

NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE

Notice is hereby given that the 28th 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, 18th 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 31st 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. 1st 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. 1st 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. 28th 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 31st 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 31st 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: 12th 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 31st 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 11th December, 2020 to 18th 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 8th 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.

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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 5th May, 2020 and SEBI circular SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th 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 28th 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 5th May, 2020 and SEBI circular SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th 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 28th Annual General Meeting and the Annual Report for the financial year 2019-20 will also be available on the Company's website www.moderndairies.com for their download.

For any communication, the members may also send requests at email ID: secretarial@moderndairies.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 28th 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 15th December, 2020 (9:00 a.m.) and ends on 17th 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 11th 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 28th 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.nsd.com.

- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at 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 bkgupta.associates@gmail.com with a copy marked to evoting@nsdl.co.in.

NOTICE OF 28TH ANNUAL GENERAL MEETING

By order of the Board
For Modern Dairies Limited

Shruti Joshi
Company Secretary

Place: Chandigarh
Dated: 12th 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

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. 1st 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 14th 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 1st 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.

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 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 or call on toll free no.: 1800-222-990 or send a request at 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. 11th 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.modern dairies.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.

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 1st 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 14th 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. 1st 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 28TH 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 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. 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 23rd Annual General Meeting held on 28th 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 14th 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 28th 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 28th 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 31st 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 31st 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: 12th November, 2020

Registered Office:

136 K.M., G.T. Road,

Karnal –132001 (Haryana)

CIN: L74899HR1992PLC032998

Email: secretarial@moderndairies.com

Website: www.moderndairies.com

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

NOTICE OF 28TH ANNUAL GENERAL MEETING

INFORMATION REGARDING DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT IN ANNUAL GENERAL MEETING FIXED ON 18TH 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 st 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 nd 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

NOTICE OF 28TH ANNUAL GENERAL MEETING

(4)	Financial performance based on given indicators	(Rs. in Lacs)				
		Particulars	2019-20	2018-19	2017-18	2016-17
		Sales & Other Income	7,66,03.38	5,60,69.12	4,67,28.88	4,57,72.19
		Depreciation / Amortization	5,51.27	5,26.55	5,13.56	4,86.10
		Finance Cost	12.30	20.15	30.61	16,67.40
		Profit / (Loss) before Exceptional Items and Tax	3,48.79	6,05.97	(1856.87)	(27,07.19)
		Exceptional Item	-	-	-	1370.78
		Profit/ Loss before Tax	3,48.79	6,05.97	(1856.87)	(13,36.41)
		Earnings/Loss per share	1.50	2.60	(7.96)	(5.73)
5)	Foreign investments or collaborations, if any.	Nil				
II.	Information about the appointee:	Mr. Krishan Kumar Goyal		Mr. Ashwani Kumar Aggarwal		
(1)	Background details & Recognition or awards	Mr. Krishan Kumar Goyal is the Promoter Director of the Company. He 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.		Mr. Ashwani Kumar Aggarwal, aged 65 years is a Dairy Technologist from National Dairy Research Institute, Karnal. He 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. Mr. Aggarwal is associated with the Company since inception.		
(2)	Past remuneration	Mr. Krishan Kumar Goyal has drawn Rs. 12,50,000 in the year 2019-20.		Mr. A.K. Aggarwal has drawn Rs.26,91,540 in the year 2019-20.		
(3)	Job profile and his suitability	Mr. Krishan Kumar Goyal is responsible for overall management of the Company under the supervision and control of the Board of Directors of the Company.		Mr. A.K. Aggarwal is responsible for overall day to day management of the Company under the supervision and control of Board of Directors of the Company and reports to the Managing Director.		
(4)	Remuneration propose	₹ 2,50,000 per month plus perquisites.		₹ 2,00,000 per month plus perquisites.		
(5)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration of the appointees, Mr. Krishan Kumar Goyal and Mr. A.K. Aggarwal are fully justifiable and comparable to that prevailing in the industry, keeping in view the profile and the position of Chairman & Managing Director and Executive Director respectively and enriched knowledge & vast experience of the appointees.				
(6)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Krishan Kumar Goyal is one of the Promoters and shareholder of the Company.		Mr. A. K. Aggarwal is the Executive director and a shareholder of the Company.		

III.	Other information:	
(1)	Reasons of loss or inadequate profits	<p>This year the prices of milk have been abnormally high as compared to last year. The entire increase in the price of milk could not be passed on to the customers, thereby affecting adversely the margins on fresh dairy, cultured products & cheese.</p> <p>The company is still facing the uneconomical situation for manufacture of export dependent product i.e. Casein, which was non-operational most of the time this year, being unviable due to low international prices of Casein.</p> <p>The Operations of the Company were affected by external factors like foreign currency turmoil, World economy slowdown and blanket ban imposed by the Govt. of India on export of Casein for which the new unit of the Company was set up.</p> <p>The product prices of Milk Powders, Casein and other dairy commodities had a sharp decline. On the other hand, the major input cost i.e. Milk prices stood to its ground and did not soften up in tandem with the markets.</p> <p>Due to the losses and the company having kept paying interest and installments to the lenders resulting into shortfall in NWC and the accounts of the company became NPA with the lenders. The Company is in regular touch with the lenders and is trying to find out resolution with the lenders.</p>
(2)	Steps taken or proposed to be taken for improvement	<p>To achieve this, the company's focus is now on sale of Fresh Dairy Products like Milk in Sachets, Fermented Dairy Products i.e. Dahi and Chach, Cheese and Fresh Paneer in Modern Dairies brand, your Company is putting in best efforts to increase its share in the market. During this year, with persistent efforts and consistent quality (well appreciated) and through improved distribution, the growth on sales has been encouraging.</p> <p>This year the prices of milk have been high as compared to last year. The entire increase in the price of milk could not be passed on to the customers, thereby affecting adversely the margins on fresh dairy, cultured products & cheese. It is a matter of satisfaction to note that the Company's products are well accepted. The sales growth is encouraging and the company hopes to improve its performance in the times to come.</p> <p>The Company is doing all its best to get the funds inducted into the Company by the investor and as soon as the funds are available, the company is hopeful of turning around.</p> <p>The Company has started focusing more on the fresh dairy / sales under its own brand, which shall give better margins and shall reduce its dependence on the international market which is more volatile.</p>
(3)	Expected increase in productivity and profits in measurable terms.	<p>The management has decided to extensively focus and adopt aggressive business strategy for sale of Pasteurized Milk in poly pouch and cultured products. Alongside the sale of Cheese in Modern Dairies' brand is also one of key area of focus.</p> <p>In the present business scenario, it is expected that the revenue and profit are likely to increase.</p>
IV.	Disclosures	
	The details of remunerations and other information is given in the Corporate Governance part of the Directors' Report.	

NOTICE OF 28TH ANNUAL GENERAL MEETING

MODERN DAIRIES LIMITED

CIN: L74899HR1992PLC032998

Registered Office: 136 K.M., G.T. Road, Karnal - 132001 (Haryana)

Email: secretarial@moderndairies.com, **Website:** www.moderndairies.com

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

GREEN INITIATIVE IN CORPORATE GOVERNANCE

Dear Shareholders,

In case you have not registered your email address for receiving communication from Company in electronic mode, you may submit the Registration Form given herein below to the Share Transfer Agents namely M/s. MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110 020 or to the Company at its office at Modern Dairies Limited, SCO. 98-99, Sub City Centre, Sector 34, Chandigarh-160 022. Shareholders holding shares in demat mode are requested to register their email addresses with their respective Depository Participants.

E-COMMUNICATION REGISTRATION FORM

(As per the provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI (LODR) Regulations, 2015)

Folio No. / DP ID & Client ID:

Name of 1st Registered Holder:

Name of Joint Holder(s):

Registered Address:

E-mail ID (to be registered):

I/we shareholder(s) of Modern Dairies Limited agree to receive communication from the Company in electronic mode.

Please register my/our above e-mail id in your records for sending communication through e-mail.

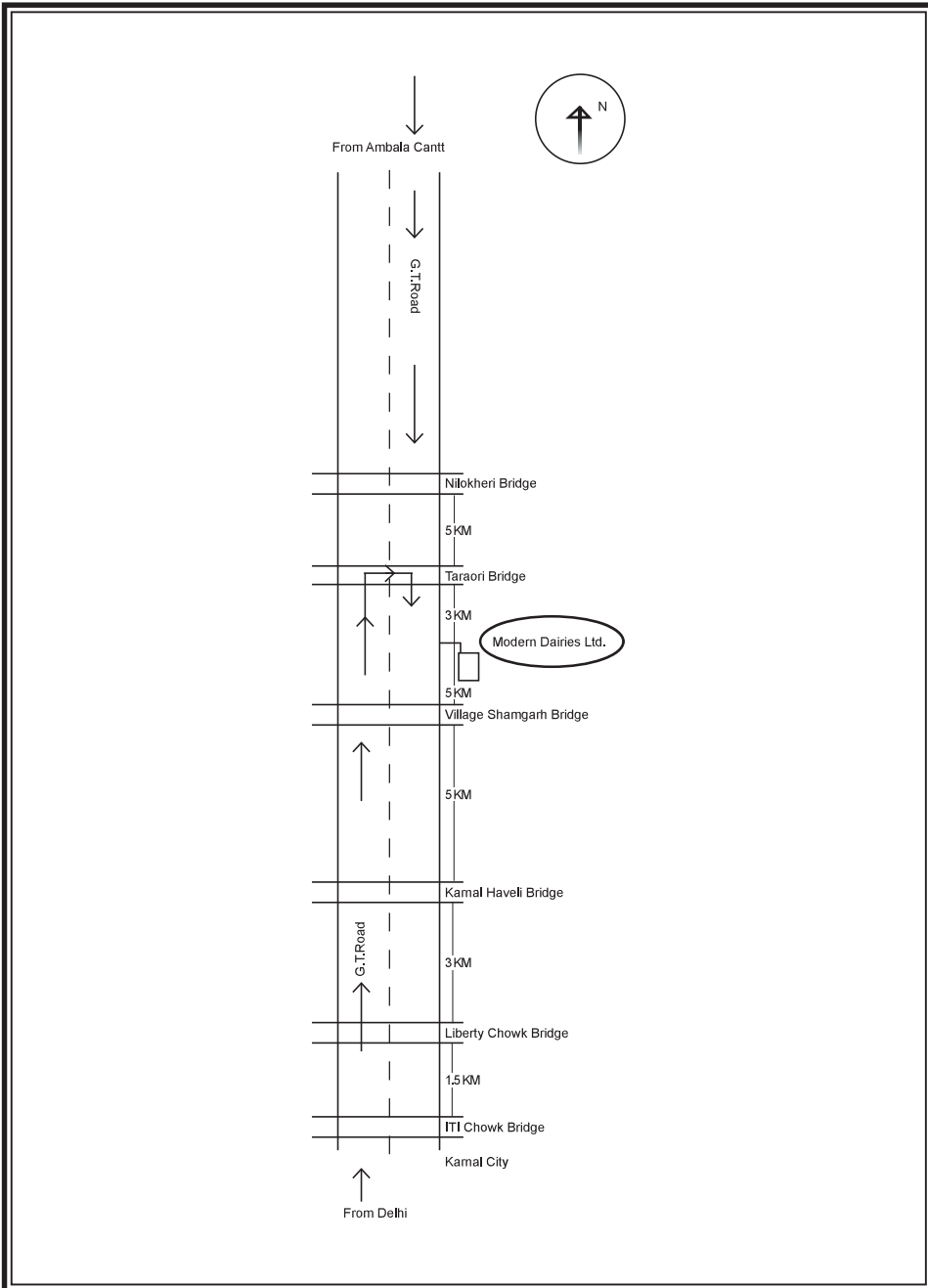
Signature:

Date:

Note: Shareholder(s) are requested to keep the Company / Depository Participant informed as and when there is any change in the e-mail address.

ROUTE MAP TO THE AGM VENUE

Venue: Modern Dairies Limited: 136 K. M., G. T. Road, Karnal - 132001 (Haryana)



NOTICE OF 28TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

MODERN DAIRIES LIMITED

CIN: L74899HR1992PLC032998

Registered Office: 136 K.M., G.T. Road, Karnal - 132001 (Haryana)

Email: secretarial@moderndairies.com, **Website:** www.moderndairies.com

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

28TH ANNUAL GENERAL MEETING

Member's / Proxy's name in Block Letters _____

Address _____

No. of Shares held _____

I / We hereby record my/our presence at the 28th Annual General Meeting of the Company, to be held on Friday, the 18th December, 2020 at 11:00 a.m. at Registered Office at : 136 K.M., G.T. Road, Karnal –132001 (Haryana).

Member's Folio / DP ID-Client ID No.

Member's/Proxy's signatures

Note:

1. Please complete the Attendance Slip and handover at the entrance of the Meeting venue.
 2. Soft copy of the Annual Report for FY 2019-20 and the Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Depository Participant / Company through email only unless any member has requested for a hard copy of the same. Members receiving soft copy and attending the AGM can print copy of this Attendance Slip.
 3. Shareholders are requested to bring their copy of the Notice along with them at the Annual General Meeting as the copies of the same will not be distributed at the meeting.
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MODERN DAIRIES LIMITED

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management & Administration) Rules, 2014]

MODERN DAIRIES LIMITED

CIN: L74899HR1992PLC032998

Registered Office: 136 K.M., G.T. Road, Karnal - 132001 (Haryana)

Email: secretarial@modern dairies.com, Website: www.modern dairies.com

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

Name of the member(s): _____

Registered Address: _____

Email ID: _____

Folio No./Client ID/DPID: _____

I/We, being the member(s) of _____ holding _____ shares of above named Company, hereby appoint:

1. Name: _____ Address: _____

Email ID: _____ Signature: _____ or failing him/her

2. Name: _____ Address: _____

Email ID: _____ Signature: _____ or failing him/her

3. Name: _____ Address: _____

Email ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Friday, the 18th December, 2020 at Registered Office at: 136 K.M., G.T. Road, Karnal –132001 (Haryana) and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. Consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2020, together with the reports of the Directors' and Auditors' thereon.
2. Re-appointment of director in place of Mr. Ashwani Kumar Aggarwal, Executive Director (DIN: 00486430), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment.

Special Business

3. Re-appointment of Mr. Krishan Kumar Goyal (DIN: 00482035) as Chairman & Managing Director w.e.f. 1st April, 2020.
4. Re-appointment of Mr. Ashwani Kumar Aggarwal as Executive director w.e.f. 1st April, 2020.
5. Re-appointment of Dr. Renu Vig as Non-Executive Independent director w.e.f. 28th September, 2020.
6. Ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31st March, 2021.

Signed this ____ day of _____ 2020

Signature of Shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Affix
revenue
stamp ₹1