

SHWETDHARA MILK PRODUCER COMPANY LIMITED

CIN: U01100UP2016PTC082671

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**NOTICE**

NOTICE is hereby given that the 7<sup>th</sup> Annual General Meeting of the members of Shwethdhara Milk Producer Company Limited will be held on Monday, 05<sup>th</sup> day of September, 2022 at Prem Bandhan Palace, opposite HP petrol pump, Khampur Mahuli Pratapgarh, UP-230001, at 12:00 Noon to transact the following business:

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2022 and the Profit and Loss Account of the Company for the period ended on that date together with schedules and notes forming part thereof and the reports of Directors and Auditor's thereon and to pass following Ordinary resolution in this regard:

“RESOLVED that the audited Balance Sheet as at 31<sup>st</sup> March 2022, the Profit and Loss Account and cash flow statement for the year ended on that date together with Schedules and notes forming a part thereof and the Directors' and Auditors' report thereon, be and is hereby approved and adopted.”

2. To consider and declare the Limited Return (Dividend) on share capital of the Company and in this regard to pass the following resolution: -

“RESOLVED THAT the limited return (dividend) on share capital at the rate of ₹6 per equity share out of the current profits of the year ended 31<sup>st</sup> March 2022, on 113558 equity shares of Rs.100 each fully paid up for the F.Y. 2021-22 be and is hereby approved and confirmed, and that the same be paid to those equity shareholders, whose names appeared in the Register of Members as on 31<sup>st</sup> March, 2022.”

3. To consider and appoint a Director in place of Smt. Savitri (DIN 07736255) who retires by rotation and being ineligible for re-appointment and in this regard to adopt the following resolution as Ordinary Resolution:-

“RESOLVED THAT that Smt. Savitri (DIN 07736255) who retires by rotation and being ineligible doesn't offer herself for reappointment and the resulting vacancy be filled up by appointing Smt. Kanti (DIN 09695064) as director of the Company whose period of office shall be liable to retire by rotation.”

4. To consider and appoint a Director in place of Smt. Anara Devi (DIN 08180062) who retires by rotation and being ineligible for re-appointment and in this regard to adopt the following resolution as Ordinary Resolution: -

“RESOLVED THAT that Smt. Anara Devi (DIN 08180062) who retires by rotation and being ineligible doesn't offer herself for reappointment and the resulting vacancy be filled up by appointing Smt. Kiran (DIN 09695122) as director of the Company whose period of office shall be liable to retire by rotation.”

5. To consider and approve the Budget of the Company for the FY 2022-2023.

“RESOLVED THAT the Budget of the Company for the period from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March 2023, as laid before the annual general meeting be and is hereby approved.”

6. To consider & approve appointment of Smt. Shyam Lata as director

“RESOLVED THAT pursuant to the provision of Companies Act, 2013 Smt. Shyam Lata (DIN 09695142) who was appointed as additional director of the Company w.e.f. 03<sup>rd</sup> August, 2022 and who holds office up to the date of 7<sup>th</sup> Annual General Meeting be and is hereby appointed as Director of the Company and she shall be liable to retire by rotation.”

7. To consider & approve appointment of Smt. Shalu Shukla as director

“RESOLVED THAT pursuant to the provision of Companies Act, 2013 Smt. Shalu Shukla (DIN 09695012) who was appointed as additional director of the Company w.e.f. 03<sup>rd</sup> August, 2022 and who holds office up to the date of 7<sup>th</sup> Annual General Meeting be and is hereby appointed as Director of the Company and she shall be liable to retire by rotation.”

8. To consider and approved the process for constitution of Nominating Committee

To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the guidelines for constitution of Nominating Committee be and are hereby adopted and approved pursuant to the relevant provisions of the Companies Act, 2013 and the applicable provisions of the Memorandum and Articles of Association of the Company, which are laid down herein below i.e.,

- (i) The Board of the Shwetdhara Milk Producer Company Limited (“Company”) shall constitute a “Nominating Committee”, (NC) within three months of the completion of the F.Y, for suggesting to the Board ‘Potential candidate for the vacant producer-member director position on the Board of the Company.
- (ii) The vacancy of the Producer Directors on the Board (under Class A or Class B or Class C category) shall be announced by the Board of Directors of the Company. The notice inviting nominations from eligible members for consideration by the Nominating Committee (to fill as many number of positions as vacant on the board) shall be put on the notice board of the Company and or on the website of the Company, if there is one or by sending a circular by ordinary post to the members of the respective class(es) for which the vacancy arises.
- (iii) The Board shall prepare a process which has to be followed by the ‘Nominating Committee’ for identifying such potential members as referred under Article.
- (iv) The “Nominating Committee” shall consider the following table showing the ‘Applicant’s eligibility scores’ to be given against each parameter for the eligible applicant:

<b>S no</b>	<b>Parameter for applicant’s eligibility score</b>	<b>Maximum Score</b>
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1	Number of days of Milk supplied to the Company during previous two financial years Scoring will be as follows: (95% or more days -25 ; 85% to <95% days - 20 ; 75% to <85% - 15 ; 65% to <75% - 10 ; 55% to <65% - 5 ; <55% - 0)	25
2	Share capital subscription is not falling short by more than 10% of the of the actual requirement as on 31st March of the previous financial year	10
3	Supplying the entire surplus to the Company during the period (i.e. has not supplied milk to any other players /competitors/operators)-based on self-declaration and subsequent verification by the Company.	10
4	Continuously maintained the member qualification (@ 3 marks for each year for the last 5 years)	15
5	Educational qualification of the applicant (over and above the minimum required qualification – for graduates -10 and for Post graduates – 15) Minimum qualification shall be as per the Articles of Association.	15
6	Other Training programs attended – Producer / Quality and Clean Milk awareness (5 marks); orientation Programme for VCG/MRG (5 marks) /Leadership Development Programme (5 marks) For Board of Directors’ Training Programme of Shwetdhara Milk Producer Company Limited attended (15 marks).	15
7	Received any award or recognition as member of the Company (like best IB Award for member / VCG / MRG etc) / Applicant has served as Director on the Board of Directors of Shwetdhara Milk Producer Company Limited (5 marks).	5
8	Having received recognition for voluntary service (subject to documentary proof)	5
	TOTAL	100

(v) The 'Nominating Committee' constituted by the Board shall comprise of-

- i. A producer-member director on the Board from the membership class for which the vacancy has arisen provided that such Producer-member director is not the one who is retiring at that AGM. If more than one producer-member director qualifies, then one NC member shall be identified through draw of lots. Also, If no producer-member director is available from that class, then any other producer-member director shall be identified through draw of lots;
- ii. One expert from any Management Institute of repute or an institution having done considerable work for development of producer owned enterprises; and
- iii. One Expert Director who is on the Board of the Company.

The Company Secretary of the Company shall assist the 'Nominating Committee' and be responsible for maintaining all the relevant documents thereof including the minutes of the meeting of the Nominating Committee.

(vi) The term of the 'Nominating Committee' shall be from the date of first meeting of the committee to the date till it sends its recommendation to the Board of the Company.

9. To consider and approve alteration of Articles of Association.

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 relevant provisions of Part XXI-A of the Act in particular Sec. 378-I, 378ZQ, 378ZR, Sec 14 and other applicable provisions of Companies Act, 2013 including rules made thereunder, the existing Articles of Association of the Company be and are hereby altered in the manner and to the extent following:

(1) The existing Article 9.13 be altered/modified and shall be read as under: 9.13

- I. *The quorum for a meeting of the Board shall be one-third of the total strength of directors, subject to a minimum of three including the presence of at least one elected Director and one Expert Director. Notwithstanding the above, the quorum for the meeting of the Board of Directors shall not require the presence of the Expert Director in case there is no Expert Director on the Board of the Company.*

II. *In case meeting of the Board could not be held for want of quorum, the meeting shall stand adjourned for the date, time and place as decided by the Chairman of the Company. However, the adjourned meeting shall be convened by the Chairman within seven days from the date of original meeting.*

(2) The existing Article 4.3. iii. be altered/modified and shall be read as under:

*Any member who is not eligible to continue as a Member shall be served a written notice by the Company for removal as Member and given an opportunity of being heard. The Member would need to reply to the notice within the stipulated period as specified in the notice. Thereafter, the Board shall take a decision in the matter. **However for the purpose of sending notices to the members, the Board may exempt one or more eligibility criterion for all the members during a particular year.***

RESOLVED FURTHER THAT all acts, actions, deeds and things done by the Board of Directors of the Company prior to the aforesaid alterations be and are hereby also approved.”

RESOLVED FURTHER that this supersedes all earlier arrangements.

ALSO RESOLVED that Chief executive or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to implement this resolution.”

10. To consider and approve change in the registered office of the Company.

To consider and if thought fit, to pass with or without modification (s), the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 12 and other applicable provisions of the Companies Act, 2013 if any and other applicable provisions (together with any statutory modification or re-enactment thereof for the time being in force) the registered office of the Company be shifted from First Floor, Plot No.225, Belhaghat Sadar, Ajeet Nagar, Pratapgarh, UP 203001 to G-Complex, Block-E, First Floor (Left Side Portion), 443/445 CH, Allahabad Road, In front of Awadh University, Faizabad (Ayodhya), U.P. –224001 w.e.f the date of 7<sup>th</sup> AGM.

RESOLVED FURTHER that a name plate or board be affixed at the registered office and that the Company's name and address of the registered office be used or

mentioned together with CIN No. of the Company & E-mail ID in legible character in all business letters, bill heads and letter papers and in all its notices and other official publications, etc., pursuant to section 12 of the Companies Act, 2013."

"FURTHER RESOLVED THAT Shri Lakhvinder Singh, Chief Executive of the Company be and is hereby authorized, on behalf of the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, e-forms for the purpose of giving effect to the aforesaid resolution."

By order of the Board of Directors

Place: Pratapgarh  
Date: 03.08.2022

Lakhvinder Singh  
Chief Executive & Director

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A SHOW OF HANDS AS WELL AS IN A POLL INSTEAD OF HERSELF AND A **PROXY MUST BE A MEMBER** OF THE COMPANY. **NON MEMBER CANNOT BE APPOINTED A PROXY.** THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST **48 HOURS** BEFORE THE SCHEDULED TIME OF THE MEETING. PROXY FORM IS ANNEXED HERETO.
2. Members/Proxies are requested to bring the Attendance Slip sent herewith duly filled in for attending the meeting.
3. Relevant documents referred to in the accompanying Notice shall be open for inspection by the members at the Registered Office of the company on all working days except Saturdays, during normal business hours (11.00 hrs to 16.00 hrs).
4. Any member desirous of obtaining any information concerning the accounts or operations of the Company is requested to forward the query to the Registered Office of the Company at least 7 days prior to the date of the meeting.
5. Members are requested to quote their folio number and their member code in all their correspondence.
6. Members are requested to notify immediately any change in their addresses and Bank Account details to the Company.

### STATEMENT OF QUALIFICATION IN RESPECT OF THE CANDIDATES TO BE ELECTED AS DIRECTOR UNDER SECTION 378A(4)(c) OF THE COMPANIES ACT 2013

#### **Item Nos. 3, 4, 6 & 7**

<b>Name</b>	<b>Occupation</b>	<b>Qualification</b>
Kanti	Animal Husbandry	12 <sup>th</sup>
Kiran	Animal Husbandry	B.A.
Shyam Lata	Animal Husbandry	12 <sup>th</sup>
Shalu Shukla	Animal Husbandry	B.A.

By order of the Board of Directors

Place: Pratapgarh  
Date: 03.08.2022

Lakhvinder Singh  
Chief Executive & Director



## **Explanatory Statement**

### **Item No. 3**

Smt. Kanti is proposed to be appointed as Director of the Company with effect from the date of AGM in accordance with the provisions of the Companies Act, read with the Articles of Association of the Company.

The Board is of the view that the appointment of Smt. Kanti on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 3 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Smt. Kanti herself is in any way concerned or interested in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

### **Item No. 04**

Smt. Kiran is proposed to be appointed as Director of the Company with effect from the date of AGM in accordance with the provisions of the Companies Act, read with the Articles of Association of the Company.

The Board is of the view that the appointment of Smt. Kiran on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 4 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Smt. Kiran herself is in any way concerned or interested in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

### **Item No. 06**

Smt. Shyam Lata was appointed as an Additional Director of the Company with effect from 03<sup>rd</sup> August, 2022, in accordance with the provisions of the Companies Act, read with the Articles of Association of the Company. The above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

The Board is of the view that the appointment of Smt. Shyam Lata on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 6 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Smt. Shyam Lata herself is in any way concerned or interested in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

#### **Item No. 07**

Smt. Shalu Shukla was appointed as an Additional Director of the Company with effect from 03<sup>rd</sup> August, 2022, in accordance with the provisions of the Companies Act, read with the Articles of Association of the Company. The above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

The Board is of the view that the appointment of Smt. Shalu Shukla on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 7 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Smt. Shalu Shukla herself is in any way concerned or interested in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

#### **Item No.09**

The existing Articles of Association of the Company necessitate certain changes to bring in better clarity in understanding and administering the provisions of Articles in line with the other provisions of AOA or the law implemented and amended from time to time to eliminate ambiguity to some provisions of AOA wherever required and to provide flexibility and ease in the business operation and management of the Company.

The Board of Directors at their 34<sup>th</sup> meeting held on 03<sup>rd</sup> August, 2022 had with the requisite majority as per Section 378 I of the Companies Act, 2013, approved the proposal of amending the Articles of Association of the Company. Pursuant to the provisions of the Companies Act, 2013, approval of the members by way of special

resolution shall be required for amending the Articles of Association of the Company. Therefore, the proposed alterations detailed in the special resolution are recommended by the Board for the amendment/alteration of certain existing provisions of the Articles of Association of the Company.

The Board of Directors recommends the Special Resolution set out in Item No. 09 of the accompanying notice for the approval of the members.

None of the Directors/Officers of the Company or their relatives are, in any way, interested or concerned in the resolution except as the member of the Company.

**Item No. 10**

Since the company is expanding its business operations to various districts of Ambedkar Nagar, Bahraich, Balrampur & Shravasti etc., It is proposed to shift the registered office of the Company in the town of Ayodhya for administrative and operational convenience.

The Board is of the view that business carried on by the Company can be carried out more efficiently and economically by the Company in Ayodhya due to centralized geographical location and easy availability of specialized manpower.

In terms of the applicable statutory provisions of the Companies Act (including any statutory modification or re-enactment thereof for the time being in force and applicable, if any, to the Company), the Company will be required to seek approval of members for changing the registered office of the Company by a special resolution.

None of the Directors/Officers of the Company or their relatives is, in any way, interested or concerned in the resolution.

The Board of Directors recommends the Special Resolution set out in Item no.10 of the accompanying notice for the approval of the members

By order of the Board of Directors

Place: Pratapgarh  
Date: 03.08.2022

Lakhvinder Singh  
Chief Executive & Director