> November, 2020

**Registered Office:**

136 K.M., G.T. Road,  
Karnal -132001 (Haryana)  
**CIN:** L74899HR1992PLC032998  
**Email:** [secretarial@moderndairies.com](mailto:secretarial@moderndairies.com)  
**Website:** [www.moderndairies.com](http://www.moderndairies.com)  
**Phone:** (0172) 2609001/2, **Fax:** (0172) 2609000

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

### ITEM NO. 3

Mr. Krishan Kumar Goyal is the Promoter Director of the Company. He is the Managing Director of the Company since inception except for a short break. Mr. Goyal was appointed as Chairman & Managing Director of the Company for a period of three years w.e.f. 1<sup>st</sup> April, 2017 for a period of three years at a salary of Rs. 2,50,000 (Rupees Two Lakhs Fifty Thousands only) per month as per the provisions of the Companies Act, 2013.

The Board of Directors of the Company (the 'Board'), at its meeting held on 14<sup>th</sup> February, 2020 has, subject to the approval of members, appointed Mr. Krishan Kumar Goyal as the Chairman & Managing Director for a period of 5 years (Five years) w.e.f 1<sup>st</sup> April, 2020, on the terms and conditions including the remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

The Board of Directors while approving appointment of Mr. Krishan Kumar Goyal had also approved remuneration by way of salary, perquisites and commission for a period of three years from the date of appointment as given herein below:

### TERMS & CONDITIONS

#### 1. SALARY

Rs. 2,50,000 (Rupees Two Lacs Fifty Thousand Only) per month with such annual increments / increases as may be decided by the Board of Directors from time to time.

#### 2. COMMISSION

Commission on profits not exceeding 1% of net profits of the Company in any financial year as the Board may determine from time to time.

The amount of commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by shareholders.



## 3. PERQUISITES

- i) Provident Fund: Contribution towards superannuation Fund and Provident Fund shall be as per rules of the Company.
- ii) Gratuity: Payable at the rate not exceeding half a month's salary for each completed year of service as per rules of the Company.
- iii) Leave: As per the rules of the Company but not exceeding one month's leave with full salary for every 11 months of service.
- iv) Accommodation: Free furnished residential accommodation with gas, electricity, water and furnishings.
- v) Medical Reimbursement: Reimbursement of medical expenses incurred for self and family.
- vi) Personal Accident Insurance.
- vii) Car: Free use of Company's car for Company's work as well as for personal purposes along with driver.
- viii) Telephone/Telefax: Telephone, telefax and other communication facilities at Company's cost.
- ix) Insurance: Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, as may be approved by the Board of Directors from time to time.
- x) Reimbursement of Expenses: Reimbursement of expenses incurred by Mr. Krishan Kumar Goyal during the course of and in connection with the business of the Company.
- xi) Others: Subject to any statutory ceilings, Mr. Krishan Kumar Goyal may be given any other allowances, perquisites and facilities as the Board of Directors may decide from time to time.

The terms and conditions can be varied with mutual agreement of both parties subject however to the stipulation that the changes should be in conformity with the provisions of the Companies Act, 2013 read with Schedule V or any amendment thereof.

## 4. MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year during the tenure of appointment, the Chairman & Managing Director shall, subject to the approval of the lenders and members, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in schedule V of the Companies Act, 2013, from time to time.

Mr. Krishan Kumar Goyal is also Chairman & Managing Director of M/s. Modern Steels Limited. He is entitled to a salary of Rs. 2,50,000 (Rupees Two Lacs Fifty Thousand Only) per month plus perquisites in that Company subject to the conformity with provisions of schedule V.

Mr. Krishan Kumar Goyal satisfies all the conditions as set out in Part-I of Schedule V to the Act as also conditions

set out under sub-section (3) of Section 196 of the Act for being eligible for reappointment. He is not disqualified from being reappointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Krishan Kumar Goyal under Section 190 of the Act.

Disclosures under Regulation 36(3) of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 are annexed hereto.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

The Documents referred herewith and explanatory statement are open for inspection by any member at the registered office of the Company during business hours on any working day of the Company upto and including the date of meeting.

## MEMORANDUM OF INTEREST

Mr. Krishan Kumar Goyal, Chairman & Managing Director is interested in the resolution set out at Item No. 3 of the Notice.

The relatives of Mr. Krishan Kumar Goyal, Chairman & Managing Director may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

## ITEM NO. 4

Mr. Ashwani Kumar Aggarwal was reappointed as the Executive Director of the Company w.e.f 1<sup>st</sup> April, 2017 for a period of three years at a salary of Rs. 1,50,000 (Rupees One Lakhs Fifty Thousand only) as per the provisions of the Companies Act, 2013.

The Board of Directors of the Company (the 'Board'), at its meeting held on 14<sup>th</sup> February, 2020 has, subject to the approval of members, appointed Mr. Ashwani Kumar Aggarwal as the Executive Director for a period of 3 (three) years w.e.f. 1<sup>st</sup> April, 2020, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

The Board of Directors while approving appointment of Mr. Ashwani Kumar Aggarwal had also approved remuneration by way of salary and perquisites for a period of three years from the date of appointment as given herein below:

# NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING

## TERMS & CONDITIONS

### 1. SALARY:

Rs.2,00,000 (Rupees Two Lakhs only) per month with such annual increments / increases as may be decided by the Board of Directors from time to time.

### 2. PERQUISITES:

- (i) House Rent Allowance: 40% of the salary per month.
- (ii) Provident Fund: Contribution towards Super-annuation Fund and Provident Fund shall be as per rules of the Company.
- (iii) Gratuity: Payable at the rate not exceeding half a month's salary for each completed year of service as per rules of the Company.
- (iv) Leave: As per the rules of the Company.
- (v) Medical Reimbursement: Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month salary, as per rules of the Company.
- (vi) Car: Free use of Company's car for official purposes along with driver.
- (vii) Telephone / Telefax: Telephone, telefax and other communication facilities at Company's cost.
- (viii) Insurance: Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, as may be approved by the Board of Directors from time to time.
- (ix) Others: Subject to any statutory ceilings, Mr. Ashwani Kumar Aggarwal may be given any other allowances, perquisites and facilities as the Board of Directors may decide from time to time.

The terms and conditions can be varied with mutual agreement of both parties subject however to the stipulation that the changes should be in conformity with the provisions of the Companies Act, 2013 read with Schedule V or any amendment thereof.

### 3. MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year during the tenure of appointment, Mr. Ashwani Kumar Aggarwal shall, subject to the approval of the lenders and members, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in schedule V of the Companies Act, 2013, from time to time".

Mr. Ashwani Kumar Aggarwal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for reappointment. He is not dis-

qualified from being reappointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr.Ashwani Kumar Aggarwal under Section190 of the Act.

Disclosures under Regulation 36(3) of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 are annexed hereto.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

The Documents referred herewith and explanatory statement are open for inspection by any member at the registered office of the Company during business hours on any working day of the Company upto and including the date of meeting.

## MEMORANDUM OF INTEREST

Mr. Ashwani Kumar Aggarwal, Executive Director is interested in the resolution set out at Item No. 4 of the Notice.

The relatives of Mr. Ashwani Kumar Aggarwal, Executive Director may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

## ITEM NO. 5

The Members at the 23<sup>rd</sup> Annual General Meeting held on 28<sup>th</sup> September, 2015 approved the appointment of Dr. Renu Vig as a non-executive Independent Director of the Company for a period of five years with effect from the said date. Dr. Renu Vig will complete her present term on conclusion of this AGM.

The Board of Directors of the Company ('the Board') at the meeting held on 14<sup>th</sup> September, 2020, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, for re-appointment of Dr. Renu Vig as a non-executive Independent Director of the Company with effect from 28<sup>th</sup> September, 2020, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Dr. Renu Vig would benefit the Company, given the knowledge, experience and performance of Dr. Renu Vig, and her contribution to the Board. Declaration has been received from Dr. Renu Vig that she meets the criteria of

Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Dr. Renu Vig fulfills the conditions specified in the Act, the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for re-appointment as an Independent Director and that she is independent of the management of the Company.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 5 of the Notice for appointment of Dr. Renu Vig as a Non-Executive Independent Director for a period of two consecutive years with effect from 28<sup>th</sup> September, 2020.

Dr. Renu Vig is interested in the resolution set out at Item No. 5 of the Notice with regard to her appointment.

The relatives of Dr. Renu Vig may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

## ITEM NO. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the

Company for the financial year ending 31<sup>st</sup> March, 2021 subject to the ratification of the remuneration payable to the Cost Auditors by the shareholders of the Company in accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2021.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

By order of the Board  
**For Modern Dairies Limited**

Shruti Joshi  
Company Secretary

Place: Chandigarh  
Dated: 12<sup>th</sup> November, 2020

## Registered Office:

136 K.M., G.T. Road,  
Karnal –132001 (Haryana)  
**CIN:** L74899HR1992PLC032998

**Email:** [secretarial@modern dairies.com](mailto:secretarial@modern dairies.com)

**Website:** [www.modern dairies.com](http://www.modern dairies.com)

**Phone:** (0172) 2609001/2, **Fax:** (0172) 2609000



## NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING

### INFORMATION REGARDING DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT IN ANNUAL GENERAL MEETING FIXED ON 18<sup>TH</sup> DECEMBER, 2020, PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

#### ITEM NO. 2,4

Name of the Director	Mr. Ashwani Kumar Aggarwal
DIN	00486430
Date of Birth	02.10.1954
Date of Appointment/Re-appointment	02.01.1993/01.04.2020
Brief Resume and expertise in specific functional area	Mr. Aggarwal, aged 65 years is a Dairy Technologist and has a long technical and commercial experience of more than three decades. He is widely travelled and has in depth knowledge of international dairy business. He is associated with the Company since inception.
Qualification	B.Sc. (Dairy Tech.)
List of outside Directorships held	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	Audit Committee – Member Stakeholders Relationship Committee – Member Banking & Finance Committee – Member Allotment Committee – Member
Shareholding in the Company	400 Equity Shares of the Company
Relationship with other Directors	Not Applicable

#### ITEM NO. 3

Name of the Director	Mr. Krishan Kumar Goyal
DIN	00482035
Date of Birth	06.09.1956
Date of Appointment/Re-appointment	16.07.2012/01.04.2020
Brief Resume and expertise in specific functional area	Mr. Krishan Kumar Goyal, aged 63 years, is a Commerce & Law graduate. He is energetic and dynamic person. He has a vast experience in manufacturing industry and is well versed with the modern management practices. He is also Chairman & Managing Director of Modern Steels Ltd. He has served many positions in the Confederation of Indian Industry (CII) including Chairman, CII Chandigarh Council (NR) from 2003-2006. He has also served as member of Board of Governors, Punjab Engineering College, Chandigarh.
Qualification	B.Com, LLB
List of outside Directorships held	Modern Steels Limited Chandigarh Finance Pvt. Ltd. Bharat Forgings Pvt. Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Nil
Chairman/Member of the Committee of Directors of other Companies	Nil
Shareholding in the Company	As on 31 <sup>st</sup> March 2020, Mr. Krishan Kumar Goyal holds 22,97,343 Equity Shares of the Company.
Relationship with other Directors	Not Applicable

**ITEM NO. 5**

Name of the Director	Dr. Renu Vig
Date of Birth	07.10.1963
Date of Appointment/Re-appointment	01.07.2015/28.09.2020
Expertise in specific functional area	Dr. Renu Vig, aged 57 years is PhD with specialization in Artificial Intelligence and Neural Networks. Dr. Renu Vig has vast experience of more than 33 years in academic and administration. She is Director in UIET since Sept, 2009, Professor in UIET since 2005, Dean, Faculty of Engineering, Panjab University, Chandigarh, Guiding PhD Research in the area of Signal Processing, Network and Software Security. She has published 71 papers and is Co-author of 2 books.
Qualification	PhD specialization in Artificial Intelligence and Neural Networks in 1997.
List of outside Directorships held	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	Nomination & Remuneration Committee – Member
Chairman/Member of the Committee of Directors of other Companies	Nil
Shareholding in the Company	Nil

**STATEMENT OF PARTICULARS (ITEM No. 3 & 4)**

(Pursuant to Schedule –V of the Companies Act, 2013)

**I. General Information:**

(1)	Nature of industry	The Company is primarily engaged in the business of milk supply in pouches manufacturing/ processing of milk powders, Butter, Pure Ghee, Cheese and nutritional ingredients etc.,
(2)	Date or expected date of commencement of commercial production	22 <sup>nd</sup> April, 1992
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A