

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting of the members of Sakhi Mahila Milk Producer Company Limited will be held on Tuesday 24th September, 2024 at Pratap Auditorium, Scheme No.-8, Alwar, Rajasthan-301001 at 01.15 P.M. to transact the following business:

- 1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2024, the Statement of Profit and Loss and Cash Flow Statement for the period ended on that date and the Director's and Auditor's report thereon and to pass following 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 period ended on that date together with Schedules and notes forming a part thereof and the Director's and Auditor's 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 2024, on 9,20,754 equity shares of Rs.100 (Rupees Hundred Only) each fully paid up absorbing ₹ 73,66,032 (Rupees Seventy Three Lacs Sixty Six Thousand Thirty Two 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 Smt. Savita Devi (DIN 10762144) (Representing Class-A) as Director in place of Smt. Koushalya Devi (DIN 08961621) (Representing No Class) who retires by rotation and being ineligible for re-appointment and in this regard to adopt 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. Koushalya Devi (DIN 08961621) (Representing No Class) 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. Savita Devi (DIN 10762144) (Representing Class-A) as Director and whose period of office shall be liable to retire by rotation.”

- 4. To consider and appoint Smt. Suman Kumari (DIN 10762302) (Representing Class-A) as Director in place of Smt. Koushalya Devi (DIN 08961621) (Representing No Class) who retires by rotation and being ineligible for re-appointment and in this regard to adopt 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. Sunita Bai (DIN 09312203) (Representing No Class) 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. Suman Kumari (DIN 10762302) (Representing Class-A) as Director and whose period of office shall be liable to retire by rotation.”

- 5. To consider and appoint Smt. Saroj Devi (DIN 10762476) (Representing Class-A) as Director on the Board of the Company.**

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

“RESOLVED THAT Smt. Saroj Devi (DIN: 10762476) be and is hereby appointed as Director in terms of provisions of Section 152, 161, 378P of the Companies Act, 2013 any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (together with any statutory modifications or re-enactment thereof for the time being in force) whose period of office shall be liable to retire by rotation.”

6. To consider and appoint Smt. Daya Sharma (DIN 10762534) (Representing Class-B) as Director on the Board of the Company.

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

“RESOLVED THAT Smt. Daya Sharma (DIN: 10762534) be and is hereby appointed as Director in terms of provisions of Section 152, 161, 378P of the Companies Act, 2013 any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (together with any statutory modifications or re-enactment thereof for the time being in force) whose period of office shall be liable to retire by rotation.”

7. To consider and appoint Smt. Gayatri Sihag (DIN 10762543) (Representing Class-B) as Director on the Board of the Company.

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

“RESOLVED THAT Smt. Gayatri Sihag (DIN: 10762543) be and is hereby appointed as Director in terms of provisions of Section 152, 161, 378P of the Companies Act, 2013 any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (together with any statutory modifications or re-enactment thereof for the time being in force) whose period of office shall be liable to retire by rotation.”

8. 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. 12 Crores (Rupees Twelve Crores Only) divided into 12,00,000 (Twelve Lacs) Equity Shares of Rs.100/- (Rupees One Hundred) each to Rs. 25 Crore (Rupees Twenty Five Crores) divided into 25 Lacs (Twenty Five Lacs) Equity Shares of Rs.100/- (Rupees One Hundred) each by the creation of an additional 12,00,000 (Twelve 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. 25,00,00,000 (Rupees Twenty Five Crores) divided into 25,00,000 (Twenty Five 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.”

9. To consider and approve Secondment agreement with 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 Company for entering in to secondment arrangement/agreement with NDDB 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 NDDB 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 01st April,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.”

11. To consider and approve the Budget of the Company for the FY 2024-25.

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

By order of the Board of Directors

Place: Alwar

Date: 30.08.2024

Dharmendra Kumar
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 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.

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.

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

Item Nos. 3,4,5,6,7

Name	Occupation	Qualification
Smt. Savita Devi	Animal husbandry & dairying	Graduation
Smt. Suman Kumari	Animal husbandry & dairying	Graduation
Smt. Saroj Devi	Animal husbandry & dairying	Secondary
Smt. Daya Sharma	Animal husbandry & dairying	Graduation
Smt. Gayatri Sihag	Animal husbandry & dairying	Graduation

By order of the Board of Directors

Place: Alwar

Date: 30.08.2024

Dharmendra Kumar
Chief Executive & Director

Explanatory Statement

Item No. 8

Presently, the Authorised Capital of the Company is Rs. 13,00,00,000/- (Rupees Thirteen Crores), and its issued, subscribed and paid-up share capital is Approx. Rs. 9.71 Crores (Nine Crores Seventy one Lacs). 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. 25 Crores. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company to Rs. 12 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.8 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. 8 of the accompanying Notice for the approval of the members.

Explanatory Statement

Item No. 9

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 where under 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 52nd meeting held on 18th May, 2024 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 Sakhi MMPCL.
- 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 up to the date of the general meeting at the registered office 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. 9 of the accompanying Notice for the approval of the members.

Explanatory Statement

Item No. 10

Sakhi Mahila Milk Producer Company Limited ('Company') is incorporated as a producer company on 19th march, 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 29th March, 2024 accordingly, the Company has executed an agreement with NDS dated 01st April, 2024 for supply of milk. Company has already been started to supply milk to NDS on daily basis w.e.f. 7th April, 2024.

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

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