

NOTICE

NOTICE is hereby given that the 7th Annual General Meeting of the members of Sakhi Mahila Milk Producer Company Limited will be held on Tuesday 30th August, 2022 at Pratap Auditorium, Scheme No.-8, Alwar, Rajasthan at 01.15 P.M. to transact the following business:

- 1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2022, the Statement of Profit and Loss and Cash Flow Statement for the period ended on that date and the Directors' and Auditors' report thereon and to pass following resolution in this regard:**

“RESOLVED that the audited Balance Sheet as at 31st March 2022, the Profit and Loss Account and cash flow statement for the period ended on that date together with Schedules and notes forming a part thereof and the Directors' and Auditors' report of the Company, be and are 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 2022, on 6,69,005 equity shares of Rs.100 (Rupees Hundred Only) each fully paid up absorbing ₹ 53,52,040 (Rupees Fifty three lacs fifty two thousand and forty Only) 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 31st March, 2022.”

- 3. To consider and if thought fit, to pass with or without modification the following resolution as Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Chapter XXIA of the Companies Act, 2013 read with section 152 and other applicable provisions of the Companies Act, 2013 if any, Smt. Manajit Kour (DIN 07674902) director, liable to retire by rotation at the ensuing Annual General Meeting, and being ineligible does not offer herself for re-appointment and the resulting vacancy be filled up by appointing Smt. Rekha Kumari (DIN 09678813) as Director and whose period of office shall be liable to retire by rotation.

4. To consider and if thought fit, to pass with or without modification the following resolution as Ordinary Resolution

“RESOLVED THAT in accordance with the provisions of Chapter XXIA of the Companies Act, 2013 read with section 152 and other applicable provisions of the Companies Act, 2013 if any, Smt. Gita Devi (DIN 08565123) director, liable to retire by rotation at the ensuing Annual General Meeting, and being ineligible does not offer herself for re-appointment and the resulting vacancy be filled up by appointing Smt. Lalita (DIN 09678803) as Director and whose period of office shall be liable to retire by rotation.

5. To consider and appoint Smt. Babita (DIN09678588) as directors on the Board of the Company.

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

“RESOLVED THAT Smt. Babita (DIN 09678588) who was appointed as an additional director on the Board of Directors of the Company with effect from 19.07.2022 and who holds office up to the date of this Annual General Meeting, 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 approve the Budget of the Company for the FY 2022-23.

“RESOLVED THAT the Budget of the Company for the period from 1stApril, 2022 to 31stMarch 2023, as laid before the annual general meeting be and is hereby approved.”

7. To consider and approve increase Authorized Share Capital of the Company.

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

“RESOLVED that, pursuant to the relevant provisions of Part XXI-A of the Companies Act, 2013, in particular Sections 378H, 378ZQ, 378ZR and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Memorandum and Articles of Association of the Company, the

Authorised Share Capital of the Company be increased from Rs. 3 Crores (Rupees Three Crores Only) divided into 3,00,000 (Three Lacs) Equity Shares of Rs.100/- (Rupees One Hundred) each to Rs. 13 Crore (Rupees Thirteen Crores Only) divided into 13 Lacs (Thirteen Lacs) Equity Shares of Rs.100/- (Rupees One Hundred) each by the creation of an additional 3,00,000 (Three Lacs) Equity Shares of Rs.100/- (Rupees One Hundred) each.

RESOLVED further that, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause VI thereof by the following new Clause VI.

“VI. The Authorised Share Capital of the Company is Rs. 13,00,00,000 (Rupees Thirteen Crores Only) divided into 13,00,000 (Thirteen Lacs) Equity Shares of Rs.100/- (Rupees One Hundred) each.”

“RESOLVED further that, for the purpose of giving effect to this resolution, the Chief Executive of the Company be and is hereby authorized to take all such steps as it may in its absolute discretion deem necessary and expedient and to settle any question, difficulty or doubt that may arise in this regard.”

8. To consider and approve alteration in the Articles of Association of the Company and to adopt the following resolution with or without modification as 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, and the applicable provisions of the Memorandum and Articles of Association of the Company and with the approval of shareholders by way of a special resolution, 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 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.”

9. To consider and approve the revised criteria for categorizing members into different classes based on patronage.

“RESOLVED that in terms of article 9.4 of the article of association of the company and In place of Resolution No. 08/1st AGM/14.06.2016/2016-17 passed by the shareholders in the first annual general meeting of the company on 14th June, 2016, the revised criteria for categorizing members into different classes based on the members’ participation in business (i.e. patronage) as set out herein below:

Sl. No.	Parameter	Class - A	Class - B	Class - C
1	No. of days of milk supplied to the company in a year	>=330 days	>=270 days	>=200 days
2	Annual Milk Quantity supplied to the company (in litres)	>=10000	>=4000	>=500
3	Milk quantity supplied during Flush months (namely November to February) to that of the milk quantity supplied during Lean months (namely April to July) during a financial year;	Not more than 3	Not more than 3	Not more than 3
4	Minimum number of shares subscribed (amount of share capital contributed)	100 shares (Rs 10000/-)	40 shares (Rs 4000/-)	5 shares (Rs 500/-)

* Note –

- a) The actual share contribution or the actual milk quantity supplied, whichever is lower, will be considered for the purpose of arriving at the categorization of class.
- b) For the purpose of patronage calculation, the following shall be considered:
 - i. Member who have been admitted during the previous financial year and have not yet completed 365 days of their membership but have subscribed the minimum required share capital for Class A, Class B or Class C shall be considered to belong to that class.
 - ii. Any member who will not meet the criteria under Class A or Class B may slide to an appropriate lower class for which the member meets the criteria. However, they will not be eligible to contest for the Board of Directors position for that year.
 - iii. Those members who are not fulfilling the required criteria to retain at least 'Class C' will be issued notice for cancellation of membership as per the provisions of Article 4.3 read with Article 8 of the Articles of Association of the Company. However, if Board allows them to continue their membership, then such members will be considered members without any class.

RESOLVED FURTHER that this supersedes all earlier arrangements.

By order of the Board of Directors

Place: Alwar

Date: 19.07.2022
Director

Dharmendra Kumar
Chief Executive &

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. The Register of Directors and their shareholding, maintained u/s 170 of the **Companies Act, 2013** and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and 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 and Sundays, 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.
9. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
10. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.
11. Members are requested to attend the AGM following the guidelines of Covid-19.

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. Babita	Animal Husbandry	Graduation
Smt. Rekha Kumari	Animal Husbandry	Graduation
Smt. Lalita	Animal Husbandry	Graduation

By order of the Board of Directors

Place: Alwar

Date: 19.07.2022

Dharmendra Kumar

Chief Executive & Director

Explanatory Statement

Item No. 5

Smt. Babita was appointed as an Additional Director of the Company with effect from 19th July, 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. Babita 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. Gita 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. 7

Presently, the Authorised Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores), and its issued, subscribed and paid-up share capital is Approx. Rs. 6.7 Crores/- (Six Crores Seventy Lacs Only). Therefore, in order to fulfill its growth and developmental objectives in its ordinary course of business, the Company would be required to expand its paid-up share capital to Rs. 13 Crores. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company to Rs. 3 Crores and for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered as set out in the resolution at Item no.7 of the accompanying notice. In terms of the applicable statutory provisions, as enumerated in the body of resolution, the Company is required to seek approval of members for an increase in the Authorized Share Capital and for the alteration of Capital Clause of the Memorandum of Association of the Company.

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

The Board of Directors recommends the resolution set out in Item no. 7 of the accompanying Notice for the approval of the members.

Item no 8

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 meeting held on 19.07.2022 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. 8 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.