

SHWETDHARA MILK PRODUCER COMPANY LIMITED

CIN: U01100UP2016PTC082671

Reg office: Gorakhnath Complex, First Floor Left Side, Prayagraj Road, Near Awadh University, Faizabad, Ayodhya-224001

Email: Info@shwetdharamilk.com, Ph no: 7991402222, Website: www. Shwetdharamilk.com

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting of the members of Shwetdhara Milk Producer Company Limited will be held on Saturday, 21st Day of September, 2024, at Jhunjhunwala College, Prayagraj Road, Ayodhya-224001 at 12.30 p.m, to transact the following business:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2024 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 31st March 2024, 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 ₹ 8/- (Rupees Eight Only) per equity share out of the current profits of the year ended 31st March 2024, on 432506 equity shares of Rs.100 (Rupees Hundred Only) each fully paid up absorbing ₹ 34,60,048 (Rupees Thirty Four lacs sixty thousand fourty Eight Only) for the F.Y. 2023-24 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 31st March, 2024."

3. To consider and appoint a Director in place of Smt. Kiran Yadav (DIN 09304346) who retire by rotation representing "Class – A" to ensure class representation of members on the Board based on patronage criteria and in this regard pass the following resolution as an Ordinary resolution:-

"RESOLVED THAT that Smt. Kiran Yadav (DIN 09304346) who retires by rotation at this Annual General Meeting representing "Class – A" members of the Company, be and is hereby re-appointed as Director in terms of Article 9.6 and other relevant

articles of the Articles of Association of the Company and applicable provisions, if any, of the Companies Act, 2013 and rules framed there under (together with any statutory modification or re-enactment thereof for the time being in force), whose period of office shall be liable to retire by rotation.”

4. To consider and appoint a Director in place of Smt. Hansamishra (DIN 09304322) who retire by rotation representing “Class – C” to ensure class representation of members on the Board based on patronage criteria and in this regard pass the following resolution as an Ordinary resolution:-

“RESOLVED THAT that Smt. Hansamishra (DIN 09304322) who retires by rotation at this Annual General Meeting representing “Class – C” members of the Company, be and is hereby re-appointed as Director in terms of Article 9.6 and other relevant articles of the Articles of Association of the Company and applicable provisions, if any, of the Companies Act, 2013 and rules framed there under (together with any statutory modification or re-enactment thereof for the time being in force), whose period of office shall be liable to retire by rotation.”

5. To consider and appoint Smt. Anita Devi (DIN 10762985) representing “Class –B” as Director of the Company and in this regard pass the following resolution as an Ordinary resolution:

“RESOLVED THAT in accordance with the provisions of Chapter XX1A of the Companies Act, 2013 read with section 152 and other applicable provisions of the Companies Act, 2013 if any, Smt. Anita Devi (DIN 10762985) representing “Class –B” members of the Company, be and is hereby appointed as Director of the Company, whose period of office shall be liable to retire by rotation.”

6. To consider and appoint Smt. Sushila (DIN 10762989) representing “Class –B” as Director of the Company and in this regard pass the following resolution as an Ordinary resolution:

“RESOLVED THAT in accordance with the provisions of Chapter XX1A of the Companies Act, 2013 read with section 152 and other applicable provisions of the Companies Act, 2013 if any, Smt. Sushila (DIN 10762989) representing “Class –B” members of the Company, be and is hereby appointed as Director of the Company, whose period of office shall be liable to retire by rotation.”

7. To consider and appoint Smt. Preeti (DIN 10762992) representing “Class –C” as Director of the Company and in this regard pass the following resolution as an Ordinary resolution:

“RESOLVED THAT in accordance with the provisions of Chapter XX1A of the Companies Act, 2013 read with section 152 and other applicable provisions of the Companies Act, 2013 if any, Smt. Preeti (DIN 10762992) representing “Class –C” members of the Company, be and is hereby appointed as Director of the Company, whose period of office shall be liable to retire by rotation.”

8. To consider and approve the Budget of the Company for the FY 2024-2025.

“RESOLVED THAT the Budget of the Company for the period from 1st April, 2024 to 31st March 2025, as laid before the annual general meeting be and is hereby approved.”

9. To consider and approve Secondment arrangement with NDDDB Dairy Services (“NDS”)

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

“RESOLVED THAT pursuant to the provisions of Memorandum and Article of Association of the company and provisions of chapter XXIA of the Companies Act, 2013 (‘the Act’), and any other applicable provisions of the Act read with rules and regulations made thereunder, other applicable laws / statutory provisions, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to the Company for entering in to secondment arrangement/agreement with NDDDB Dairy Services and ratification of all the executed transactions pertaining to secondment arrangements and enter into and/or continue the transaction(s)/contract(s)/arrangement(s)/agreement(s) with NDDDB Dairy Services (‘NDS’) for secondment arrangement.

RESOLVED FURTHER THAT the termination of this arrangement /agreement by the Company shall require prior consent of the members at the General Meeting.

RESOLVED FURTHER that Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things including delegation of power to any

director to sign/execute the necessary agreement/contract with NDS whenever required for implementation of this resolution.”

10. To consider and approve supply of Milk to NDDB Dairy Services ('NDS').


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

“RESOLVED THAT pursuant to the provisions of Memorandum and Article of Association of the company and provisions of chapter XXIA of the Companies Act, 2013 ('the Act'), and any other applicable provisions of the Act read with rules and regulations made thereunder, other applicable laws / statutory provisions, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to the supply agreement dated 14 May' 2024 entered with NDDB Dairy Services for the transaction(s) / contract(s) / arrangement(s) / agreement(s) with NDDB Dairy Services ('NDS') for supply of milk including any amendment, modification and extension thereof;

RESOLVED FURTHER that Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things including delegation of power to any director to sign/execute the necessary agreement/contract with NDS whenever required for implementation of this resolution.”

By order of the Board of Directors

Place: Ayodhya
Date: 31.08.2024


Rohit Kumar
Chief Executive & Director
DIN: 010449271

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 Saturday and Sunday, during normal business hours (10.00 hrs to 17.00 hrs).
4. Members are requested to bring their copy of the Annual Report at the AGM as the Company would not provide any copy at the venue of the AGM.
5. 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.
6. Members are requested to quote their folio number and their member code in all their correspondence.
7. Members are requested to notify immediately any change in their addresses and Bank Account details to the Company.
8. Weapons, fire arms, ammunitions, knives and blades, sharp instruments etc., are prohibited at the AGM venue.

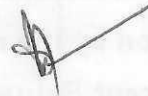
STATEMENT OF QUALIFICATIONS IN RESPECT OF THE CANDIDATES TO BE ELECTED AS DIRECTOR UNDER SECTION 378ZA(4)(c) OF THE COMPANIES ACT, 2013.

Name	Occupation	Qualification
Smt. Kiran Yadav	Animal Husbandry	Graduate
Smt. Anita Yadav	Animal Husbandry	Graduate
Smt. Sushila	Animal Husbandry	Graduate
Smt. Hansamishra	Animal Husbandry	Graduate
Smt. Preeti	Animal Husbandry	Graduate

By order of the Board of Directors

Place: Ayodhya

Date: 31.08.2024



Chief Executive & Director

DIN: 010449271

Explanatory Statement

Item No. 05

Smt. Anita Devi 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. Anita Devi on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 5 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Smt. Anita Devi 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. Sushila was 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. Sushila 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. Sushila 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. Preeti was 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. Preeti 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. Preeti 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 Company was being provided support by NDS since inception covering entire gamut of services whose mandate is to promote producer owned institutions in the areas of Dairy. NDS helped the Company in educating Company's Directors on the matters of governance, institution building, financial and operational matters. In order to meet the challenges of rapidly changing commercial and economic scene in India in dairy industry, the Company requires a Chief Executive ("**CE**") having expertise in handling various stages of the Company's growth and development. To select talented professionals willing to work as CE for farmer-owned rural start-ups, the Company has entered into an arrangement with NDS whereunder NDS will second an employee of NDS for his / her appointment by the Board as the **CE** of the Company. This will ensure stability and continuity in appointment of a CE to manage the affairs of the Company. The Board at its 46TH meeting held on 27.12.2023 has given approval to enter into the secondment arrangement with NDS and the Chairman was authorized to execute the secondment arrangement.

One of the principal terms of the secondment agreement with NDS is that the arrangement also has to have shareholders' approval at the next general meeting of the Company. The salient features of the agreement are as follows:

- 1) Parties Involved: NDDDB Dairy Services, a not-for-profit company registered in New Delhi, India and Shwetdhara MPC
- 2) The Agreement becomes effective from the date of the execution and is subject to approval by the Company's members in a general meeting.
- 3) The Company shall have complete control and supervision over the CE's work and the CE shall follow the Company's work rules and policies during his tenure as CE of

the Company.

4) In consideration of the services of CE provided by NDS the Company shall pay to NDS the fees to cover all employee-related expenses and salary paid by NDS to the CE.

5) Either of the parties may terminate this Agreement by providing a written notice. However, the MPC would require prior approval of the members of the Company in the General Meeting if it wishes to terminate the agreement.

6) The Company will indemnify NDS against any claims or losses arising from the Assignee's actions during the secondment.

A copy of the agreement is available for inspection upto the date of the general meeting at the registered office of the company Gorakhnath Complex, First Floor Left Side, Prayagraj Road, Near Awadh University, Faizabad, Ayodhya-224001.

Item No. 10

Shwetdhara Milk Producer Company Limited ('Company') is incorporated as a producer company on 25.04.2016 under part IX-A of the Companies Act, 1956/2013.

Object of the Company includes business of pooling, purchasing, processing of milk and milk products primarily of the Members and also of others, marketing of the same and to deal in activities that are part of or incidental to any activity related thereto.

Company was supplying procured milk to Mother Dairy Fruit & Vegetable Pvt. Ltd. Since the operationalization of the Company, NDDB Dairy Services, is providing technical support to the company since incorporation of the Company. The milk supply agreement with Mother Dairy expired on 31st March, 2024.

Since April' 2024 the Company has entered into an agreement with NDDB Dairy Services for supply of milk and milk products.

The salient features of the agreement are:-

- 1) Remunerative Producer Price benchmarked with the key players


- 2) Incentive for complying with Quality and Institutional Parameters.
- 3) Timely Payments
- 4) Commitment to buy the projected quantity.
- 5) Around the year market access
- 6) Mutually agreed overheads and margin

The Board of Directors approved to enter into agreement with NDS for supply of milk on 29.04.2024 Accordingly, the Company has executed an agreement with NDS dated 14 May' 2024 for supply of milk. Company has already been started to supply milk to NDS on daily basis w.e.f. 7th April, 2024.

The approval of the members is sought in the form of Ordinary Resolution as set out in Item no. 10 of the accompanied notice.

By order of the Board of Directors

Place: Ayodhya
Date: 31.08.2024


Rohit Kumar
Chief Executive & Director
DIN: 010449271