

UMANG DAIRIES LIMITED

Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002



12th July 2024

Electronic filing

Department of Corporate Services/Listing BSE
Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

Scrip Code No. 500231

National Stock Exchange of India Ltd.
“Exchange Plaza” Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051

Symbol : UMANGDAIRY
Series : EQ

Dear Sir/Madam,

**Re: Regulation 34 of the SEBI (Listing Obligations and Disclosure requirements)
Regulations 2015 - Annual Report for the financial year 2023-24**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), please find enclosed herewith Annual Report of the Company for the financial year 2023-24, along with the Notice of 31st Annual General Meeting being sent to those Members by e-mail whose e-mail addresses are registered with the Company/ Depository Participant(s), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. The Annual Report is also uploaded on the website of the Company at www.umangdairies.com.

Submitted for your kind reference & records.

Thanking you.

Yours faithfully,
For Umang Dairies Limited

(Pankaj Kamra)
Company Secretary

Encl: a/a



Admn. Office : Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002, Ph. : (011) 66001162, 66001112, Fax : 23739475

E-mail : umang@jkmil.com

Regd. Office : Gajraula Hasanpur Road, Gajraula - 244 235 Dist. Amroha (U.P.) Ph. : (05924) 252491- 92, Fax : (05924) 252495

E-mail : udl@umangdairy.com, Website : www.umangdairies.com, C I N : L15111UP1992PLC014942

AN ISO 9001 : 2008, HACCP, ISO 14001 : 2004 & OHSAS 18001 : 2007 Certified Company



Umang Swad aur khushiyan Badhaye

ANNUAL REPORT 2023-24





Umang Dairies strives to create a self-reliant and healthy nation by offering a wide range of milk products with excellent quality, delightful taste, and unmatched purity. Through our range of health-enriching products, we aim to improve the overall quality of life and bring happiness to our consumers.





BOARD OF DIRECTORS

Amar Singh Mehta
Desh Bandhu Doda
Virupakshan Kumaraswamy
Rajiv Sheopuri
Ramesh Chand Surana
Poonam Singh

ADMINISTRATIVE OFFICE

Gulab Bhawan (Rear Block), 3rd Floor
6A, Bahadur Shah Zafar Marg
New Delhi - 110 002
Phone : (011) 68201770
E-mail : umang@jkmil.com
website : www.umangdairies.com

REGISTERED OFFICE

Gajraula-Hasanpur Road
Gajraula - 244 235
Distt. Amroha
Uttar Pradesh
Phone : (05924) 252491 - 2
E-mail : udl@umangdairies.com
CIN: L15111UP1992PLC014942

AUDITORS

Singhi & Co.
Chartered Accountants

COMPANY SECRETARY

Pankaj Kamra

BANKERS

Axis Bank

SHARE TRANSFER AGENT

MAS Services Ltd.
T-34, 2nd Floor, Phase - II
Okhla Industrial Area
New Delhi – 110 020
Phone : (011) 26387281/82/83
E-mail : investor@masserv.com

**BOARD'S REPORT AND MANAGEMENT DISCUSSIONS AND ANALYSIS****To the Members,**

The Directors have pleasure in presenting the 31st Annual Report along with Audited Financial Statements of the Company for the financial year ended 31st March 2024.

FINANCIAL RESULTS

(₹ in crore)

Particulars	2023-24	2022-23
Revenue from Operations and Other Income	288.57	294.84
Profit/(Loss) before Finance Cost and Depreciation (PBIDT)	11.72	5.51
Profit/(Loss) before Tax (PBT)	1.38	(4.48)
Profit/(Loss) after Tax (PAT)	1.34	(3.26)
Surplus brought forward	22.78	25.57
Total amount available for appropriation	24.12	22.10
APPROPRIATIONS:		
General Reserve	0.00	0.00
Dividend (Incl. Tax)	0.00	0.00
Surplus carried forward	23.99	22.78

DIVIDEND

Due to inadequacy of profits and to conserve financials resources for business operations, the Board does not recommend any dividend on equity shares for the financial year ended 31st March 2024.

OPERATIONS

The Revenue from Operations was Rs. 288.57 crore during the year as compared to Rs. 294.84 crore in the previous year.

Raw milk prices eased especially in the second half of the financial year due to good monsoons, and lower fodder cost. This helped your Company in improving margins.

Apart from selling milk products under its own brand, your Company also undertakes certain job-work and receive conversion charges on it. These job-work contracts helped the Company in fully utilising its plant capacity thereby achieving economies of scale. The slight decline in sales is due to higher volume of conversion and lower volume of commodity products. The volumes are expected to improve in the coming quarters due to distribution expansion in the new geographies and channels.

There is improvement in the operational parameters of the plant in the last few months of the financial year. This is expected to further improve leading to increase in overall efficiency and competitiveness in the market.

Milk Procurement / Raw Material Security

Your Company has a long procurement network through Village Level Milk Collection Centres/Bulk Milk Cooler (BMC)/Milk Chilling Centres. It is proud to support more than 25,000 farmers. This network helps ensure hygienic and good quality raw milk.

In-house capability of Quality Assurance lab (QA)/infrastructure is maintained to ensure systems and processes are in place for quality compliance from raw milk to finished products. Necessary investment is being done in the entire value chain for securing quality raw material to support the growth plans.



Food Safety

The Company has upgraded its plant to further amendments of FSSC 22000 version 5.1, GMP and Quality Management System as per ISO: 9001 – 2015. 20 Certified Internal Auditors continued their support for compliances across functions at the plant site as well as the front end to ensure quality products reach to the end consumers.

Good Manufacturing Practices (GMP), Prevention of Food Fraud, Food Threats and Integrated Pest Management System and Training of shop floor people remained the most focused areas of compliance.

INDUSTRY SCENARIO

India is the largest producer and consumer of dairy products with volume of 230 Million MT contributing 23% of the global milk production. Milk is the largest agricultural commodity, and bigger than the next three crops (Rice, Wheat and Sugarcane) put together.

Value-added dairy products have witnessed healthy growth driven mainly by increasing disposal income, growing middle class, increasing working and urban population. The growth is led by both consumer and institutional segment. Subdued commodity prices this year after steep rise in the previous year has also helped in the industry growth.

OPPORTUNITIES & THREATS

Opportunities

- i. Increasing preference for packed and branded products over loose / unbranded products leading to increase in overall market.
- ii. Lower fodder prices will improve India's cost competitiveness in the global dairy landscape.
- iii. E-commerce and quick commerce channel provide new opportunities for growth.

Threats

- i. Dairy analogues, adulteration and plant-based products pose a major challenge and threat to the dairy industry specially to value added product category.
- ii. Milk price volatility and regional disparities, including subsidies given by some states from time to time.
- iii. Environmental issues and water scarcity.

GROWTH OUTLOOK

Indian Dairy Industry has shown consistent growth from last few years after COVID in both consumer and institutional demand. The trend is expected to continue this year. Value added Dairy Products are expected to grow in double digit to drive the overall organized dairy category to around 8 lac crore in 2024. There is no major headwind expected on the overall volume growth this year.

RISKS & CONCERNS

Subsidy to farmers by some states in the recent past has disrupted the overall commodity market.

HUMAN RESOURCE MANAGEMENT/ INDUSTRIAL RELATIONS

Employees are considered as key stakeholders in the progress of organisation and various initiatives are being taken to upgrade their skills through internal and external training. Job rotation opportunities are encouraging people to take on new roles and maximize their learning and work experience. "Reward and Recognition" schemes have been introduced to develop a competitive and performance-oriented work culture. Automation of HR functions helps in building speed, accuracy and improve employee experience. In order to encourage leadership and problem-solving qualities among workmen, your Company has established cross Functional Team projects. Your Company provides various Communication platforms with Senior Leadership to ensure open and transparent feedback from employees.

Industrial Relations remained cordial throughout the year under review.



INTERNAL CONTROL SYSTEM

The Company has in place adequate internal controls commensurate with the size and nature of its operations.

There is a Corporate Internal Audit team consisting of qualified professionals. In addition, services of external Audit firm is also availed to further strengthen its effectiveness. Regular internal audits are conducted to review the internal control systems and compliance thereof as per the annual audit plan approved by Audit Committee of the Board. The findings of the Audit team are reviewed by the Audit Committee and corrective actions are initiated, where necessary. In addition, the Company also follows a Compliance monitoring software tool to capture status of all applicable statutory compliances online.

CAPITAL STRUCTURE

During the year under review, there has been no change in the Authorised and Paid-up share capital of the Company. As on 31st March 2024, the Authorised Share Capital of the Company was Rs. 21 crore and Paid Up Share Capital was Rs. 11 crore. During the year under review, CARE Ratings Limited has assigned rating of BBB+ to Company's Long Term Facilities of Rs. 35 Crore.

SCHEME OF ARRANGEMENT

The Board of Directors of Umang Dairies Limited at its Meeting held on 28th June, 2023 had approved a composite Scheme of Arrangement ('the Scheme') amongst Bengal & Assam Company Limited (BACL), Parent Company, Panchmahal Properties Limited ('PPL'), a Wholly-owned Subsidiary of BACL, and the Company and their respective Shareholders and Creditors, pursuant to the provisions of Sections 230 and 232 of the Companies Act, 2013 ('the Act') for (a) Demerger of dairy business of UDL with and into PPL and residual business of UDL into and with BACL, w.e.f. 1st April, 2023 (Appointed Date).

The said Scheme is pending for approval of the Shareholders and Creditors of the Company and BACL. Post approval, the Scheme will be filed for approval of jurisdictional National Company Law Tribunals, Stock Exchanges and other Regulatory/ Statutory Authorities.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of the Act, the Annual Return of the Company is available on the website of the Company and can be accessed at <https://www.umangdairies.com/Annual%20Return%202023-24.pdf>

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year the Company has not given/made any loans, guarantees/securities and investments in terms of the provisions of Section 186 of the Act.

RELATED PARTY TRANSACTIONS

During the financial year ended 31st March 2024, all the contracts or arrangements or transactions entered into by the Company with the Related Parties were in the ordinary course of business and on arm's length basis and were in compliance with the applicable provisions of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions is available on the website of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Ms. Poonam Singh (DIN:07122781) was appointed as Non-Executive Non-Independent Director of the Company w.e.f. 4th August 2023 and the requisite resolution in this regard was passed by the Shareholders at the Annual General Meeting (AGM) held on 11th September 2023. The Board is of the opinion that Ms. Poonam Singh has high integrity and relevant experience.

During the year under review, Ms. Pooja Gurwala (DIN:08663866) resigned from the Directorship of the Company w.e.f. 8th July 2023. The Board wishes to place on record its appreciation for the services rendered by her during her tenure.



Shri Manish Upadhyaya was appointed as Chief Executive Officer designated as Business Head and Whole time Key Managerial Personnel w.e.f. 19th May 2023 and had resigned from the said position w.e.f. close of business hours on 31st January 2024.

Shri Desh Bandhu Doda (DIN:00165518) and Shri Rajiv Sheopuri (DIN:03450185), Independent Directors, who were appointed by the Members at the AGM of the Company held on 16th September 2021, pursuant to the provisions of the Act and Listing Regulations, for a term of three consecutive years w.e.f. 19th August 2021, are proposed to be re-appointed as Independent Directors of the Company for a further term of five consecutive years w.e.f. 19th August 2024, subject to approval of the Members at the forthcoming AGM of the Company.

Post transfer of Shri Puneet Garg, Chief Financial Officer of the Company to another Company within the group, he ceased to Chief Financial Officer of the Company w.e.f. 7th July 2023 and Shri Raghav Garg was appointed as Chief Financial Officer of the Company w.e.f. 4th August 2023. Subsequently, Shri Raghav Garg was also appointed as Manager of the Company w.e.f. 29th April 2024 from wherein post organizational restructuring he stepped down as Manager of the Company w.e.f. 22nd May 2024.

Shri Satyander Sharma was appointed as Manager of the Company w.e.f. 22nd May 2024, subject to approval of the Members at the ensuing AGM of the Company.

Shri V. Kumaraswamy (DIN: 02443804), retires by rotation and being eligible offers himself for re-appointment at the forthcoming AGM of the Company.

All the Independent Directors of the Company have given requisite declarations that they meet the criteria of independence as provided under the Act and Listing Regulations.

Except as stated above, there was no other change in Directors and Key Managerial Personnel of the Company, during the year under review.

CORPORATE SOCIAL RESPONSIBILITY

Your Company considers community as its key stakeholder and endeavours to create economically viable and socially inclusive. CSR programmes of the Company are aimed at inclusive development and welfare of the community by providing livelihood opportunities through micro enterprises, healthcare, sanitation, education, empowering women through adult literacy and other means. Though the Company is not statutorily required to contribute for CSR activities, yet as a responsible Corporate it continues to support CSR projects/activities which it had initiated in the past.

The Company has a Corporate Social Responsibility (CSR) Policy in accordance with the provisions of the Act. CSR Policy of the Company is displayed on the website of the Company.

Annual Report on CSR activities during the financial year ended 31st March 2024, in the prescribed format, is annexed to this Report as Annexure-1 and forms part of it.

AUDITORS & THEIR REPORTS

(a) Statutory Auditors

In accordance with the provisions of the Act and the Rules made thereunder, M/s Singhi & Co., Chartered Accountants, were reappointed as Statutory Auditors of the Company for their second term of five consecutive years from the conclusion of the 29th AGM till the conclusion of the 34th AGM to be held in the year 2027.

The observations of the Auditors in their report on Accounts and the Financial Statements, read with the relevant notes are self-explanatory. The Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer. During the year under review, the Auditors have not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed.

(b) Secretarial Auditor

The Board of Directors had appointed Shri Namo Narain Agarwal, Company Secretary in Practice, as Secretarial Auditor to carry out Secretarial Audit of the Company for the financial year 2023-24. The Report given by him for the said financial year in the prescribed format, pursuant to the provisions of Section 204 of the Act and Regulation 24A of the Listing Regulations, is annexed to this Report as Annexure-2 and forms part of it. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.



(c) Cost Auditor

In accordance with the provisions of Section 148(1) of the Act, the Company has maintained cost accounts and records. The Cost Audit for the financial year ended 31st March 2023 was conducted by M/s Sanjay Kumar Garg & Associates, Cost Accountants, and the Cost Audit Report was duly filed with the Ministry of Corporate Affairs, Government of India. The Audit of the Cost Records for the financial year ended 31st March 2024, is being conducted by the said firm and the Report will also be filed with the Ministry of Corporate Affairs, Government of India.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations. Further, during the year under review, no applications were made or no proceedings were pending as at the end of the year under the Insolvency and Bankruptcy Code, 2016.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

CHANGE IN THE NATURE OF BUSINESS

During the year under review, there was no change in the nature of business of the Company.

CONSERVATION OF ENERGY ETC.

The details as required under Section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014 is annexed to this Report as Annexure-3 and forms part of it.

PARTICULARS OF REMUNERATION

Disclosure of the ratio of the remuneration of each Director to the median employee's remuneration and other requisite details pursuant to Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed to this Report as Annexure-4 and forms part of it. Further, Particulars of Employees pursuant to Rule 5(2) & (3) of the above Rules, also form part of this Board Report. However, in terms of provisions of Section 136 of the Act, the Annual Report for the financial year 2023-24 is being sent to all the members of the Company and others entitled thereto, excluding the said particulars of employees. Any member interested in obtaining such particulars may write to the Company Secretary. The said information is also available for inspection at the Registered Office of the Company on working days during working hours.

CORPORATE GOVERNANCE

Your Company reaffirms its commitment to the highest standards of corporate governance practices. Pursuant to Regulation 34 read with Schedule V of the Listing Regulations, Management Discussion and Analysis, Corporate Governance Report and Auditors Certificate regarding compliance of conditions of Corporate Governance are made part of this Annual Report.

The Corporate Governance Report which forms part of this Annual Report, also covers the following:

- a) Particulars of the five Board Meetings held during the financial year under review.
- b) Policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management including, inter alia, the criteria for performance evaluation of Directors.
- c) The manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual Directors.
- d) The details with respect to composition of Audit Committee and establishment of Vigil Mechanism.
- e) Details regarding Risk Management.
- f) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.



DEPOSITS

During the year under review, the Company has not taken any deposits from the public.

COMPLIANCE WITH SECRETARIAL STANDARDS

The applicable Secretarial Standards issued under Section 118 of the Act have been complied with by the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(3)(c) of the Act, your Directors state that:-

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures; if any;
- b) the accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the said Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) the proper internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively; and
- f) the proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CAUTIONARY STATEMENT

Management Discussion and Analysis Report contains forward looking statements which may be identified by the use of words in that direction or connoting the same. All statements that address expectations or projections about the future, including, but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results are forward looking statements. These are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievement could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise such forward looking statements, on the basis of any subsequent development, information or events.

ACKNOWLEDGEMENT

The Directors wish to thank its Customers, Shareholders, Banks, Dealers, Suppliers and Government Authorities for their continued support.

The Board also places on record its sincere appreciation of the hard work, put in by the employees at all levels during the period under report.

On behalf of the Board of Directors

Place: New Delhi
Date: 22.05.2024

(A.S. Mehta)
Director

(D.B. Doda)
Director



ANNUAL REPORT ON CSR ACTIVITIES DURING THE FINANCIAL YEAR ENDED 31ST MARCH 2024I

1. Brief outline on CSR Policy of the Company:

Umang Dairies Limited endeavours to create communities that are economically viable and socially inclusive. Our CSR programmes are thus a participatory exercise designed to provide better livelihood opportunities. We also support all National Programmes that are aimed at uplifting the status of women, livelihood support through micro enterprises, enabling access to healthcare, sanitation and education. The Company has been focusing on inclusive growth and it has been undertaking activities aimed at welfare of the society in the areas pertaining to Dairy Interest Groups (DIGs), animal welfare, adult literacy among women, free health check-up camps etc.

The Company has framed a CSR Policy as required under Section 135 of the Companies Act 2013 and the Rules made thereunder. The CSR Policy has been posted on the website of the Company.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shri A.S. Mehta	Member, Non-Independent Director	1	1
2	Shri D.B. Doda	Member, Independent Director	1	1
3	Shri V. Kumaraswamy*	Member, Non-Independent Director	1	1

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company; <https://www.umangdairies.com/pdf/CSRPolicy.pdf>
4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. Not Applicable
5. (a) Average Net Profit/(Loss) of the Company as per sub section (5) of section 135; Rs. (527.46) lac
 (b) Two percent of average net profit of the Company as per sub section (5) of section 135(5); Nil
 (c) Surplus arising out of the CSR projects or programmes: or activities of the previous financial years; Nil
 (d) Amount required to be set off for the financial year, if any; Nil
 (e) Total CSR obligation for the financial year [(b) +(c)-(d)]; Nil
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Projects); Nil
 (b) Amount spent in Administrative Overheads: Nil
 (c) Amount spent on Impact Assessment, if applicable: Not Applicable
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)]; Nil
 (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (₹ in lac)	Amount Unspent (₹ in lac)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
-	-	-	-	-	-

(f) Excess amount for set off, if any;

Sl. No.	Particular	Amount (₹ in lac)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

7. Details of Unspent CSR amount for the preceding three financial years:

S. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under sub section (6) of section 135 (₹ in lac)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (₹ in lac)	Amount spent in the reporting Financial Year (₹ in lac).	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years. (₹ in lac)	Deficiency, if any
					Amount (₹ in lac)	Date of Transfer		
1	2022-23	-	-	-	-	-	-	-
2	2021-22	-	-	-	-	-	-	-
3	2020-21	-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No
9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub section (5) of section 135: Not Applicable

Place: New Delhi
Date: 22nd May 2024

(A.S. Mehta)
Director

(D.B. Doda)
Director



**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,
The Members,
Umang Dairies Limited,
Gajraula-Hasanpur Road,
Gajraula – 244235
Dist. Amroha
Uttar Pradesh

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Umang Dairies Limited (CIN: L15111UP1992PLC014942)** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2024** (Audit Period), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - (Not applicable to the Company during the Audit Period)
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - (Not applicable to the Company during the Audit Period);



- (e) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021- (Not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- (Not applicable to the Company during the Audit Period)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - (Not applicable to the Company during the Audit Period); and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations) Regulations, 2015.
- (vi) Management has identified and confirmed that Food Safety and Standards Act, 2006, as being specifically applicable to the company and complied with.

I have also examined compliance with applicable provisions of the Secretarial Standards I and II issued by the Institute of Company Secretaries of India and the Listing Agreements entered into by the Company with the Stock Exchanges.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with provisions of the Act.

Adequate Notice is given to all directors at least seven days in advance to schedule the Board Meeting and agenda and detailed notes on agenda are also sent in advance except when Board Meeting(s) was held at shorter notice in accordance with provisions of Section 173(3) of the Act. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that, based on review of compliance mechanism established by the Company and on the basis of compliance certificates issued by the Company Executives and taken on record by the Board of Directors and Audit Committee at their meeting(s), there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the audit period, there have been the following specific events in the company-

- Consequent upon resignation of Chief Executive Officer of the Company w.e.f. 31.1.2024, Mr. Raghav Garg, Chief Financial Officer, has also been appointed as Manager w.e.f. 29.4.2024.
- Company's Scheme of Arrangement as approved by its Board of Directors has been filed before the Hon'ble National Company Law Tribunal for transfer of Company's Dairy Business to a fellow Subsidiary and the (resultant) Company's amalgamation with the Holding Company, effective 1.4.2023.

This report is to be read alongwith the following-

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.



3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: New Delhi
Date: 09.05.2024
UDIN: F000234F000341443

Namo Narain Agarwal
Secretarial Auditor
FCS No. 234, CP No. 3331



ANNEXURE-3

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo in terms of Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014.

A) CONSERVATION OF ENERGY

These steps taken on conservation / alternate source of energy:

- a. Open Access Power Trading through IEX, Reduction of Power Cost.
- b. Roof Top Solar Plant @700 KWp installed to reduce Grid Power consumption.
- c. Power Factor Devise provided in HT Line to maintain Power Factor.

B) TECHNOLOGY ABSORPTION, ADAPTION AND INNOVATION

Following projects have been initiated, completed and in partly completed during Financial Year 2023-24:

- a. Pasteurisers Plate Pack replacement to improve Re-generation efficiency.
- b. Curd Chach Re-Generative Plate Heat Exchanger (PHE) Installed to save Steam and Refrigeration.
- c. Alfa Dryer Radiator Steam Trapping System and Flash recovery system installed.
- d. Paneer Re-Generative Plate Heat Exchanger (PHE) Installed to save Steam as well as Refrigeration.
- e. Whey Powder Plant commissioned.
- f. 14 Total Petroleum Hydrocarbon (TPH) Boiler Furnace Air distribution Modification done to increase ER ratio.
- g. Boiler Fuel Storage Yard developed to save Fuel in Rainy season.

C) RESEARCH & DEVELOPMENT

No amount was spent on Research & Development.

D) FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ in Lac)

Foreign Exchange Earnings	Nil
Foreign Exchange Outgo	Nil

**Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for FY 2023-24:**

- A. The ratio of the remuneration of each director to the median remuneration of the employees of the Company- Ms. Pooja Gurala, 0.25 (ceased to be Director w.e.f. 8.7.2023); Shri A.S. Mehta, 1.33; Shri V. Kumaraswamy, 0.43; Shri D.B. Doda, 1.42; Shri Rajiv Sheopuri, 0.78; Shri Ramesh Chand Surana, 0.41; Ms. Poonam Singh, 0.24 (appointed w.e.f. 4.8.2023).
- B. The percentage increase/(decrease) in remuneration of each Director, Chief Financial Officer, Company Secretary or Manager, in the financial year 2023-24 – Ms. Pooja Gurwala, Not applicable since ceased to be Director w.e.f. 8.7.2023; Shri A.S. Mehta, 32.43%; Shri V. Kumaraswamy, 33.33; Shri D.B. Doda, 24.41%; Shri Rajiv Sheopuri, 61.11; Shri Ramesh Chand Surana, Not applicable as was appointed as Director during part of the financial year 2022-23; Ms. Poonam Singh, Not applicable as was appointed as Director during part of the financial year 2023-24; Shri Sandeep Bhalla, Not applicable since ceased to be Manager w.e.f. 2.5.2023; Shri Puneet Garg, Not applicable since ceased to be Chief Financial Officer w.e.f. 7.7.2023; Shri Raghav Garg, Chief Financial Officer, Not Applicable as was appointed during part of the financial year 2023-24 and Shri Pankaj Kamra, Company Secretary, 5.32%.
- C. The percentage increase in the median remuneration of employees – 0.67%. The number of permanent employees on the rolls of Company as on 31st March 2024 – 317.
- D. Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2023-24 was 6% whereas the increase in the managerial remuneration for the same financial year: Not Applicable
- E. We affirm that the remuneration paid during the financial year 2023-24 is as per the Remuneration Policy for Directors, Key Managerial Personnel and Senior Management of the Company.

On behalf of the Board of Directors

Place: New Delhi
Date: 22nd May 2024

(A.S. Mehta)
Director

(D.B. Doda)
Director

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Code of Governance:

Corporate Governance is an integral part of values, ethics and the best business practices followed by the Company. The core values of the Company are:

- Commitment to excellence and customer satisfaction
- Maximizing long term shareholders' value
- Socially valued enterprise and
- Caring for people and environment.

In nutshell, the philosophy can be described as observing of business practices with the ultimate aim of enhancing long-term shareholders' value and remaining committed to high standards of business ethics. The Company has in place a Code of Corporate Ethics and Conduct reiterating its commitment to maintain the highest standards in its interface with stakeholders and clearly laying down the core values and corporate ethics to be practiced by its entire management cadre.

2. Board of Directors:

The Board of Directors consists of six Non-Executive Directors as on 31st March 2024, out of which, three are Independent Directors. Five Board Meetings were held during the financial year 2023-24 i.e., on 19th May 2023, 28th June 2023, 4th August 2023, 7th November 2023 and 6th February 2024. Attendance and other details of the Directors for the financial year ended 31st March 2024 are given below:

S. No. ^a	Name of Directors	Category	No. of Board Meetings attended	Whether attended last AGM (13.09.2023)	No. of other Directorships and Committee Memberships/ Chairmanships		
					Other Directorships ^b	Other Committee Memberships ^c	Other Committee Chairmanships ^c
1.	Shri A.S. Mehta	Non-Executive Non-Independent	5	Yes	8	4	-
2.	Shri V. Kumaraswamy	Non-Executive Non-Independent	5	Yes	3	-	-
3.	Shri D. B. Doda	Independent	5	Yes	1	-	-
4.	Shri Rajiv Sheopuri	Independent	5	Yes	-	-	-
5.	Shri R.C. Surana	Independent	4	No	1	1	-
6.	Ms. Pooja Gurwala (ceased w.e.f. 8th July 2023)	Non-Executive Non-Independent	2	N.A.	N.A.	N.A.	N.A.
7.	Ms. Poonam Singh (appointed w.e.f. 4th August 2023)	Non-Executive Non-Independent	3	Yes	1	-	-

N.A.- Not Applicable

Ms. Pooja Gurwala tendered her resignation from the Directorship in the Company w.e.f. 8th July 2023.

The appointment of Independent Directors is in accordance with the provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). Independent Directorships held by the Directors are in accordance with the Listing Regulations.

Based on the declarations received from the Independent Directors, the Board confirms that in its opinion, all the Independent Directors of the Company fulfill the conditions specified in the Listing Regulations and are independent of the management of the Company.



- a. DIN of the above named Directors in seriatim: 1. 00030694, 2. 02443804, 3. 00165518, 4. 03450185, 5. 00089854, 6. 08663866 and 7. 07122781
- b. excluding Private Limited Companies, Foreign Companies and Companies under Section 8 of the Act.
- c. only includes Memberships/Chairmanships of Audit Committee and Stakeholders' Relationship Committee.

At present the Directors of the Company have not elected any designated Chairman but the Directors present at each meeting elect one of the Non-Executive Directors then present to be the Chairman of the meeting. However, the Company complies with requirement of Regulation 17 of the Listing Regulations, as three out of six Directors are Independent Directors.

Details of Directorships in other Listed companies and the category of Directorships:

Name of Director : Name of the Listed Company (Category of Directorships)

Shri A.S. Mehta is Executive Director in JK Paper Limited.

Shri R.C. Surana is Independent Director in Kamdhenu Ventures Limited.

Note: Other Directors do not hold directorship in any other listed Company.

The Board periodically reviews Compliance Reports outlining all laws applicable to the Company and has put in place procedure to review steps to be taken by the Company to rectify instances of non-compliances, if any.

The Company already has a Code of Conduct in position for Management Cadre Staff (including Executive Directors). In terms of provisions of Regulation 17(5) of the Listing Regulations and contemporary practices of good corporate governance, the Board has laid down a code of conduct for all Board Members and Senior Management of the Company and the same is available on the website of the Company (www.umangdairies.com). All the Board Members and Senior Management Personnel have affirmed compliance with the said code. This report contains a declaration to this effect signed by Director. The Board is also satisfied that plans are in place for orderly succession for appointments to the Board and to Senior Management.

None of the Directors are related to each other.

Number of Equity Shares of Rs. 5/- each of the Company held by the Non-Executive Directors are: Shri D.B. Doda (50 Equity Shares). None of the other Non Executive Directors hold any equity shares of the Company. The Company does not have any outstanding convertible instruments.

3. Separate Meeting of the Independent Directors

In accordance with the provisions of Schedule IV of the Act and Regulation 25 of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 6th February 2024. Shri Rajiv Sheopuri was unanimously elected as Chairman of the meeting and all the Independent Directors of the Company were present at the said Meeting.

4. Familiarisation Programme for Independent Directors

In accordance with the provisions of Regulation 25(7) of the Listing Regulations, the Company has been conducting various familiarisation programmes for Independent Directors. The details of such familiarisation programmes for Independent Directors have been disclosed on the website of the Company, the web link for which is:

<https://www.umangdairies.com/Familiarisation%20Programme%20for%20Independent%20Directors.pdf>

5. Board Skills, Expertise or Competence

The Board of Directors collectively possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales & marketing, operations, corporate governance, education, community service and other disciplines as required in the context of the Company's operations.

The core skills, experience and knowledge of individual Directors are: (a) Shri A.S. Mehta – professional having operational, marketing, financial & industry experience and corporate governance skill; (b) Shri V. Kumaraswamy – Finance, law and corporate governance skill; (c) Shri D.B. Doda – sales & marketing and operations; (d) Shri Rajiv Sheopuri - sales & marketing; (e) Shri R.C. Surana – operational, marketing, finance & industry experience and corporate governance skill and Ms. Poonam Singh – professional and corporate governance skill.

6. Performance Evaluation

As required, Nomination and Remuneration Committee of Directors specified the manner for effective evaluation of performance of the Board, its Committees and Individual

Directors (including Independent Directors) in accordance with the provisions of the Act and the Listing Regulations.

Accordingly, the Board of Directors has made formal annual evaluation of its own performance and that of its Committees and Individual Directors (including Independent Directors) in accordance with the manner specified by the Nomination and Remuneration Committee of Directors.

Performance of the Board was evaluated after seeking inputs from all the Directors on the basis of the criteria such as adequacy of its composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of the criteria such as composition of committees, terms of reference of committees, effectiveness of the committee meetings, participation of members in meetings of the committees, etc.

The Board also carried out evaluation of the performance of individual Directors (including Independent Directors) on the basis of criteria such as attendance and effective participation and contributions at the meetings of the Board and its Committees, exercise of his duties with due & reasonable care, skill and diligence, etc.

In a separate meeting of the Independent Directors of the Company, performance of Non-Independent Directors, performance of the Board as a whole and Chairman was evaluated, taking into account the views of Non-Executive Directors of the Company. The Chairman of the Meeting of the Independent Directors apprised the Board about the evaluation carried by them and that the Independent Directors were satisfied in this regard.

7. Audit Committee:

The Composition and the “Terms of Reference” of the Committee are in conformity with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations.

Five meetings of the Committee were held during the financial year 2023-24.

The Composition of the Committee and attendance of the Members at the Meetings are as follows:

Name	Position	Category	No. of Meetings attended
Shri A.S. Mehta	Member	Non-Executive Non-Independent	5
Shri D. B. Doda	Member	Independent Director	5
Shri Rajiv Sheopuri	Member	Independent Director	5

The Audit Committee does not have a designated Chairman. The members of the Audit Committee present at each meeting elect one of the Independent Directors to be the Chairman of the meeting.

Dates of the meetings and the number of the Members attended are:

Dates of meetings	No. of Members attended
19th May 2023	3
28th June 2023	3
4th August 2023	3
7th November 2023	3
6th February 2024	3

The Committee Meetings were attended by Chief Executive Officer, Internal Auditor, Company Secretary and the representative of Statutory Auditors. The Head of Finance Function also regularly attends the Committee Meetings.

8. Stakeholders’ Relationship Committee:

The Composition and the “Terms of Reference” of the Committee are in conformity with the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations.

Two meetings of the Committee were held during the financial year 2023-24.

The Composition of the Committee and attendance of the Members at the Meetings are as follows:

Name	Position	Category	No. of Meeting attended
Shri A.S. Mehta	Member	Non-Executive Non-Independent	2
Shri D.B. Doda	Member	Independent Director	2
Shri R.C. Surana	Member	Independent Director	1

The Stakeholders Relationship Committee does not have a designated Chairman. The members of the Stakeholders Relationship Committee present at each meeting elect one of the Non-Executive Directors to be the Chairman of the meeting.

Dates of the meetings and the number of the Members attended are:

Dates of meetings	No. of Members attended
7th November 2023	2
6th February 2024	3

Shri Pankaj Kamra, Company Secretary is the Compliance Officer.

Two investor complaint were received during the financial year ended 31st March 2024, which were promptly resolved to the satisfaction of concerned investors. There are no pending complaints as on 31st March 2024.

The Board has delegated the power of physical share transfer/transmission/transposition to the Share Transfer Committee of Directors which are regularly attended and all valid requests are processed in time. In this regard, details of Share Transfer System are given in Point No. 17(x) of this report.

During the financial year 2023-24, 10 meetings of the said Share Transfer Committee of Directors were held.

9. Corporate Social Responsibility Committee:

The Composition and Role of the Committee are in conformity with the provisions of Section 135 of the Act.

One Meeting of the Committee was held during the financial year 2023-24.

The Composition of the Committee and attendance of the Members at the Meeting are as follows:

Name	Position	Category	No. of Meetings attended
Shri A.S. Mehta	Member	Non-Executive Non-Independent	1
Shri D.B. Doda	Member	Independent Director	1
Shri V. Kumar-aswamy	Member	Non-Executive Non-Independent	1

The Corporate Social Responsibility Committee does not have a designated Chairman. The members of the Corporate Social Responsibility Committee present at each meeting elect one of the Directors to be the Chairman of the meeting.

Date of the meeting and the number of the Members attended are:

Date of meetings	No. of Members attended
19th May 2023	3

10. Nomination and Remuneration Committee:

The Composition and the "Terms of Reference" of the Committee are in conformity with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations.

Two meetings of the Committee were held during the financial year 2023-24.

The Composition of the Committee and attendance of the Members at the Meetings are as follows:

Name	Position	Category	No. of Meetings attended
Shri A.S. Mehta	Member	Non-Executive Non-Independent	2
Shri D. B. Doda	Member	Independent Director	2
Shri Rajiv Sheopuri	Member	Independent Director	2

The Nomination and Remuneration Committee does not have a designated Chairman. The members of the Nomination and Remuneration Committee present at each meeting elect one of the Independent Directors to be the Chairman of the meeting.

Dates of the meetings and the number of the Members attended are:

Dates of meetings	No. of Members attended
19th May 2023	3
4th August 2023	3

During the financial year 2023-24, attendance of Directors/ Members of the Committees in Board/Committee meetings includes participation through Video Conferencing or Other Audio Visual Means. The Company Secretary acts as the Secretary of all the Committees of the Board.

11. Nomination and Remuneration Policy:

In accordance with the provisions of the Act and the Listing Regulations, the Company has put in place the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and Senior Management of the Company including criteria for determining qualifications, positive attributes, and independence of a Director as well as a policy on Board Diversity. The said policy is available at

the website of the Company and the weblink for the same is https://www.umangdairies.com/images/Nomination_and_Remuneration_Policy.pdf

The said policy provides as follows:

- (i) The Nomination and Remuneration Committee of Directors (the Committee) shall take into consideration the following criteria for recommending to the Board for appointment of a Director of the Company: (a) Qualifications & Experience (b) Positive attributes like respect for Company's core values, professional integrity, strategic capability with business vision, etc. (c) In case the proposed appointee is an Independent Director, he should fulfill the criteria for appointment as an Independent Director as per the provisions of the Act, Listing Regulations and other applicable laws & regulations and should have the capabilities identified in the description of the role and capabilities required of an independent director as may be prepared by the Committee. (d) The incumbent should not be disqualified for appointment as Director pursuant to the provisions of the Act or other applicable laws & regulations.
- (ii) The Committee will recommend to the Board appropriate compensation to Executive Directors subject to the provisions of the Act, Listing Regulations and other applicable laws & regulations. The Committee shall periodically review the compensation of such Directors in relation to other comparable companies and other factors, the Committee deems appropriate. Proposed changes, if any, in the compensation of such Directors shall be reviewed by the Committee subject to approval of the Board.
- (iii) The evaluation of performance of the Board, its Committees and individual Directors will be carried out by the Board, in the manner specified by the Committee from time to time and in accordance with other applicable provisions of the Act and the Listing Regulations, in this regard.
- (iv) The Committee will review from time to time Board diversity to bring in professional performance in different areas of operations, transparency, corporate governance, financial management, risk assessment & mitigation strategy and human resource management in the Company. The Company will keep succession planning and board diversity in mind in recommending any new name of Director for appointment to the Board.

- (v) The eligibility criteria for appointment of Key Managerial Personnel (KMPs) and other senior management personnel shall vary for different positions depending upon the job description of the relevant position. In particular, the position of KMPs shall be filled by Senior Personnel having relevant qualifications and experience. The Compensation structure for KMPs and other senior management personnel shall be as per Company's remuneration structure taking into account factors such as level of experience, qualification and suitability which shall be reasonable and sufficient to attract, retain and motivate them. The remuneration would be linked to appropriate performance benchmarks. The remuneration may consist of fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

12. Senior Management

Particulars of Senior Management of the Company are as stated below:

Shri Raghav Garg, Chief Financial Officer and Shri Pankaj Kamra, Company Secretary.

During the financial year 2023-24, Shri Manish Upadhyaya was appointed as Chief Executive Officer designated as Business Head and Whole time Key Managerial Personnel have been included as Senior management of the Company with effect from w.e.f. 19th May 2023, by the Board of Directors of the Company, as recommended by the Nomination & Remuneration Committee and had resigned from the said position w.e.f. close of business hours on 31st January 2024.

Post transfer of Shri Puneet Garg, Chief Financial Officer of the Company to another Company within the group, he ceased to Chief Financial Officer of the Company w.e.f. 7th July 2023 and Shri Raghav Garg was appointed as Chief Financial Officer of the Company have been included as Senior management of the Company with effect from w.e.f. 4th August 2023, by the Board of Directors of the Company, as recommended by the Nomination & Remuneration Committee.

13. Remuneration Paid to the Directors

Details of sitting fees paid by the Company to all Non-Executive Directors for attending the meetings of the Board and/or Committees of Directors (including sitting fee for a separate meeting of Independent Directors) during the financial year 2023-24 are as follows: Shri A.S. Mehta:



Rs. 4.90 lac; Shri V. Kumaraswamy: Rs. 1.60 lac; Shri D.B. Doda: Rs. 5.25 lac; Shri Rajiv Sheopuri: Rs. 2.90 lac; Shri R.C. Surana: Rs. 1.60 lac; Ms. Poonam Singh: Rs. 0.90 lac and Ms. Pooja Gurwala: 0.60 lac.

The Company has not paid any Commission to the Non-Executive Directors for the financial year 2023-24.

Non-Executive Directors did not have any other material pecuniary relationship or transaction vis-à-vis the Company during the said financial year.

14. General Body Meetings

(A) **Location and time for last three Annual General Meetings were:**

Financial Year	Location	Date	Time
2020-21	Through Video Conferencing (Deemed venue of the meeting: Registered Office: Gajraula - Hasanpur Road, Gajraula-244235, Distt. Amroha, Uttar Pradesh)	16.09.2021	12.30 P.M.
2021-22	Through Video Conferencing (Deemed venue of the meeting: Registered Office of the Company as mentioned above)	13.09.2022	12.30 P.M.
2022-23	Through Video Conferencing (Deemed venue of the meeting: Registered Office of the Company as mentioned above)	11.09.2023	12.30 P.M.

(B) Special Resolutions (SRs) passed in previous three Annual General Meetings (AGM): Four SRs were passed at the AGM held on 16th September, 2021 One SR was passed at the AGM held on 13th September 2022 and No SR was passed at the last AGM held on 11th September 2023.

(C) During the financial year 2023-24, No Resolution was passed through Postal Ballot.

(D) There is no immediate proposal for passing any resolution through postal ballot.

15. DISCLOSURES:

(i) Related Party Transactions: Disclosures on materially significant related party transactions that may have potential conflict with the interests of Company at large: None

Suitable disclosure as required by Indian Accounting Standard (Ind As)-24 on Related Party transactions has been made in the Annual Report.

All the Related Party Transactions are dealt with in accordance with the provisions of the Act and Regulation 23 of the Listing Regulations.

The Company has a Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions. This Policy is available on the website of the Company and the weblink for the same is <https://www.umangdairies.com/images/Related-Party-Transaction-Policy-2020.pdf>

(ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: None

(iii) Vigil Mechanism/Whistle Blower Policy: The Company has a Vigil Mechanism/Whistle Blower Policy for the Directors and Employees of the Company to report their genuine concerns or grievances relating to actual or suspected fraud, unethical behaviour, violation of the Company's Code of Conduct or Ethics Policy, and any other event which would adversely affect the interests of the business of the Company. Whistle Blowers may send their concerns/complaints to the Chairman of Audit Committee in a sealed envelope marked confidential, for appropriate action.

The details of establishment of such mechanism have been also disclosed on the website of the Company. It is affirmed that no personnel has been denied access to the Audit Committee.

(iv) Prevention of Sexual Harassment of Women at Workplace: The Company is sensitive to women employees at workplace. As required under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has a formal policy to ensure safety of women and prevention of sexual harassment and has set up a Internal Complaints Committee (ICC) at its work place(s) to redress the complaints of women employees. During the financial year ended 31st March 2024, no complaint has been filed with ICC with allegation of sexual harassment. Further, there were no complaints pending as at the end of the financial year ended 31st March 2024.

(v) Risk Management: The Company has an elaborate Risk Management System to inform Board Members about risk assessment and minimization procedures. These procedures are being periodically reviewed to ensure the executive management controls risk through means of a properly defined framework.



- (vi) Disclosure of commodity price risks and commodity hedging activities: The Company manages fluctuations in raw material prices through stocking by advance procurement when the prices are perceived to be low and also enters into annual buying contracts as strategic sourcing initiative in order to keep raw material availability and prices under check.
- (vii) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations: During the financial year ended 31st March 2024, the Company has not raised any funds through preferential allotment or qualified institutions placement.
- (viii) A certificate has been issued by Shri Namo Narain Agarwal, Company Secretary in Practice (FCS No. 234, CP No. 3331) that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.
- (ix) There were no instances where the Board had not accepted any recommendation of any Committees of the Board which is mandatorily required during the financial year ended 31st March 2024.
- (x) During the financial year ended 31st March 2024, the Company has paid total fees of Rs. 7.05 lac, to the Statutory Auditors, M/s. Singhi & Co., Chartered Accountants, for various services including statutory audit. Further, no fees was paid by the Company to any entity in the network firm/network entity of which the Statutory Auditors are part.
- (xi) **Subsidiary Companies:** During the financial year, the Company did not have any Subsidiary Company.

The Company has a policy for determining material subsidiary as required under Regulation 16 of the Listing Regulations. This Policy is available on the website of the Company and the weblink for the same is https://www.umangdairies.com/images/Policy_for_Determining_Material_Subsiary_revised.pdf

During the financial year 2023-24, the Company did not have any material unlisted subsidiary as defined in Regulation 16 of the Listing Regulations.

- (xii) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount: During the financial year ended 31st March 2024, the Company has not given any loans to firms or companies in which directors are interested. The Company does not have any Subsidiary.

16. Means of Communication:

Quarterly, half yearly and annual financial results are generally published in Business Standard newspaper (all editions including Hindi edition) and are promptly furnished to the Stock Exchanges for display on their respective websites. The results are also displayed on the website of the Company, www.umangdairies.com.

Presentations made to the institutional investors or to the analysts, if any, are promptly displayed on the website of the Company.

17. General Shareholders' Information:

(i) Annual General Meeting (AGM):-

(a) Date and Time : Tuesday, 6th August 2024 at 12:30 P.M.

Venue : At the Registered Office of the Company i.e. Gajraula Hasanpur Road, Gajraula – 244 235, Distt. Amroha, Uttar Pradesh or on such other date/time/place or through video conferencing / other permissible audio visual means as may be decided by the Committee of Directors.

(b) A brief resume and other particulars of Director(s) seeking appointment/ re-appointment at the aforesaid AGM are given in the Notes to the Notice convening the said Meeting.

(ii) Book Closure : Wednesday, 31st July 2024 to Tuesday, 6th August 2024 (both days inclusive)

(iii) Dividend Payment Date : Not Applicable

(iv) Financial Year : April 1 to March 31

(v) Financial Calendar (tentative) : Year Ending March 31

Financial Reporting :



- (a) 1st Quarter ending June 30, 2024
 - (b) 2nd Quarter ending September 30, 2024
 - (c) 3rd Quarter ending December 31, 2024
 - (d) Annual and 4th Quarter ending March 31, 2025
 - (e) Annual General Meeting for the financial year ending March 31, 2025
- Within 45 days of the end of the quarter or within such time limits as may be permissible.
- Within 60 days of the end of the 4th quarter or within such time limits as may be permissible.
- Between July and September 2025

(vi) **Name and address of Stock Exchanges (including Stock Code) where equity shares of the Company are listed:** The Equity Shares of the Company are listed on the following Stock Exchanges :

BSE Limited (Stock Code-500231) Phiroze Jeejeebhoy Towers, Dalal Street Mumbai – 400 001	National Stock Exchange of India Ltd. (Symbol – UMANGDAIRY) “Exchange Plaza” Bandra-Kurla Complex, Bandra (East) Mumbai-400 051
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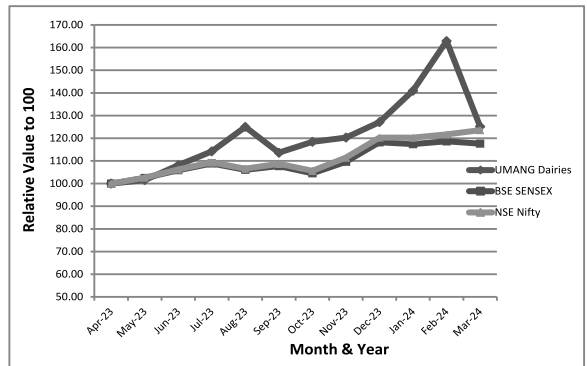
The annual listing fee for the financial year 2024-25 has been paid to both the aforesaid Stock Exchanges.

(vii) **Stock Market Price Data:**

Month	Stock Market Price on BSE Limited (BSE)		Stock Market Price on National Stock Exchange of India Limited (NSE)	
	High (₹)	Low (₹)	High (₹)	Low (₹)
2023				
April	63.78	55.35	63.70	57.50
May	64.37	55.70	64.45	57.40
June	66.00	58.05	66.85	59.00
July	72.75	58.15	72.80	59.50
August	83.00	62.15	83.00	62.30
September	81.50	64.15	77.95	65.00
October	76.60	64.00	76.40	64.40
November	75.00	66.65	74.50	69.00
December	79.69	68.22	79.80	68.30
2024				
January	92.10	72.94	92.25	72.50
February	111.99	73.76	112.00	74.00
March	105.09	73.00	105.45	72.40

(Source : www.bseindia.com) (Source : www.nseindia.com)

(viii) **Umang Dairies Ltd.'s Share Performance vs. BSE Sensex and NSE Nifty (April 2023 to March 2024)**



(Source : www.nseindia.com) (Source : www.bseindia.com)

(ix) **Dematerialisation of shares and liquidity:** The Equity Shares of the Company are presently tradable in compulsory demat segment. The ISIN for Equity Shares of the Company for both the depositories is INE864B01027. As on 31st March 2024, 97.79% of the Company's Equity Share Capital was in dematerialised form.

In respect of Shares held in dematerialised form, all the requests for nomination, change of address and rematerialisation etc. are to be made only to the Depository Participant with whom the Shareholders have opened their Demat Account. The Company will not be in a position to process such requests.

(x) **Share Transfer System:** SEBI has mandated that securities of listed companies can be transferred/traded only in dematerialised form. Further, SEBI vide its circulars/ notifications, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, subdivision/ splitting/ consolidation of certificate, transmission and transposition be also processed in dematerialised form only. On receipt of any such request the Company/RTA will issue a "Letter of Confirmation", in the prescribed format.

In case of shares held in dematerialised form, the transfers are processed by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) through the respective Depository Participants.

(xi) (a) **Distribution of Equity of shareholding (both in physical and electronic form)** as on 31st March, 2024:

Number of Equity Shares held	Shareholders		Shares Held	
	Number	%	Number	%
1 to 500	17544	93.50	17,11,030	7.78
501 to 1,000	620	3.63	5,11,951	2.33
1,001 to 5,000	413	2.50	8,70,582	3.95
5,001 to 10,000	52	0.23	3,74,119	1.70
Over 10,000	27	0.14	1,85,35,518	84.24
Total	18656	100.00	2,20,03,200	100.00

(b) Pattern of Equity Shareholding (both in physical and electronic form) as on 31st March 2024:

Category	No. of Equity Shares held	Percentage of Shareholding
Domestic Companies	1,75,14,139	79.60
Resident Individuals & Trusts	44,00,527	20.00
FIs, Mutual Funds, Banks/NBFCs	4915	0.02
Foreign Investors/ FIs / NRIs	83619	0.38
Total	2,20,03,200	100.00

(xii) **Outstanding GDRs / ADRs / Warrants or any other Convertible Instrument, conversion date and likely impact on equity:** NIL

(xiii) **Commodity price risk or foreign exchange risk and hedging activities:** The Company is subject to the Commodity price risk due to fluctuation price of Dairy Commodities. Further the Company is not subject to foreign exchange risk and therefore, was not required to undertake any hedging activities in this regard.

(xiv) Plant location:

Umang Dairies Limited
Gajraula Hasanpur Road, Gajraula – 244 235
Distt. Amroha, Uttar Pradesh.

(xv) Address for correspondence for Share Transfer and related matters

- Registrar and Share Transfer Agent (RTA)
MAS Services Ltd.
T-34, 2nd Floor
Okhla Industrial Area
Phase – II
New Delhi – 110 020
Ph. 011-26387281/82/83
E-mail: investor@masserv.com
Website: www.masserv.com

2. Company Secretary
Umang Dairies Limited
Gulab Bhawan
(Rear Block – 3rd Floor)
6A, Bahadur Shah
Zafar Marg New Delhi – 110 002
Ph. 011- 68201776
Fax No. 011- 23739475
E-mail: csudl@jkmil.com
Website: www.umangdairies.com

(xvi) List of all credit ratings obtained by the Company along with any revisions thereto during the financial year ended 31st March 2024:

During the year under review, CRISIL Limited has reaffirmed its rating for Company's Long term and Short term Bank facilities as CRISIL BBB-/Stable.

(xvii) This Corporate Governance Report of the Company for the financial year ended 31st March 2024 is in compliance with the requirements of Corporate Governance under the Listing Regulations, as applicable.

(xviii) Adoption of discretionary requirements specified in Part E of Schedule II of the Listing Regulations:

(a) Shareholder Rights: Half-yearly and other quarterly financial results are published in newspapers and uploaded on Company's website www.umangdairies.com. At present, the half yearly financial performance and the summary of the significant events in last six months are not sent to each household of shareholders; (b) Modified opinion(s) in audit report: The Company already has a regime of unqualified financial statements. Auditors have raised no qualification on the financial statements of the Company for the financial year ended 31st March 2024; (c) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer: Presently, the Company does not have any Managing Director or Chief Executive Officer. The Directors present at the meeting elect one of the Non-Executive Directors as Chairperson of the meeting; and (d) Reporting of Internal Auditor: The Internal Auditor of the Company reports to the Audit Committee and Internal Audit Reports are placed before the Audit Committee.

(xix) The Company has complied with all the applicable requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

(xx) **Disclosure with respect to demat suspense account/ unclaimed suspense account:** There were no shares in the demat suspense account or unclaimed suspense



account during the financial year 2023-24. Further, during the financial year 2023-24, the Company had transferred 79,856 Equity Shares to Investor Education and Protection Fund Authority pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

18. Declaration:

It is hereby declared that all the members of the Board and Senior Management personnel have affirmed compliance with the "Code of Conduct for Members of the Board and Senior Management of Umang Dairies Limited" during the financial year ended 31st March 2024.

A.S. Mehta
Director



INDEPENDENT AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS AMENDED

To,
The Members of Umang Dairies Ltd.
Hasanpur Road, Distt. Amroha,
Gajraula – 244235

1. The Corporate Governance Report prepared by Umang Dairies Limited (hereinafter the "Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') with respect to Corporate Governance for the year ended March 31, 2024. This certificate is required by the Company for annual submission to the Stock Exchanges and to be sent to the Shareholders of the Company.

MANAGEMENT'S RESPONSIBILITY

2. The preparation of the Corporate Governance Report is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The management along with the Board of Directors of the Company are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

AUDITOR'S RESPONSIBILITY

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 3 above.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised) and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes (Revised) requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

OPINION

7. Based on the procedures performed by us and according to the information and explanations given to us, that we are of the opinion that the Company has complied in all material respect with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2024, referred to in paragraph 1 above.

OTHER MATTERS AND RESTRICTION ON USE

8. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
9. This report is addressed to and provided to the Members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Bimal Kumar Sipani
Partner
Membership No. 088926
UDIN: 24088926BKELXV5348

Date: May 22, 2024
Place: Noida (Delhi – NCR)



INDEPENDENT AUDITOR’S REPORT

To The Members of Umang Dairies Limited
Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Umang Dairies Limited ("the Company"), which comprise the Balance Sheet as at March 31 2024, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Table with 2 columns: Key audit matters, How our audit addressed the key audit matter. Row 1: A. Evaluation of uncertain tax positions and other disputed demands. Content includes details of tax assessments, management's assessment, and audit procedures.



<p>B. Valuation of inventories</p>	<p>We have checked and analyzed the ageing of the inventories, reviewed the historical trend on whether there were significant inventories written off or reversal of the allowances for inventory obsolescence. We conducted a detailed discussion with the management and considered their views on the adequacy of allowances for inventory obsolescence considering the current economic environment. We have also reviewed the subsequent selling prices in the ordinary course of business and compared against the carrying amounts of the inventories on a sample basis at the reporting date.</p> <p>We found management's assessment of the allowance for inventory obsolescence and valuation of inventories to be reasonable based on available evidence.</p>
<p>We refer to note 1 and 7 to the financial statements.</p> <p>As at March 31, 2024, the total carrying value of inventories was Rs. 3316.12 Lakhs. The assessment of impairment of inventories involves significant estimation uncertainty, subjective assumptions and the application of significant judgment.</p> <p>Reviews are made periodically by management on inventories for obsolescence and decline in net realizable value below cost. Allowances are recorded against the inventories for any such declines based on historical obsolescence and slow-moving history. Key factors considered include the nature of the stock, its ageing, shelf life and turnover rate. Accordingly, due to complexity/ judgement involved in outcome of these disputes, uncertain tax positions and other demands were determined to be a key audit matter in our audit of the financial statements.</p>	

financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. A. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014;
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements



comply with the Accounting Standards specified under Section 133 of the Act;

- (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014;
- (g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- (a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 34 to the financial statements;
- (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses Company did not have any material foreseeable losses in long-term contracts including derivative contracts;
- (c) There was no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- (d) (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 41(i) to the financial statements, no funds have been advanced or loaned or invested during the year (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (ii) The management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 41(i) to the financial statements, no funds have been received during the year by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (iii) Based on such audit procedures, we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above contain any material misstatement.
- (e) The Company has not declared and paid dividend during the year. Therefore, provisions of section 123 of the Act is not applicable to the Company.
- (f) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and has operated throughout the year for all relevant transactions recorded in the respective software, except in respect of software used for recording of milk procurement where feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes.
- Further, during the course of our audit, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.



As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

C. With respect to the matter to be included in the Auditor's Report under Section 197 (16) of the Act:

In our opinion, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

**For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E**

**Bimal Kumar Sipani
Partner
Membership No. 088926
UDIN: 24088926BKELXT9254**

**Date: May 22, 2024
Place: Noida (Delhi – NCR)**

Annexure A

To Independent Auditor's Report of even date to the members of Umang Dairies Limited on the financial statements as of and for the year ended March 31, 2024 (Referred to in paragraph 1 of our report on the other legal and regulatory requirements)

- (i) a. (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant & equipment.
- (B) The Company is maintaining proper records showing full particulars of intangible assets.
- b. The Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified once in every three years in phased manner, which in our opinion, is at reasonable intervals having regard to the size of the Company and nature of its property, plant and equipment. According to programme, the Company has done the physical verification of property, plant and equipment during the year. However, reconciliation between physical and books is under process. Management do not expect any material discrepancies.
- c. Based on records examined by us, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the Company.
- d. On the basis of our examination of records of the Company, the Company has not revalued any of its property, plant and equipment (including right of use assets) or intangible assets during the year. Therefore, the provisions of clause 3(i)(d) of the Order are not applicable to the Company.
- e. According to information and explanations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder. Therefore, the provisions of clause 3(i)(e) of the Order are not applicable to the Company.
- (ii) a. According to the information and explanation given to us and records examined by us, the inventories have been physically verified by the management during the year and in our opinion, coverage and procedure of such verification by the management is appropriate having regard to the size of the Company and nature of its business. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to the book records.
- b. According to the information and explanation given to us and records examined by us, the Company has been sanctioned working capital limits in excess of five crore rupees in aggregate, from bank on the basis of security of current assets. There is no material difference between books of account of the respective quarters and quarterly returns/ statements or revised returns/ statements filed by the Company with the bank except for the quarter ended March 31, 2024 which is yet to be filed. The Company has not been sanctioned working capital limits from any financial institution.
- (iii) The Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. Therefore, the provisions of clause 3(iii) of the Order are not applicable to the Company.
- (iv) The Company has no transaction with respect to loan, investment, guarantee and security covered under section 185 and 186 of the Companies Act, 2013 during the year. Therefore, the provisions of clause 3(iv) of the Order are not applicable to the Company.
- (v) The Company has not accepted any deposit or amount which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (as amended) during the year. Therefore, provisions of clause 3(v) of the Order are not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of the Company's products to which the said rules are applicable and are of the opinion that prima facie, the prescribed records have been made



and maintained. We have not, however, made a detailed examination of the said records with a view to determine whether they are accurate or complete.

- (vii) a. According to the information and explanation given to us and on the basis of our examination of the records of the Company amount deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-tax, Sales tax, Service tax, Duty of customs, Duty of excise, Value Added

tax, Cess and other statutory dues, to the extent applicable, with the appropriate authorities. There were no undisputed outstanding statutory dues as at the yearend for a period of more than six months from the date they become payable.

- b. According to the information and explanation given to us and the records of the Company examined by us, there are no statutory dues referred to in sub-clause (a) on account of any dispute except the followings where amount has been quantified:

Name of Statue	Nature of disputed dues	Amount* (Rs. in Lakhs)	Period to which it relates	Forum where dispute is pending
Sales-tax, Punjab	Sales Tax Demand/ Penalty/ Interest	1.78	1994-95 and 1998-2000	Sales tax Tribunal, Punjab
Sales-tax, Rajasthan	Sales Tax Demand/ Penalty/ Interest	40.65	1995 to 2007	Sales tax Tribunal, Rajasthan
		3.00	1995-96	High Court, Rajasthan
Value Added Tax, Uttar Pradesh	Reversal of Input tax Credit	3.76	2010-11	High Court, Allahabad
	Reversal of Input tax Credit	4.17	2014-15	Sales tax Tribunal, Moradabad
Mandi Samiti Tax	Mandi Tax	162.89	1998-99, 2003-04 to 2005-06	District Court, Amroha
Uttar Pradesh Milk Act	Milk Cess on purchase of Milk	69.26	1994-96	High Court, Allahabad
National Green Tribunal Act, 2010	Environment compensation	385.44	2022	Supreme Court of India
Goods and Service Tax Act	Discrepancies in the returns filed	519.37	2017-18 to 2019-20	Appeal to be filed

*Net of amount paid under protest.

- (viii) According to the information and explanation given to us and the records examined by us and on the basis of our examination of the records of the Company, the company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year
- (ix) a. The Company has not defaulted in repayment of loan and in the payment of interest thereon during the year.
- b. According to information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared willful defaulter by any bank or financial institution

or Government of any Government authority.

- c. Based on the books of account examined by us, term loans were applied for the purpose for which the loans were obtained during the year.
- d. According to information and explanations given to us, and overall examination of financial statements of the Company, we report that no funds raised on short term basis during the year have been utilized for long term purposes by the Company.
- e. The Company has no subsidiaries, joint ventures or associate. Therefore, the provisions of clause 3(ix)(e) and 3(ix)(f) of the Order are not applicable to the Company.



- (x) a. During the year, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments). Therefore, the provisions of clause 3(x)(a) of the Order are not applicable to the Company.
- b. The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Therefore, the provisions of clause 3(x)(b) of the Order are not applicable to the Company.
- (xi) a. Based upon the audit procedures performed and considering the principles of materiality outlined in Standards on Auditing, for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company noticed or reported during the year nor have we been informed of any such case by the management during the course of audit.
- b. According to the information and explanation given to us, no report under subsection (12) of section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.
- c. According to the information and explanation given to us, there are no whistle-blower complaints received by the Company during the year. Therefore, the provisions of clause 3(xi)(c) of the Order are not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- (xiii) According to the information and explanation given to us and based on our examination of records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and details for the same have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- (xiv) a. In our opinion and according to information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- b. We have considered internal audit reports of the Company issued till date for the period under audit.
- (xv) According to the information and explanations given to us, in our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them, as referred to in section 192 of the Companies Act, 2013. Therefore, the provisions of clause 3(xv) of the Order are not applicable to the Company.
- (xvi) a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Therefore, the provisions of clause 3(xvi)(a) of the Order are not applicable to the Company.
- b. In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Therefore, the provisions of clause 3(xvi)(b) of the Order are not applicable to the Company.
- c. In our opinion, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, the provisions of clause 3(xvi)(c) of the Order are not applicable to the Company.
- d. According to the representations given to us, there is 2 (two) CIC as part of the Group.
- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Therefore, the provisions of clause 3(xvii) of the Order are not applicable to the Company.
- (xviii) There has been no resignation of statutory auditor during the year. Therefore, the provisions of clause 3(xviii) of the Order are not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that



our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The provisions of section 135 of the Companies Act, 2013 towards Corporate Social Responsibility is not applicable to the Company. Therefore, the provisions of clause 3(xx) of the Order are not applicable to the Company.

Date: May 22, 2024
Place: Noida (Delhi – NCR)

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Bimal Kumar Sipani
Partner
Membership No. 088926
UDIN: 24088926BKELXT9254



To Independent Auditor's Report of even date to the members of Umang Dairies Limited on the financial statements for the year ended March 31, 2024 (Referred to in paragraph 2(A)(g) of our report on the other legal and regulatory requirements)

We have audited the internal financial controls with reference to financial statements of Umang Dairies Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to the financial statements based on the internal control over the financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of Internal Financial Controls with reference to financial statements included obtaining an understanding of Internal Financial Controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A Company's Internal Financial Controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

Opinion - In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E**

**Bimal Kumar Sipani
Partner
Membership No. 088926
UDIN: 24088926BKELXT9254**

**Date: May 22, 2024
Place: Noida (Delhi – NCR)**

FINANCIAL SECTION





BALANCE SHEET AS AT 31ST MARCH 2024

(₹ Lakhs)

S. No.	Particulars	Note No.	As at 31st March, 2024	As at 31st March, 2023
A	ASSETS			
(1)	Non-current Assets			
	(a) Property, plant and equipment	2	6,968.52	7,309.71
	(b) Capital work-in-progress	2A	6.77	1.70
	(c) Right of use assets	3	167.99	194.93
	(d) Intangible assets	4	25.77	33.82
	(e) Financial assets			
	(i) Other financial assets	5	175.46	162.06
	(f) Other non-current assets	6	1.21	21.33
	Sub Total		7,345.72	7,723.55
(2)	Current Assets			
	(a) Inventories	7	3,316.12	7,407.83
	(b) Financial assets			
	(i) Investment	8	307.58	-
	(ii) Trade receivables	9	850.95	616.93
	(iii) Cash and cash equivalents	10	59.57	220.84
	(iv) Other bank balances other than (ii) above	11	32.51	40.00
	(v) Other financial assets	12	2.14	13.08
	(c) Current tax assets (Net)		102.00	133.14
	(d) Other current assets	13	297.03	364.55
	Sub Total		4,967.89	8,796.37
	TOTAL ASSETS		12,313.61	16,519.92
B	EQUITY AND LIABILITIES			
(1)	EQUITY			
	(a) Equity share capital	14	1,100.16	1,100.16
	(b) Other equity		3,407.62	3,286.86
	Sub Total		4,507.78	4,387.02
(2)	LIABILITIES			
(i)	Non-current Liabilities			
	(a) Financial liabilities			
	(i) Borrowings	15	1,510.04	1,830.00
	(ii) Lease liabilities		179.16	205.05
	(iii) Other financial liabilities	16	11.00	11.00
	(b) Provisions	17	215.33	199.47
	(c) Deferred tax liabilities (Net)	18	285.60	244.98
	(d) Other non-current liabilities	19	983.54	978.98
	Sub Total		3,184.67	3,469.48
(ii)	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	20	2,719.96	3,594.42
	(ii) Lease liabilities		25.88	23.49
	(iii) Trade payables			
	Total outstanding dues of micro and small enterprises		41.82	25.63
	Total outstanding dues of creditors other than micro and small enterprises	21	1,094.15	3,057.47
	(iv) Other financial liabilities	22	426.79	398.10
	(b) Other current liabilities	23	299.08	1,548.71
	(c) Provisions	24	13.48	15.60
	Sub Total		4,621.16	8,663.42
	TOTAL EQUITY AND LIABILITIES		12,313.61	16,519.92

Material accounting policies and other notes on financial statements
The accompanying notes are an integral part of the financial statements.

1-47

For and on behalf of the Board of Directors

As per our report of even date attached
For Singhi & Co.
Chartered Accountants
Firm Reg No. 302049E

Desh Bandhu Doda
(Director)
DIN : 00165518

Amar Singh Mehta
(Director)
DIN : 00030694

Bimal Kumar Sipani
Partner
M.No. 088926
Place: Noida (Delhi-NCR)
Date: 22nd May, 2024

Pankaj Kamra
(Company Secretary)

Raghav Garg
(Chief Financial Officer)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2024

(₹ Lakhs except EPS)

S. No.	Particulars	Note No.	For the year ended 31st March, 2024	For the year ended 31st March, 2023
I.	Revenue from operations	25	28,619.33	29,283.23
II.	Other income	26	237.61	200.68
III.	Total Income (I+II)		28,856.94	29,483.91
IV.	Expenses			
	Cost of materials consumed	27	14,999.17	22,020.37
	Purchase of stock in trade		-	70.98
	Change in inventories of finished goods, work-in-progress and stock in trade	28	3,946.89	(2,170.65)
	Employee benefits expense	29	2,582.49	2,493.14
	Finance costs	30	550.80	487.37
	Depreciation and amortization expense	31	482.90	511.61
	Other expenses	32	6,156.28	6,518.63
	Total Expenses (IV)		28,718.53	29,931.45
V.	Profit/(Loss) before tax (III-IV)		138.41	(447.54)
VI.	Tax Expense			
	(1a) Current tax		-	-
	(1b) Tax adjustments for earlier years		(40.77)	-
	(2) Deferred tax charge / (credit)	18	45.49	(121.58)
	Total Tax Expenses (VI)		4.72	(121.58)
VII.	Profit/(Loss) for the year (V-VI)		133.69	(325.96)
VIII.	Other Comprehensive Income			
(A)	Items that will not be reclassified to profit or loss			
	Re-measurement gain / (loss) on defined benefit plans		(17.92)	65.41
	Tax on above		4.99	(18.20)
(B)	Items that will be reclassified to profit or loss		-	-
	Total Other Comprehensive Income		(12.93)	47.21
IX.	Total Comprehensive Income for the Year (VII+VIII)		120.76	(278.75)
X.	Earnings per equity share of ₹ 5 each			
	Basic and Diluted	33	0.61	(1.48)
Material accounting policies and other notes on financial statements 1-47				
The accompanying notes are an integral part of the financial statements.				

For and on behalf of the Board of Directors

As per our report of even date attached
For Singhi & Co.
Chartered Accountants
Firm Reg No. 302049E

Desh Bandhu Doda
(Director)
DIN : 00165518

Amar Singh Mehta
(Director)
DIN : 00030694

Bimal Kumar Sipani
Partner
M.No. 088926

Pankaj Kamra
(Company Secretary)

Raghav Garg
(Chief Financial Officer)

Place: Noida (Delhi-NCR)
Date: 22nd May, 2024



STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2024

(₹ Lakhs except EPS)

S. No.	Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
A.	Cash Flow from Operating Activities		
	Profit Before Tax	138.41	(447.54)
	Adjustments for :		
	Depreciation and amortization expense	482.90	511.61
	Interest income	(15.05)	(8.02)
	Provision for earlier years no longer required written back	(51.21)	(64.52)
	Balances Written back/Written off (Net)	(18.50)	-
	Allowances for credit losses	0.53	-
	Unrealized gain on Investment	(7.58)	-
	Finance costs	550.80	487.37
	Operating Profit / (Loss) before working capital changes	1,080.30	478.90
	(Increase)/ Decrease in Inventories	4,091.71	(2,134.79)
	(Increase) / Decrease in Trade and Other Receivables	(181.22)	327.84
	Increase/ (Decrease) in Trade and Other Payables	(3,192.73)	1,917.84
	Cash generated / (used) in Operations	1,798.06	589.79
	Direct tax paid (net of refund)	71.91	(33.43)
	Net cash inflow / (outflow) from operating activities	1,869.97	556.36
B	Cash Flow from Investing Activities		
	Purchase of property, plant and equipment	(96.99)	(177.05)
	Proceeds from sale of property, plant and equipment	5.26	-
	Net increase in fixed deposits	(2.37)	(3.38)
	Investment in Mutual Fund	(300.00)	-
	Interest received	25.99	3.88
	Net cash inflow / (outflow) from investing activities	(368.11)	(176.55)
C	Cash Flow from Financing Activities		
	Repayment of long term borrowings	(500.00)	(290.00)
	Proceed from inter corporate deposits	-	200.00
	Net proceeds/(repayment) of short term borrowings	(694.42)	219.72
	Payment of lease liabilities	(23.50)	(21.32)
	Payment of lease liabilities - finance costs	(23.31)	(25.48)
	Finance costs paid	(421.90)	(355.67)
	Net cash inflow / (outflow) from financing activities	(1,663.13)	(272.75)
	Net increase/(decrease) in cash and cash equivalents (A+B+C)	(161.27)	107.06
	Cash and Cash equivalents at the beginning of the year	220.84	113.79
	Cash and Cash equivalents at the end of the year (Refer Note 10)	59.57	220.84

Note :

- The statement of cash flows have been prepared under indirect method.
- Additional disclosure required under Ind AS - 7 'Statement of Cash Flows', Refer note no. 40

For and on behalf of the Board of Directors

As per our report of even date attached
For Singhi & Co.
Chartered Accountants
Firm Reg No. 302049E

Bimal Kumar Sipani
Partner
M.No. 088926

Desh Bandhu Doda
(Director)
DIN : 00165518

Pankaj Kamra
(Company Secretary)

Amar Singh Mehta
(Director)
DIN : 00030694

Raghav Garg
(Chief Financial Officer)

Place: Noida (Delhi-NCR)

Date: 22nd May, 2024

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2024

A Share Capital

(₹ Lakhs)

Particulars	As at 31st March, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Fully paid up Equity Shares of ₹ 5 each				
Balance at the beginning of the year	2,20,03,200	1,100.16	2,20,03,200	1,100.16
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the year	2,20,03,200	1,100.16	2,20,03,200	1,100.16
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the year	2,20,03,200	1,100.16	2,20,03,200	1,100.16

B Other Equity

(₹ Lakhs)

Particulars	Capital Redemption Reserve	Reserves and surplus		Total Other Equity
		General Reserve	Retained Earnings	
As at 31st March, 2022	359.00	650.00	2,556.61	3,565.61
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance as at 1st April, 2022	359.00	650.00	2,556.61	3,565.61
Transfer to retained earnings	-	-	-	-
Profit / (Loss) for the year	-	-	(325.96)	(325.96)
Other comprehensive income	-	-	47.21	47.21
Total Comprehensive Income	-	-	(278.75)	(278.75)
Dividend paid	-	-	-	-
Transfer to General Reserve	-	-	-	-
As at 31st March, 2023	359.00	650.00	2,277.86	3,286.86
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance as at 1st April, 2023	359.00	650.00	2,277.86	3,286.86
Profit / (Loss) for the year	-	-	133.69	133.69
Other comprehensive income	-	-	(12.93)	(12.93)
Total Comprehensive Income	-	-	120.76	120.76
Dividend paid	-	-	-	-
Transfer to General Reserve	-	-	-	-
As at 31st March, 2024	359.00	650.00	2,398.62	3,407.62

Capital Redemption Reserve: It represents transfer from Retained Earnings on redemption of Preference Shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

General reserve: The Company appropriates a portion to general reserves out of the profits voluntarily to meet future contingencies. The said reserve is available for payment of dividend to the shareholders as per the provisions of the Companies Act, 2013.

Retained Earnings: Retained earnings includes fair value gain on property, plant & equipment and other adjustments on adoption of Ind-AS as on April 1, 2016 and residual profits earned by the Company after transfer to general reserve and payment of dividend to shareholders, if any.

For and on behalf of the Board of Directors

Desh Bandhu Doda
(Director)
DIN : 00165518

Amar Singh Mehta
(Director)
DIN : 00030694

Pankaj Kamra
(Company Secretary)

Raghav Garg
(Chief Financial Officer)

As per our report of even date attached
For Singhi & Co.
Chartered Accountants
Firm Reg No. 302049E

Bimal Kumar Sipani
Partner
M.No. 088926

Place: Noida (Delhi-NCR)
Date: 22nd May, 2024

1 Material Accounting Policies**I. Corporate Information:**

“Umang Dairies Limited (“the Company”) is a public limited Company incorporated under the provisions of the Companies Act, 1956 and its equity shares are listed on the National Stock Exchange (‘NSE’) and the Bombay Stock Exchange (‘BSE’), in India. The registered office of the Company is situated at Gajraula, Hasanpur Road, Gajraula-244235, District- Amroha, Uttar Pradesh, India.

The Company is engaged in the business of procurement of cow milk mainly in the state of Uttar Pradesh at Gajraula, undertakes processing of milk and manufacture of various value added products namely cheese, butter, ghee, fresh cream, milk powder, flavored milk, lassi, curd etc.”

II. Basis of preparation and measurement of financial statements:**(i) Statement of compliance**

“The Financial Statements has been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended from time to time and other relevant provisions of the Companies Act, 2013.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.”

The Board of Directors has approved the financial statements for the year ended March 31, 2024 and authorized for issue on 22nd May, 2024. However, shareholders have the power to amend the financial statements after issue.

(ii) Basis of preparation

The financial statements have been prepared on a historical cost basis except certain items that are measured at fair value as explained in accounting policies.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116 – Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.

These financial statements are presented in Indian Rupees (₹), which is also the Company’s functional currency. All amounts have been rounded-off to two decimal places to the nearest lakhs, unless otherwise indicated.

(iii) Use of Estimates

In the preparation of financial statements, the Company makes judgements in the application of accounting policies; and estimates and assumptions which affects carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected. Key source of estimation of uncertainty at the date of financial statements, which may cause material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment, useful lives of property, plant and equipment and intangible assets, valuation of deferred tax assets, provisions and contingent liabilities, fair value measurements of financial instruments and retirement benefit obligations.



(iv) Operating cycle and classification of Assets and Liabilities as Current and Non Current

Based on the nature of goods manufactured/service provided and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/ noncurrent classification of assets and liabilities.

- “The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:
- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period;

All other assets are classified as non-current.

A liability is classified as current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities respectively.”

III. Material Accounting Policies

(i) Revenue Recognition

“The Company recognizes revenue when it satisfies a performance obligation in accordance with the provisions of contract with the customer. This is achieved when -

- effective control of goods along with significant risks and rewards of ownership has been transferred to customer;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

The Company considers shipping and handling activities as costs to fulfill the promise to transfer the related products and the customer payments for shipping and handling costs are recorded as a component of revenue.

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated having regard to various relevant factors including historical trend and constraint until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.”

“Revenue from contracts with customers (other than sale of goods) is recognised when control of the goods (job-processing) or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring promised goods or services having regard to the terms of the contracts for services and the revenue can be reliably measured.

Claim on insurance companies, interest and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis.”

“Revenue represents net value of goods and services provided to customers after deducting for certain incentives including, but not limited to discounts, volume rebates, incentive programs etc.

For incentives offered to customers, the Company makes estimates related to customer performance and sales volume to determine the total amounts earned and to be recorded as deductions. The estimate is made in such a manner, which ensures that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The actual amounts may differ from these estimates and are accounted for prospectively. No element of significant financing is deemed present as the sales are made with a credit term, which is consistent with market practice.”

Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(ii) Inventories

Inventories are valued at lower of cost and net realisable value except waste/scrap which is valued at net realisable value. Cost of manufactured finished goods and Work in Progress is determined by taking cost of purchases, material consumed, labour and related overheads. Cost of raw materials, stock-in-trade goods and stores & spare parts are computed on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale. However, materials and other items held for use in the production of finished goods are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

(iii) Property, Plant and Equipment

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property plant and equipment recognised as at 1st April, 2016 measured as per the previous GAAP, and use that carrying value as fair value of the property, plant and equipment.

Property, Plant and Equipment acquired after the transition date are stated at cost net of tax/duty credit availed. Cost includes expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Borrowing costs and incidental expenses incurred during the period of construction are capitalised upto the date when the assets are ready for intended use.

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying value of the replaced part is derecognised. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

The gain or loss arising on disposal of an item of property, plant and equipment is determined as the difference between sale proceeds and carrying value of such item, and is recognised in the statement of profit and loss.

Capital work-in-progress includes cost of PPE under installation/under development as at balance sheet date. Advances paid towards the acquisition of PPE outstanding at each balance sheet date is classified as capital advance under other non-current assets.



Depreciation

Depreciation on fixed assets is calculated on Straight Line Method using the rates arrived at based on the estimated useful lives given in Schedule II of the Companies Act, 2013 or re-assessed by the Company on technically assessed, as given below:

General Plant and Machinery	15 - 18 Years (Continuous Process Plant)
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Depreciation will be charged from the date the assets is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate

Property, Plant and Equipment are carried at cost less accumulated depreciation and accumulated impairment loss, if any.

(iv) Intangible Assets other than goodwill

Intangible assets (other than goodwill) are stated at cost of acquisition or construction less accumulated amortisation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of intangible assets recognised as at 1st April, 2016 measured as per the previous Generally Accepted Accounting Principles (GAAP). Intangible assets subsequently purchased are measured at cost as at the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. In case of computer software, the Company has estimated useful life of five years or less. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

(v) Leases

The Company as a lessee

“The Company’s lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. “

“The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability

whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.”

(vi) Impairment of non-financial assets

“At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the asset’s recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment loss in respect of assets other than goodwill is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised in prior years. A reversal of impairment loss is recognised immediately in the Statement of Profit & Loss.”

(vii) Financial instruments

A Financial Instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial recognition and measurement

All financial assets (except trade receivables) are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Trade receivables are measured at their transaction price unless it contains a significant financing component in accordance with Ind AS 115 for pricing adjustments embedded in the contract.

Classifications

The Company classifies its financial assets as subsequently measured at either amortised cost or fair value depending on the company’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Business model assessment

The company makes an assessment of the objective of a business model in which an asset is held at an instrument level because this best reflects the way the business is managed and information is provided to management.



(a) Financial Assets at Amortised Cost

“A financial asset is measured at amortised cost only if both of the following conditions are met:

- it is held within a business model whose objective is to hold assets in order to collect contractual cash flows.
- the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.”

(b) Financial Assets at fair value through profit and loss (FVTPL)

“Any Financial Assets and debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the Company may elect to classify a debt instrument, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.”

Investment

All Investments are classified as measured at FVTPL. This election is made on an investment-by-investment basis.

Derecognition

“A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognize the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

On de-recognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.”

Impairment of financial assets

“The Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.”

Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortised cost, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of amortised cost, net of directly attributable transaction costs.

Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below :

a) Financial Liabilities at Fair Value through Profit or Loss

“Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risks are recognized in OCI. These gains/loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.”

b) Financial Liabilities measured at Amortised Cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

De-recognition of Financial Liability

A Financial Liability is derecognised when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

(viii) Employee Benefit

(a) Short term employee benefits :

Short-term employee benefits are expensed in the year in which the related services are provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(b) Defined contribution plans :

The Company has Provident Fund as defined contribution plan. The Company has no obligation, other than the contribution payable to the provident fund. Obligations for contributions to defined contribution plans are expensed as the related service is provided.



(c) Defined benefit plans :

“The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. Gratuity is a defined benefit obligation. For defined benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds.

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss. Past service cost is recognised in the statement of profit and loss in the period of a plan amendment. Interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- interest expense; and
- remeasurement

The Company presents the first two components of defined benefit costs in the statement of profit and loss in the line item employee benefits expense.”

(d) Other Long-term employee Benefits:

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date. Actuarial gains/ losses on the compensated absences are immediately taken to the statement of profit and loss and are not deferred. The obligation is measured on the basis of independent actuarial valuation using project unit credit method at each reporting date.

(ix) Earnings per Share (EPS)

Basic earnings per equity share is computed by dividing net profit or loss for the year attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing net profit or loss for the year attributable to the equity shareholders of the Company and weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

(x) Income Tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in Other Comprehensive Income.

Current Tax

“Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted in India, at the reporting date. Current tax relating to items recognised outside statement of profit or loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject

to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if, the Company:

- a) Has a legally enforceable right to set off the recognised amounts; and
- b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.”

Deferred tax

“Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.”

Minimum Alternate Tax

Credit of Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(xi) Provisions and Contingent Liabilities /Assets

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. In those cases where



the outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events but is not recognised because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. The Company discloses the existence of contingent liabilities in other notes to financial statements.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

(xii) Borrowing and Borrowing Costs

“Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Statement of profit and loss over the period of the borrowings using the effective interest method. Borrowings are derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a borrowings that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in Statement of profit and loss as other gains/(losses). Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Ancillary costs incurred in connection with the arrangement of borrowings are adjusted with the proceeds of the borrowings.”

(xiii) Fair Value Measurements

“In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.”

Financial instruments

The estimated fair value of the Company's financial instruments is based on market prices and valuation techniques. Valuations are made with the objective to include relevant factors that market participants would consider in setting a price, and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

(xiv) Significant accounting Judgements and Estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Useful lives of property, plant and equipment and intangible assets

The Company has estimated the useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Company reviews the useful life of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation and amortisation expense in future periods.

Impairment

An impairment loss is recognised for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount to determine the recoverable amount, management estimates expected future cash flows from each asset or cash generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring the Company estimates the value in use of the cash generating unit (CGU) based on future cash flows after considering current economic conditions and trends, estimated future operating results and growth rates and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The cash flows are discounted using a suitable discount rate in order to calculate the present value.

Valuation of current tax and deferred tax assets

The tax jurisdictions for the Company is India. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of current and deferred taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances. The Company reviews the carrying amount of deferred tax assets at the end of each reporting period.

Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent Liability may arise from the ordinary course of business in relation to claims against the Company. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events. Contingent liabilities are not recognised in the financial statements.

Fair value measurements of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including Discounted Cash Flow Model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair value. Judgements include considerations of inputs such as liquidity risks, credit risks and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

**Retirement benefit obligations**

The Company's retirement benefit obligations are subject to number of assumptions including discount rates, inflation and salary growth. Significant assumptions are required when setting these criteria and a change in these assumptions would have a significant impact on the amount recorded in the Company's balance sheet and the statement of profit and loss. The Company sets these assumptions based on previous experience and third party actuarial advice.

(xv) Cash and cash equivalents

"Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Cash Flow Statement, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities."

Notes to Financial Statements for the year ended 31st March, 2024

2 Property, Plant and Equipment

Gross Block	(₹ Lakhs)										
	Freehold Land	Buildings	Roads	Plant and Equipment	Electrical Installation	Pipeline & Fittings	Furniture and Fixtures	Vehicles	Office Equipments	Total	
Cost as at 31st March, 2022	1,640.18	1,842.70	65.69	5,988.62	171.37	2.03	28.25	106.55	164.46	10,009.85	
Addition during the year		0.92	11.22	82.36			1.16		13.98	109.64	
Sold/discarded during the year											
Adjustment during the year											
Cost as at 31st Mar, 2023	1,640.18	1,843.62	76.91	6,070.98	171.37	2.03	29.41	106.55	178.44	10,119.49	
Addition during the year	-	7.34	-	99.98	-	-	0.24	-	4.42	111.98	
Sold/discarded during the year	-	-	-	-	-	-	-	6.84	-	6.84	
Adjustment during the year	-	-	-	-	-	-	-	-	-	-	
Cost as at 31st March, 2024	1,640.18	1,850.96	76.91	6,170.96	171.37	2.03	29.65	99.71	182.86	10,224.63	

Accumulated Depreciation											
	Freehold Land	Buildings	Roads	Plant and Equipment	Electrical Installation	Pipeline & Fittings	Furniture and Fixtures	Vehicles	Office Equipments	Total	
Accumulated depreciation as at 31st March, 2022	-	450.41	49.46	1,554.75	100.33	1.19	11.19	54.38	105.40	2,327.11	
Depreciation for the year		81.72	7.95	344.61	13.51	0.20	2.54	12.48	19.74	482.75	
Disposals											
Adjustment during the year											
Accumulated depreciation as at 31st March, 2023	-	532.13	57.41	1,899.36	113.84	1.39	13.73	66.86	125.14	2,809.86	
Depreciation for the year	-	75.99	3.36	327.15	9.20	0.11	2.60	11.83	17.66	447.90	
Disposals	-	-	-	-	-	-	-	1.58	-	1.58	
Adjustment during the year		(0.02)		0.05			0.03	(0.01)	0.02	0.07	
Accumulated depreciation as at 31st March, 2024	-	608.14	60.77	2,226.46	123.04	1.50	16.30	77.12	142.78	3,256.11	
Net carrying value as on 31st March, 2023	1,640.18	1,311.49	19.50	4,171.62	57.53	0.64	15.68	39.69	53.30	7,309.71	
Net carrying value as on 31st March, 2024	1,640.18	1,242.82	16.14	3,944.50	48.33	0.53	13.35	22.59	40.08	6,968.52	

Notes :

- (i) Assets pledged and hypothecated against borrowings - Refer Note 15 and 20
- (ii) There were no revaluation carried out by the company during the years reported above.
- (iii) All title deeds of immovable properties are held in the name of the Company.

2A Capital work-in-progress

(₹ Lakhs)

	As at 31st March, 2024	As at 31st March, 2023
Opening Carrying Amount	1.70	2.88
Addition:	117.05	93.32
Assets Capitalized	111.98	94.50
Closing Carrying Amount	6.77	1.70

(i) CWIP Ageing Schedule

As at 31st March, 2024					
	Less than 1 year	1-2 years	2-3 years	More than 3	Total
Projects in Progress	6.77	-	-	-	6.77
Projects temporarily suspended	-	-	-	-	-

As at 31st March, 2023					
	Less than 1 year	1-2 years	2-3 years	More than 3	Total
Projects in Progress	1.70	-	-	-	1.70
Projects temporarily suspended	-	-	-	-	-

(ii) The Company does not have any project which is overdue or has exceeded its cost compared to its original plan.

3 Right to Use Assets

(₹ Lakhs)

Original Cost	Leasehold Land	Buildings	Total
Cost as at 31st March, 2022	54.12	248.56	302.68
Addition during the year	-	-	-
Sold/discarded during the year	-	-	-
Cost as at 31st Mar, 2023	54.12	248.56	302.68
Addition during the year	-	-	-
Sold/discarded during the year	-	-	-
Cost as at 31st March, 2024	54.12	248.56	302.68

Accumulated depreciation	Leasehold Land	Buildings	Total
Accumulated depreciation as at 31st March, 2022	6.24	74.57	80.81
Depreciation for the year	2.08	24.86	26.94
Disposals	-	-	-
Adjustment during the year	-	-	-
Accumulated depreciation as at 31st March, 2023	8.32	99.43	107.75
Depreciation for the year	2.08	24.86	26.94
Disposals	-	-	-
Adjustment during the year	-	-	-
Accumulated depreciation as at 31st March, 2024	10.40	124.29	134.69



UMANG DAIRIES LIMITED

Notes to Financial Statements for the year ended 31st March, 2024

Net carrying value as on 31st March, 2023	45.80	149.13	194.93
Net carrying value as on 31st March, 2024	43.72	124.27	167.99

4 Intangible Assets

Cost as at 31st March, 2022		41.94	41.94
Addition during the year		32.07	32.07
Sold/discarded during the year		-	-
Adjustment during the year		-	-
Cost as at 31st Mar, 2023		74.01	74.01
Addition during the year		-	-
Sold/discarded during the year		-	-
Adjustment during the year		0.05	0.05
Cost as at 31st March, 2024		74.06	74.06

Accumulated depreciation as at 31st March, 2022		38.28	38.28
Amortisation during the year		1.91	1.91
Disposals		-	-
Accumulated depreciation as at 31st March, 2023		40.19	40.19
Amortisation during the year		8.06	8.06
Disposals		-	-
Adjustment during the year		0.04	0.04
Accumulated depreciation as at 31st March, 2024		48.29	48.29

Net carrying value as on 31st March, 2023		33.82	33.82
Net carrying value as on 31st March, 2024		25.77	25.77

Notes :

There were no revaluation carried out by the company during the years reported above.

5 Other Non-Current Financial Assets

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unsecured, Considered Good		
Security deposits	175.46	162.06
Total	175.46	162.06

6 Other Non Current Assets

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unsecured, Considered Good		
Capital advances	-	20.06
Others	1.21	1.27
Total	1.21	21.33

7 Inventories

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
(Valued at Cost or Net Realizable Value, whichever is lower)		
Raw materials	110.29	97.81
Work-in-progress	-	37.49
Finished goods	2,528.23	6,427.24
Stock in trade	1.31	11.69
Stores and spares, packing materials and others	676.29	833.60
Total	3,316.12	7,407.83

- 7.1 As at 31st March, 2024, Rs. 14.85 Lakhs (Previous year - Rs. 287.88 Lakhs) was recognised as expense for inventories carried at net realisable value.
- 7.2 Inventories are hypothecated to secure borrowings. Refer Note 15 and 20

8 Current Investment

Investment in Mutual Fund at FVTPL (Unquoted)

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
1387.490 Units (31st March, 2023: Nil) SBI Magnum Ultra Short Duration Fund Direct Growth	307.58	-
Total	307.58	-
Aggregate fair value of Unquoted Investment	307.58	-

9 Trade Receivables

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unsecured		
Considered good	851.48	616.93
Have significant increase in credit risk	-	-
Credit impaired	-	-
	851.48	616.93
Less:- Allowance for credit losses	(0.53)	-
Total	850.95	616.93

- 9.1 Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days.
- 9.2 No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person. Further, no trade or other receivable are due from firms or private companies respectively in which any director is a partner, or director or member.
- 9.3 Trade receivables are hypothecated to secure borrowings. Refer to Note 15 and 20
- 9.4 Ageing Schedule for trade receivables



UMANG DAIRIES LIMITED

Notes to Financial Statements for the year ended 31st March, 2024

As at March 31, 2024

Particulars	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed							
Considered good	182.34	215.56	201.21	2.63	-	-	601.74
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Disputed							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Unbilled Revenue	249.74	-	-	-	-	-	249.74
Total	432.08	215.56	201.21	2.63	-	-	851.48

As at March 31, 2023

Particulars	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed							
Considered good	113.52	306.27	16.68	5.22	6.40	3.36	451.45
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Disputed							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Unbilled Revenue	165.48	-	-	-	-	-	165.48
Total receivable	279.00	306.27	16.68	5.22	6.40	3.36	616.93

10 Cash & Cash Equivalents

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Balance with bank in current accounts	57.34	210.03
Cheques in hand	-	6.53
Cash on hand	2.23	4.28
Total	59.57	220.84

11 Other Bank Balances

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Earmarked balances		
Unclaimed dividend accounts	17.77	27.63
“Fixed deposits with maturity more than 3 months but less than 12 months (pledged with Sales-tax department)”	14.74	12.37
Total	32.51	40.00

12 Other Current Financial Assets

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unsecured, Considered Good		
Interest receivable	2.14	13.08
Total	2.14	13.08

13 Other Current Assets

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unsecured, Considered Good		
Advance to suppliers	93.94	58.76
Prepaid expenses	30.36	44.11
Indirect-tax recoverable	106.51	106.51
GST Input Credit	65.55	154.32
Others	0.67	0.85
Total	297.03	364.55

14 Equity Share Capital

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Authorised		
3,00,00,000 (Previous Year 3,00,00,000) Equity shares of ₹ 5 each	1,500.00	1,500.00
6,00,000 (Previous Year 6,00,000) Redeemable preference shares of ₹ 100 each	600.00	600.00
Total	2,100.00	2,100.00

Issued, Subscribed and Paid-up		
2,20,03,200 (Previous Year 2,20,03,200) Equity shares of ₹ 5 each	1,100.16	1,100.16
Total	1,100.16	1,100.16



(a) Reconciliation of the number of shares outstanding

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Equity Shares (Nos.)	
Shares outstanding at the beginning of the year	2,20,03,200	2,20,03,200
Shares Issued during the year	-	-
Shares bought back/redeemed during the year	-	-
Shares outstanding at the end of the year	2,20,03,200	2,20,03,200

(b) Terms / rights and preferences attached to equity shares:

The Company has only one class of Equity Shares having face value of ₹ 5/- each and each shareholder is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

(c) Details of shareholder holding more than 5% shares:

Name of Shareholder	As at 31st March, 2024		As at 31st March, 2023	
	Number of shares	Percentage	Number of shares	Percentage
Bengal & Assam Company Ltd. (Holding Company)	1,21,68,430	55.30%	1,21,68,430	55.30%
Sidhivinayak Trading & Investment Ltd.	38,50,000	17.50%	38,50,000	17.50%

(d) In preceding five (5) years, there was no issue of bonus, buy back, cancellation and issue of shares for other than cash consideration.

(e) Details of promoter's shareholder holding:

For the year ended 31st March, 2024

Promoter name	No. of Shares at beginning of the year	Change during the year	No. of Shares at the year end	%of total shares	% Change during the
Bengal & Assam Company Ltd.	1,21,68,430	Nil	1,21,68,430	55.30%	Nil
Sidhivinayak Trading and Investment Ltd.	38,50,000	Nil	38,50,000	17.50%	Nil
Accurate Finman Services Ltd.	3,97,804	Nil	3,97,804	1.81%	Nil

For the year ended 31st March, 2023

Promoter name	No. of Shares at beginning of the year	Change during the year	No. of Shares at the year end	%of total shares	% Change during the
Bengal & Assam Company Ltd.	1,21,68,430	Nil	1,21,68,430	55.30%	Nil
Sidhivinayak Trading and Investment Ltd.	38,50,000	Nil	38,50,000	17.50%	Nil
Accurate Finman Services Ltd.	3,97,804	Nil	3,97,804	1.81%	Nil



15 Non Current Borrowings

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Secured Loans		
Term loans - Bank	330.00	830.00
Unsecured Loans		
Inter corporate deposits from a company	1,400.00	1,400.00
Less: Current maturities disclosed as "current borrowing"	219.96	400.00
Total	1,510.04	1,830.00

Secured Loans:

- (a) Term loan of ₹ NIL (Previous year ₹ 180.00 lakhs) from Axis Bank is secured by a first pari passu charge over the entire moveable properties of the Company both present and future and equitable mortgage over the immovable properties in the name of the Company situated at Gajraula, is repayable in 20 quarterly instalments of ₹ 20.00 lakhs each commencing from December, 2019. During the year Company has prepaid the loan.
- (b) Term loan of ₹ NIL (Previous year ₹ 100.00 lakhs) from Axis Bank is secured by a first pari passu charge over the entire moveable properties of the Company both present and future and equitable mortgage over the immovable properties in the name of the Company situated at Gajraula, is repayable in equal quarterly instalments of ₹ 25 lakhs commencing from December, 2018.
- (c) Working capital term loan of ₹ 330.00 lakhs (Previous year ₹ 550.00 lakhs) from Axis Bank is secured by a second charge on entire moveable properties, current assets and immovable properties in the name of the Company situated at Gajraula, is repayable in equal monthly instalments of ₹ 18.33 lakhs commencing from December, 2022.

Unsecured Loans:

- (a) Inter corporate Deposit of ₹ 1400.00 lakhs (Previous year ₹ 1400 Lakhs), is repayable along with interest at the end of tenure of six years (previous year six years) beginning from March 2026.

16 Other Financial Liabilities - Non Current

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Trade and other deposits	11.00	11.00
Total	11.00	11.00

17 Long Term Provisions

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Provision for employee benefits	215.33	199.47
Total	215.33	199.47



18 Deferred Tax Liabilities

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Deferred Tax Liabilities		
Property, plant and equipments, Intangible assets and right of use assets	1,133.67	1,159.53
Deferred Tax Assets		
Provision for employees benefits	70.44	59.69
Other timing differences	2.11	-
Business loss and unabsorbed depreciation	610.07	689.41
	682.62	749.10
Total Deferred Tax Liabilities	451.05	410.43
MAT Credit opening balance	165.45	165.45
MAT Credit entitlement	-	-
MAT Credit utilization	-	-
MAT Credit closing balance	165.45	165.45
Net Deferred Tax Liabilities	285.60	244.98

Note: The Company has recognised deferred tax assets on unabsorbed depreciations, carried forward tax losses and MAT Credit Entitlement. The Company has concluded that the deferred tax assets on MAT Credit Entitlement, unabsorbed depreciations and carried forward tax losses will be recoverable using the estimated future taxable income based on the business plans and budgets. The Company is expected to generate taxable income in near future. The MAT Credit Entitlement, unabsorbed depreciation and tax losses can be carried forward as per local tax regulations and the Company expects to recover the same in due course.

Reconciliation of effective tax

Particulars	FY 2023-24	FY 2022-23
Profit / (Loss) before tax	138.41	(447.54)
Enacted tax rates for the Company under Income tax	27.82%	27.82%
Income tax Payable	38.51	(124.51)
Other Non deductible expenses	1.67	-
Tax adjustments for earlier years	(40.77)	-
Others	5.31	2.93
Reported Tax Expenses	4.72	(121.58)

19 Other Non Current Liabilities

(₹ Lakhs)

Particulars	FY 2023-24	FY 2022-23
Security deposits from a customer	963.93	963.93
Security deposits from others	19.61	15.05
Total	983.54	978.98

20 Current Borrowings

(₹ Lakhs)

Particulars	FY 2023-24	FY 2022-23
Secured Loans		
Current maturities of long term borrowings	219.96	400.00
Working capital borrowing from a bank	2,500.00	3,194.42
Total	2,719.96	3,594.42



Notes :

- (i) Working capital borrowing from Axis Bank is secured by first pari passu charge over the entire moveable properties of the Company both present and future and the equitable mortgage over the immovable properties in the name of the Company situated at Gajraula.
- (ii) Value of inventories, trade receivable and other receivables reported in the Financial Follow-up Reports filed on each quarter end by the Company with bankers are in agreement with the books of accounts except for the quarter ended March 31, 2024 which is yet to be filed.

21 Trade Payables

(₹ Lakhs)

Particulars	FY 2023-24	FY 2022-23
a) total outstanding dues of micro and small enterprises (Refer note 21.1)	41.82	25.63
b) total outstanding dues of creditors other than micro and small enterprises	1,094.15	3,057.47
Total	1,135.97	3,083.10

21.1 Based on the information available as identified by the Company, there are certain vendors who have confirmed that they are covered under the Micro, Small and Medium Enterprises Development Act, 2006. Disclosures relating to dues of Micro and Small enterprises under section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006, are given below:

a.	Principal amount and Interest due thereon remaining unpaid to any supplier as on	41.82	25.63
b.	Interest paid by the Company in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day	-	-
c.	the amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
d.	the amount of interest accrued and remaining unpaid during the accounting year.	-	-
e.	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of this Act.	-	-

21.2 Trade Payable ageing

As at March 31, 2024

(₹ Lakhs)

Particulars	Not due	Outstanding for following periods from document date					Total
Trade payable							
(i) MSME	41.82	-	-	-	-	-	41.82
(ii) Others	299.69	565.40	163.16	5.43	1.02	735.01	1,034.70
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	46.93	-	12.52	59.45	59.45
Total Payable	341.51	565.40	210.09	5.43	13.54	794.46	1,135.97

As at March 31, 2023

(₹ Lakhs)

Particulars	Not due	Outstanding for following periods from document date					Total
Trade payable							
(i) MSME	25.63	-	-	-	-	-	25.63
(ii) Others	779.90	2,185.97	11.21	29.84	50.55	2,277.57	3,057.47
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total Payable	805.53	2,185.97	11.21	29.84	50.55	2,277.57	3,083.10

**22 Other Current Financial Liabilities**

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Interest accrued on Inter corporate deposits	220.17	114.58
Unclaimed dividends #	17.77	27.63
Employee emoluments	51.30	128.34
Security deposits	85.44	80.16
Other payables	52.11	47.39
Total	426.79	398.10

As and when due, Investor Education & Protection Fund will be credited (if not claimed by shareholders within the specified time period)

23 Other Current Liabilities

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Statutory dues	29.09	312.52
Advance from customers	269.99	1,236.19
Total	299.08	1,548.71

24 Short Term Provisions

(₹ Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Provision for employee benefits	13.48	15.60
Total	13.48	15.60

25 Revenue from Operations

(₹ Lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Sale of products (Dairy Products)	23,279.56	24,426.26
Other operating revenues		
Conversion charges	5,339.77	4,856.97
Total	28,619.33	29,283.23

The Company is primarily in the business of manufacture and sale of Dairy Products. All sales are made at a point in time and revenue recognised upon satisfaction of the performance obligations which is typically upon dispatch/ delivery. The Company has a credit evaluation policy based on which the credit limits for the trade receivables are established, the Company does not give significant credit period resulting in no significant financing component. The Company, however, has a policy for replacement of the expired / damaged goods.

25.1 Reconciliation of contract price vis a vis revenue recognised in the statement of profit and loss is as follows:

(₹ Lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Contract price		
(i) Sales of products	23,279.56	24,426.26
(ii) Conversion charges	5,339.77	4,856.97
Adjustments:		
Discount/rebate/ incentives	-	-
Revenue recognised in statement of profit and loss	28,619.33	29,283.23

25.2 Significant changes in the contract assets and the contract liabilities balances during the year are as follows :

(₹ Lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
a. Contract Assets	249.74	165.48
b. Movement of contract liability :		
Opening balance	1,236.19	289.90
Less: Revenue recognized/Written back during the year from opening balance	1,236.19	272.40
Add: Advance received during the year not recognized as revenue	269.99	1,218.69
Amounts included in contract liabilities at the end of the year	269.99	1,236.19

c. Contract liabilities include amount received from customers as per the terms of purchase/sales order to deliver goods. Once the goods are completed and control is transferred to customers, the same is adjusted accordingly.

25.3 The Company does not provide performance warranty for goods sold, Since impact of replacement is not material therefore no liability towards performance warranty has been accounted in books.

25.4 The above revenues have been recognised at point of time.

26 Other Income

(₹ Lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Interest Income		
on Income Tax Refund	9.53	-
on Others	5.52	8.02
Unrealised Gain on Investment	7.58	-
Provision for earlier years no longer required written back	51.21	64.52
Scrap sale	48.94	80.78
Net gain on exchange fluctuation on translation and transactions	-	2.41
Rental Income	13.00	4.64
Liabilities, no longer required written back	77.05	-
Others	24.78	40.31
Total	237.61	200.68



27 Cost of Material Consumed

(₹ Lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Raw material consumed	14,237.07	21,055.22
Packing material consumed	762.10	965.15
Total Cost of Material Consumed	14,999.17	22,020.37

28 Change in inventories of finished goods, work-in-progress and stock in trade

(₹ Lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Opening Stock		
Finished Goods	6,427.24	4,265.37
Stock In Trade	11.69	3.29
Work-in-Progress	37.49	37.11
	6,476.42	4,305.77
Closing Stock		
Finished Goods	2,528.23	6,427.24
Stock In Trade	1.31	11.69
Work-in-Progress	-	37.49
	2,529.54	6,476.42
Net (Increase) / Decrease in Stocks	3,946.89	(2,170.65)

29 Employee Benefit Expenses

(₹ Lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Salaries, wages and bonus etc.	2,401.71	2,306.98
Contribution to provident and other funds	103.68	102.21
Gratuity	33.97	35.38
Staff welfare expenses	43.13	48.57
Total	2,582.49	2,493.14

30 Finance Costs

(₹ Lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Interest expenses	521.55	456.46
Interest on delayed payment of taxes	5.94	0.28
Interest on lease obligations	23.31	25.48
Other borrowing costs	-	5.15
Total	550.80	487.37

31 Depreciation & Amortisation Expense

(₹ Lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Depreciation and amortisation	455.96	484.67
Depreciation of right of use assets	26.94	26.94
Total	482.90	511.61

32 Other Expenses

(₹ Lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Consumption of stores and spares	520.12	572.67
Power and fuel	2,929.48	2,989.46
Job on contract	673.80	612.39
Rent	82.04	86.07
Repairs to buildings	10.60	43.47
Repairs to machinery	181.16	203.95
Insurance	59.27	44.50
Rates and taxes	9.56	12.33
Freight and transportation	482.08	543.84
Selling Expenses including sales promotion	361.54	528.12
Directors' fee	17.65	15.12
Provision for Expected Credit Losses	0.53	-
Bad debts written off	6.77	-
Sundry Balances written off	44.24	-
Legal and Professional	162.27	184.94
Travelling Expenses	226.81	238.47
Miscellaneous @	388.36	443.30
Total	6,156.28	6,518.63

@ Includes amount paid to auditors

i) Statutory Auditors:

a. Statutory audit fee	4.50	3.80
b. Limited review fee	1.10	1.00
c. Tax audit fee	0.55	0.55
d. Certifications fee	0.18	0.17
e. Reimbursement of expenses	0.71	0.71
Total	7.05	6.23

ii) Cost Auditors:

a. Audit fee	0.50	0.50
Total	0.50	0.50



33 Earning per share (EPS)

(₹ Lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Profit for the year	133.69	(325.96)
Number of Equity Shares beginning of the year	2,20,03,200	2,20,03,200
Shares issued during the year	-	-
Number of Equity Shares at the end of the year	2,20,03,200	2,20,03,200
Weighted average number of equity shares of ₹ 5/- each	2,20,03,200	2,20,03,200
Basic and diluted (Per Share in ₹)	0.61	(1.48)

There have been no transactions involving Equity shares or Potential Equity shares between the reporting date and the date of approval of these financial statements that would have an impact on the outstanding weighted average number of equity shares as at the year end.

34 Contingent Liabilities & Commitments (to the extent not provided for)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Contingent Liabilities :		
Claim against the company not acknowledged as debts.		
a. Sales tax/ Mandi Fee /Milk cess liability in respect of matter in appeals *	340.63	340.63
b. Other matters	92.58	92.58
c. National Green Tribunal Penalty* [also refer Note 34.1]	485.00	485.00
d. Goods and Service tax	519.37	-
* Interest impact on above, if any, will be considered as and when arise.		

The Company has reviewed all its pending litigations and proceeding and has adequately provided for where provision required and disclosed as contingent liabilities where applicable, in its financial statement. The company does not expect the outcome of these proceedings to have a material adverse effect on its financial position.

- 34.1 The Hon'ble National Green Tribunal at New Delhi ("Hon'ble Tribunal") has rendered a finding against the Company for not having a valid No Objection Certificate ("NOC") under the Guidelines of CGWA despite the Company placing on record evidence to show that it had applied for renewal of the NOC prior to its expiry and had continuously followed up with CGWA for grant of NOC. Therefore, the Company could not have been held liable for the failure of CGWA to grant renewal of the NOC under the CGWA Guidelines. The Company has filed the appeal before Hon'ble Supreme Court challenging the final order ("Impugned Judgment") of the Ld. Principal Bench of the Hon'ble Tribunal", whereby the Hon'ble Tribunal levied an environmental compensation of Rs. 485.44 Lakhs on the Company without rendering any finding against the Company. The Civil Appeal was listed and heard before Hon'ble Supreme Court on 11th April, 2022. The Hon'ble Court upon noting the submissions advanced on behalf of the Company, directed the Company to deposit Rs. 100 Lakhs. The said amount has been deposited in compliance of the order passed by Hon'ble Supreme Court. The matter is subjudice before the Hon'ble Supreme Court. The Company does not expect the outcome of these proceedings to have a material adverse effect on its financial position.

Commitments: [as identified by the management]

Contracts remaining to be executed on capital account (Net of Advances)	-	17.19
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35 Employee benefits

A. Defined Contribution Plans

Provident Fund: The Company makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits. During the year, the Company has recognised ₹ 97.64 Lakhs (previous year ₹ 96.06 Lakhs) as contribution to Employee Provident Fund in the Statement of Profit and Loss

B. Defined Benefit Plans - Gratuity

Each employee rendering continuous service of 5 years or more is entitled to receive gratuity amount equal to 15/26 of the monthly emoluments for every completed year of service subject to maximum of ₹ 20 Lakhs at the time of separation from the Company. The most recent actuarial valuation for gratuity was carried out as at March 31, 2024. The present value of the defined benefit obligations and the related current service cost and past service cost, was measured using the Projected Unit Credit Method. The gratuity liability of the Company is not funded.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for defined benefit plans:

(i) **Reconciliation of fair value of plan assets and defined benefit obligation:**

(₹ Lakhs)

	Current Year	Previous Year
Fair value of plan assets	-	-
Defined benefit obligation	138.44	135.51
Net assets / (liability) recognised in the Balance Sheet at year end	(138.44)	(135.51)

(ii) **Changes in the present value of the defined benefit obligation are, as follow**

	Current Year	Previous Year
Defined benefit obligation at beginning of the year	135.51	183.38
Current service cost	24.00	22.21
Interest expense	9.97	13.17
Benefits paid	(48.96)	(17.84)
Actuarial (gain)/ loss on obligations - OCI	17.92	(65.41)
Defined benefit obligation at year end	138.44	135.51

(iii) **Amount recognised in Statement of Profit and Loss:**

	Current Year	Previous Year
Current service cost	24.00	22.21
Net interest expense	9.97	13.17
Remeasurement of Net Benefit Liability/ Asset	-	-
Amount recognised in Statement of Profit and Loss	33.97	35.38

(iv) **Amount recognised in Other Comprehensive Income:**

	Current Year	Previous Year
Actuarial (gain)/ loss on obligations	17.92	(65.41)
Return on plan assets (excluding amounts included in net interest expense)	-	-
Amount recognised in Other Comprehensive Income	17.92	(65.41)

(v) **The Company has no plan assets.**



(vi) The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

	Current Year	Previous Year
Discount rate (in %)	7.22%	7.36%
Salary Escalation (in %)	7.00%	7.00%
Rate of return in plan assets (in %)	-	-
Mortality	100% of IALM (2012 -14)	100% of IALM (2012 -14)
Expected average remaining working lives of employees (in years)	22.43	23.03

Note : Assumptions regarding future mortality have been based on published statistics and mortality tables.

(vii) A quantitative sensitivity analysis for significant assumption are given as below:

(₹ Lakhs)

Sensitivity Level	As at 31st March, 2024		As at 31st March, 2023	
	+ 0.5%	- 0.5%	0.5%	-0.5%
Effect of change in discount rate	(7.87)	8.62	(7.13)	7.79
Effect of change in salary escalation	8.59	(7.92)	7.78	(7.18)

- The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.
- Sensitivities due to mortality and withdrawals are insignificant, hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.
- Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

(viii) Expected contribution for the next annual reporting period

	Current Year	Previous Year
	40.99	40.26

(ix) Maturity profile of defined benefit obligation:

	Current Year	Previous Year
Within next twelve months	8.18	10.51
Between one to five years	24.74	28.47
Beyond five years	105.52	96.52

(x) Description of Risk Exposures:

Defined benefit plans expose the Company to actuarial risks such as: Interest rate risk, Salary risk and Demographic Risk.

- Interest rate risk:** The defined benefit obligation calculated uses a discount rate based on government bonds. If the bond yield falls, the defined benefits obligation will tend to increase.
- Salary risk:** Higher than expected increase in salary will increase the defined benefit obligation.
- Demographic risk:** This is the risk of variability of results due to unsystematic nature of decrements that includes mortality, withdrawals, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends on the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.



36 Segment Reporting

- (a) According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. The business activity of the company falls within one broad business segment viz. "Dairy Products" and substantially sale of the product is within the country. Hence, the disclosure requirement of Ind AS 108 of 'Segment Reporting' is not considered applicable.
- (b) No customer individually account for more than 10% of the revenue in the year ended 31st March, 2024 and 31st March, 2023

37 Related party disclosures

Names of related parties and description of relationship (to the extent identified by the Company)

A Relationship

i) Holding Company

Bengal and Assam Company Ltd.

ii) Fellow Subsidiaries

LVP Foods Pvt. Ltd. (LVP)

JK Tyre & Industries Ltd. (JKTIL)

JK Fenner (India) Ltd. (JKFL)

Panchmahal Properties Ltd.

JK Agri Genetics Ltd.

iii) Key Management Personnel (KMP):

Mr. Amar Singh Mehta	Non-Executive Director
Mr. Desh Bandhu Doda	Non-Executive Director
Mr. V. Kumaraswamy	Non-Executive Director
Mr. Rajiv Sheopuri	Non-Executive Director
Sh. RC Surana	Non-Executive Director
Ms. Pooja Gurwala	Non-Executive Director (till 7th July 2023)
Ms. Poonam Singh	Non-Executive Director (w.e.f. 4th August 2023)
Mr. Puneet Garg ^	Chief Financial Officer (till 6th July 2023)
Mr. Raghav Garg ^	Chief Financial Officer (w.e.f. 4th August 2023)
Mr. Pankaj Kamra ^	Company Secretary
Mr. Sandeep Bhalla	Manager (till 2nd May 2023)

^ under the Companies Act, 2013

iv) Other Entities

JK Paper Ltd. (JKPL) Associate of Holding company

JK Lakshmi Cement Ltd. (JKLC) Associate of Holding company



Transactions during the year

(a) Other Transactions

(₹ Lakhs)

Particulars	Year ended	JKPL	JKLC	KMP	Grand Total
Rent Paid (excluding GST)	March 31, 2024	3.00	27.30	-	30.30
	March 31, 2023	3.00	18.76	-	21.76
ERP License and Support service (excluding GST)	March 31, 2024	17.32	-	-	17.32
	March 31, 2023	7.22	-	-	7.22
Purchase of goods/ Services	March 31, 2024	0.25	19.95	-	20.20
	March 31, 2023	4.95	19.57	-	24.52
Sales of Property, Plant & Equipment (excluding GST)	March 31, 2024	2.54	-	-	2.54
	March 31, 2023	-	-	-	-

(b) Short-Term Employee Benefits

Remuneration #	March 31, 2024	-	-	61.70	61.70
	March 31, 2023	-	-	109.91	109.91
Director Sitting Fees to Non-Executive Directors	March 31, 2024	-	-	17.65	17.65
	March 31, 2023	-	-	15.12	15.12

The above said remuneration is excluding provision for gratuity and leave encashment, where the actuarial valuation is done on overall Company basis.

(c) Closing balances

Other Payables	March 31, 2024	-	-	-	-
	March 31, 2023	7.79	-	-	7.79

Note 1 Terms and conditions of transactions with related parties: Outstanding balances at the year-end are unsecured, interest free and settlement occurs in cash.

38 Financial Instruments

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

Financial Assets

Sl. No.	Particulars	As at 31st March, 2024		As at 31st March, 2023	
		Carrying	Fair	Carrying	Fair
		Amount	Value	Amount	Value
1	Financial assets designated at amortised cost				
a)	Trade receivables	850.95	850.95	616.93	616.93
b)	Cash and cash equivalents	59.57	59.57	220.84	220.84
c)	Other bank balances other than "b" above	32.51	32.51	40.00	40.00
d)	Other financial assets	177.60	177.60	175.14	175.14
2	Financial Assets measured at fair value through Profit and Loss				
a)	Investments- Current	307.58	307.58	-	-
		1,428.21	1,428.21	1,052.91	1,052.91

Sl. No.	Particulars	As at 31st March, 2024		As at 31st March, 2023	
		Carrying	Fair	Carrying	Fair
		Amount	Value	Amount	Value
1	Financial liability designated at amortised cost				
a)	Borrowings	4,435.04	4,435.04	5,652.96	5,652.96
b)	Trade payables	1,135.97	1,135.97	3,083.10	3,083.10
c)	Other financial liabilities	437.79	437.79	409.10	409.10
		6,008.80	6,008.80	9,145.16	9,145.16

The following methods and assumptions were used to estimate the fair values.

- A** Company has adopted effective rate of interest for calculating Interest. This has been calculated as the weighted average of effective interest rates calculated for each loan. In addition processing fees and transaction cost relating to each loan has also been considered for calculating effective interest rate.
- B** Fair value of cash and deposits, trade receivables, trade payables, and other current financial assets and liabilities are at their carrying amounts due to the short-term nature of these instruments.
- C** The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

- (a) recognised and measured at fair value and
- (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Investments at fair value through profit and loss

Particulars	Level 1	Level 2	Level 3	Total
Investments				
As at 31st March, 2024	307.58	-	-	-
As at 31st March, 2023	-	-	-	-

There are no transfers between level 1 and level 2 during the year.

39 Financial Risk Management Objectives And Policies

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the processes to ensure that executive management controls risks through the mechanism of property defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.



The Company's Audit Committee oversees compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's management oversees the management of these risks. The management reviews and agrees policies for managing each of these risks, which are summarised below.

i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate. The Company Management has established a procedure under which each new customer is analyzed individually for creditworthiness. The Company's review includes market check, industry feedback, past financials and external ratings, if they are available, and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from authorised personnel of the Company.

Most of the Company's customers have been transacting with the Company for over four years, and no significant impairment loss has been recognized against these customers. In monitoring customer credit risk, customers are reviewed according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry and existence of previous financial difficulties.

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

The carrying amount net of loss allowances of trade receivables is Rs. 850.95 Lakhs (Previous year Rs. 616.93 Lakhs).

Ageing of trade receivables are as under:-

Particulars	As at 31st March, 2024			As at 31st March, 2023		
	Less than 6 months	More than 6 months	Total	Less than 6 months	More than 6 months	Total
Unsecured	647.64	203.84	851.48	585.27	31.66	616.93
Loss Rate [estimated by the management]	0%	0.26%	0.06%	0%	0%	0%
Allowances for Credit Losses	-	(0.53)	(0.53)	-	-	-
Net Balance	647.64	203.31	850.95	585.27	31.66	616.93

During the year, the Company has made write-offs of trade receivables of Rs. 6.77 Lakhs (PY: Nil). It does not expect to receive future cash flows or recoveries from collection of cash flows previously written off. The Company management also pursue all legal option for recovery of dues wherever necessary based on its internal assessment.

Reconciliation of loss allowance provision – Trade receivables

Particulars	As at 31st March, 2024	As at 31st March, 2023
Opening balance	-	-
Changes in loss allowance	0.53	-
Closing balance	0.53	-

ii. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly three types of risk: interest rate risk, currency risk and other price risk such as commodity price risk.

The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company uses various debt instruments to manage market risks on account of interest rates. All such transactions are carried out as per guidelines of the Management.

(a) Interest rate risk

The Company's main interest rate risk arises from non-current and current borrowings with variable rates, which expose the Company to cash flow interest rate risk. Currently the Company's borrowings are within acceptable risk levels, as determined by the management, hence the Company has not taken any swaps to hedge the interest rate risk. The Company's borrowings at variable rate were denominated in Rupees.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

Particulars	Fixed-rate instruments		Variable-rate instruments		Total	
	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2024	As at 31st March, 2023
Borrowings	1,400.00	1,400.00	2,830.00	4,024.42	4,230.00	5,424.42

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points in interest rates at the reporting date would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

Particulars	Profit or loss		Equity, net of tax	
	50 bp	50 bp	50 bp	50 bp
	increase	decrease	increase	decrease
Cash flow sensitivity				
Variable-rate instruments (as at 31st March, 2024)	(14.15)	14.15	(10.21)	10.21
Variable-rate instruments (as at 31st March, 2023)	(20.12)	20.12	(14.52)	14.52

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

(b) Currency risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (₹). The risk is measured through a forecast of highly probable foreign currency cash flows. The Company's does not have exposure to foreign currency.

(c) Commodity price risks

The Company is affected by the price volatility of certain commodities. Its operating activities require the purchase of raw material and manufacturing of dairy products and therefore, requires a continuous supply of certain raw materials such as milk, sugar, etc. To mitigate the commodity price risk, the Company has an approved supplier base to get best competitive prices for the commodities and to assess the market to manage the cost without any compromise on quality.



(d) Investment price risks

Investment Price risk is the risk that the value of the financial instrument will fluctuate as a result of changes in market prices and related market variables including interest rate change whether caused by factors specific to an individual investment, its issuer or the market. The Company's exposure to price risk arises from investments in mutual funds are as follows:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Investment in Mutual Funds	307.58	-

Sensitivity analysis

Particulars	Profit or loss		Equity, net of tax	
	50 bp	50 bp	50 bp	50 bp
	increase	decrease	increase	decrease
Investments at FVTPL (as at 31st March, 2024)	(1.54)	1.54	(1.11)	1.11
Investments at FVTPL (as at 31st March, 2023)	-	-	-	-

iii. Liquidity risk

The Company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/ long term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Particulars	Carrying Amount	Less than 1 year	1-5 Years	More than 5 year	Total
As at 31st March, 2024					
Borrowings - Current	2,500.00	2,500.00	-	-	2,500.00
Borrowings - Non Current (including current maturity)	1,730.00	219.96	1,510.04	-	1,730.00
Lease Liability	309.08	25.88	187.20	96.00	309.08
Trade and Other Payables	1,573.76	1,562.76	11.00	-	1,573.76
Total	6,112.84	4,308.60	1,708.24	96.00	6,112.84
As at 31st March, 2023					
Borrowings – Current	3,194.42	3,194.42	-	-	3,194.42
Borrowings - Non Current (including current maturity)	2,230.00	400.00	1,830.00	-	2,230.00
Lease Liability	228.54	46.80	187.20	142.80	376.80
Trade and Other Payables	3,492.20	3,481.20	11.00	-	3,492.20
Total	9,145.16	7,122.42	2,028.20	142.80	9,293.42

40 Reconciliation of movements of liabilities to cash flows arising from financing activities

As per Ind AS 7, the Company is required to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The Company did not have any material impact on the Statement of Cash Flows other than following:



Notes to Financial Statements for the year ended 31st March, 2024

Particulars	As at 31st March, 2024	Cash Flow Changes	Non Cash Changes		As at 31st March, 2023
			Reclassification	Others	
Long term Borrowings	1,730.00	(500.00)	-	-	2,230.00
Short term Borrowings	2,500.00	(694.42)	-	-	3,194.42
Lease Liabilities	205.04	(46.81)	-	23.31	228.54
Total	4,435.04	(1,241.23)	-	23.31	5,652.96

Particulars	As at 31st March, 2023	Cash Flow Changes	Non Cash Changes		As at 31st March, 2022
			Reclassification	Others	
Long term Borrowings	2,230.00	(90.00)	-	-	2,320.00
Short term Borrowings	3,194.42	219.72	-	-	2,974.70
Lease Liabilities	228.54	(46.80)	-	25.48	249.86
Total	5,652.96	82.92	-	25.48	5,544.56

41 Other Disclosures

a Ratios and their Elements as per the requirements of Schedule III to Companies Act 2013

Ratio	Numerator	Denominator	Current year	Previous year	Variance (%)	Reason for Variance exceeding 25%
Current Ratio (Times)	Current Asset	Current Liability	1.08	1.02	5.88%	
Debt Equity Ratio (Times)	Total Debt	Shareholder Equity	0.94	1.24	24.11%	
Debt Service Coverage Ratio (Times)	EBITDA	Debt Service	0.67	0.71	-5.32%	
Return on Equity	Profit after tax	Shareholder Equity	3%	-6.35%	142.16%	Due to profit in current in comparison to loss in previous year
Inventory Turnover Ratio (Times)	Sales	Average Inventory	5.34	3.95	35.02%	Due to decrease in Inventories
Trade Receivable Turnover Ratio (Times)	Sales	Average Trade Receivables	38.99	37.88	2.94%	
Trade Payable Turnover Ratio (Times)	Purchases	Average Trade Payables	7.00	10.49	-33.29%	Due to decrease in purchase
Net Capital Turnover Ratio (Times)	Net Sales	Working Capital	9.33	7.86	18.79%	
Net Profit Ratio	Net Profit after Tax	Net Sales	0.47%	-1.11%	141.97%	Due to profit in current in comparison to loss in previous year
Return on Capital Employed	EBIT	Tangible Net Worth+Total Debt+DTL	7.64%	0.40%	1828.48%	Due to increase in operating profit
Return on Investments	Income from Investments	Time Weighted Average Investments	2.46%	-	NA	



b Details of Benami Property held:

There are no proceedings which have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

c Willful Defaulter:

The Company has not been declared as Willful Defaulter by any Bank or Financial Institution or other Lender.

d Core Investment Company (CIC)

The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. The Group has 2 CIC as part of the Group.

e Registration of Charges or satisfaction with Registrar of Companies (ROC)

The Company does not have any charges or satisfactions yet to be registered with the registrar of the companies beyond the statutory period.

f Relationship with Struck off Companies :

During the year the Company does not have transactions with the companies struck off under section 248 of Companies Act, 2013 other than following :

Nature of Transaction with struck off company	Name Of Struck off Company	Balance Outstanding	Relationship with struck off company,if any
Share held by struck off company	Srijan Commodities Private Limited	715 Shares having face value of ₹ 5	Shareholder

During the previous year, the Company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013.

h Compliance with number of layers of companies:

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

i Utilisation of Borrowed funds and share premium:

During the current year and previous year, other than the transactions undertaken in the normal course of business and in accordance with extant regulatory guidelines as applicable.

- (i) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested during the year (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) No funds (which are material either individually or in the aggregate) have been received during the year by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

j Undisclosed Income:

The Company does not have any transactions not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). Also, there are nil previously unrecorded income and related assets.

k Details of Crypto Currency or Virtual Currency:

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

42 Leases

As a Lessee

- (i) As on 31st March, 2024, lease liabilities were ₹ 205.04 lakhs (previous year ₹ 228.54 lakhs). The corresponding interest expense for the year ended 31st March, 2024 was ₹ 23.31 lakhs (previous year ₹ 25.48 lakhs). The portion of the lease payments recognized as a reduction of the lease liabilities and as a cash outflow from financing activities amounted to ₹ 23.50 lakhs (previous year ₹ 21.32 lakhs) for the year ended 31st March, 2024
- (ii) The maturity of the lease liabilities is as follows:(undiscounted)

Particulars	<=1 Year	1-3 Years	4-5 Years	>5 Years	Total
as at 31st March, 2024	46.80	93.60	93.60	96.00	330.00
as at 31st March, 2023	46.80	93.60	93.60	142.80	376.80

- (iii) The Company recognizes the expenses of low value leases or short-term leases on a straight-line basis over the lease term. The expenses related to short-term leases for the year was ₹ 82.04 lakhs (previous year ₹ 86.07 lakhs).
- (iv) There are no variable lease payments for the year ended 31st March, 2024 and 31st March, 2023.
- (vi) Total cash outflow on leases for the year ended 31st March, 2024 was ₹ 46.80 lakhs (previous year ₹ 46.80 lakhs).

As a Lessor

There is income of Rs. 13.00 Lakhs (PY: Rs. 4.64 Lakhs) from subleasing right-of-use assets and no gains or losses from sales and leaseback for the year ended March 31, 2024.

43 Corporate Social Responsibility

The Company not required to makes CSR Expenditure due to threeshold limit is not exceed as per u/s 135 of the Companies Act, 2013.

44 Event occuring after balance sheet date

There were no major event occuring after balance sheet date.

45 Capital Risk Management

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The primary objective of the Company's capital management is to maximize the shareholder value. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal capital structure to reduce the cost of capital. No changes were made in the objectives, policies or processes during the year ended 31st March, 2024 and 31st March, 2023.

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents. The Company monitors capital using gearing ratio, which is net debt divided by total capital as under:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Borrowings	4,230.00	5,424.42
Less: cash and cash equivalents including bank balance	59.57	220.84
Net debt	4,170.43	5,203.58
Equity (Equity Share Capital and Other Equity)	4,507.78	4,387.02
Capital and Net debt	8,678.21	9,590.60
Gearing Ratio	48.06%	54.26%



- 46 Scheme of Arrangement ('the Scheme') amongst Bengal & Assam Company Limited (BACL), Parent Company, Panchmahal Properties Limited ('PPL'), a wholly owned subsidiary of BACL, and Umang Dairies Limited ('UDL') for Demerger of dairy business of UDL into and with PPL and (b) merger of residual UDL into and with BACL w.e.f. 01.04.2023 has been filed with Hon'ble National Company Law Tribunal (NCLT) after receipt of No objection from the Stock Exchanges. Hon'ble NCLT, Allahabad Bench has directed convening of Meetings of Equity Shareholders and Unsecured Creditors of the Company through Video Conferencing on 3rd August 2024 and dispensed with Meeting of Secured Creditor(s) of the Company. Pending approval, no impact of the Scheme has been given in the financial statements.
- 47 Previous year figures have been regrouped/ rearranged, wherever considered necessary to conform to current year's classification.

For and on behalf of the Board of Directors

**As per our report of even date attached
For Singhi & Co.
Chartered Accountants
Firm Reg No. 302049E**

**Desh Bandhu Doda
(Director)
DIN : 00165518**

**Amar Singh Mehta
(Director)
DIN : 00030694**

**Bimal Kumar Sipani
Partner
M.No. 088926**

**Pankaj Kamra
(Company Secretary)**

**Raghav Garg
(Chief Financial Officer)**

**Place: Noida (Delhi-NCR)
Date: 22nd May, 2024**

ENTREPRENEURSHIP TRAINING FOR WOMEN ON DAIRY FARMING



WOMEN EMPLOYMENT TRAINING PROGRAM



ANIMAL HEALTHCARE PROGRAM



MILK PRODUCTION TRAINING

AWARDS FROM MOTHER DAIRY





UMANG DAIRIES LTD.

Administrative Office: 3rd Floor, Gulab Bhawan, 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002

 011-68201770  umang@jkmil.com  umangdairies.com



UMANG DAIRIES LIMITED

CIN: L15111UP1992PLC014942, Website: www.umangdairies.com

Regd. Office: Gajraula Hasanpur Road, Gajraula- 244 235, Distt. Amroha, Uttar Pradesh

Admin. Office: Gulab Bhawan (Rear Block), 6A, Bahadur Shah Zafar Marg, New Delhi 110 002

Phone: 011-68201776, Email ID: sharesumang@jkmil.com

NOTICE

NOTICE is hereby given that the Thirty first Annual General Meeting (AGM) of the Members of Umang Dairies Limited (**“the Company”**) will be held on Tuesday, the 6th August 2024 at 12.30 P.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2024 and the Reports of the Auditors and Board of Directors thereon.
2. To appoint a Director in place of Shri V. Kumaraswamy (DIN: 02443804), who retires by rotation and being eligible, offers himself for re-appointment.

As Special Business

3. To consider and if thought fit to pass, the following as a Special Resolution:
“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (‘the Act’) read with relevant rules made thereunder and Schedule IV to the Act and Regulation 16 and 17(1A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Rajiv Sheopuri (DIN: 03450185), who holds office of Independent Director upto 18th August 2024, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years, with effect from 19th August 2024 till 18th August 2029.”
4. To consider and if thought fit to pass, the following as a Special Resolution:
“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (‘the Act’) read with relevant rules made thereunder and Schedule IV to the Act and Regulation 16 and 17(1A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Desh Bandhu Doda (DIN: 00165518), who holds office of Independent Director upto 18th August 2024, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years, with effect from 19th August 2024 till 18th August 2029.”
5. To consider and if thought fit to pass, the following as a Special Resolution:
“RESOLVED that pursuant to the provisions of Sections 203, 196, 197, 198 and Schedule V of the Companies Act, 2013 (‘the Act’) and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Satyander Sharma, be and is hereby appointed as Manager designated as Business Head and Whole time Key Managerial Personnel for a period of three years with effect from 22nd May 2024, on remuneration as detailed in the statement under Section 102 of the Act.”
6. To consider and if thought fit to pass, the following as an Ordinary Resolution:
“RESOLVED that pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), remuneration of M/s Sanjay Kumar Garg & Associates, Cost Accountants, appointed by the Board of Directors of the Company on recommendation of the Audit Committee of Directors, as the Cost Auditors to conduct audit of cost records of the Company for the financial year 2024-25 commencing 1st April

2024, of Rs. 50,000/- (Rupees Fifty thousand), excluding G.S.T./other taxes, as applicable, and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Cost Auditors in connection with the cost audit, be and is hereby ratified and confirmed.

RESOLVED further that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary or expedient in connection therewith and incidental thereto.

Regd. Office:

Gajraula Hasanpur Road, Gajraula, - 244 235
Distt. Amroha (Uttar Pradesh)

Date: 2nd July 2024

By Order of the Board

Pankaj Kamra

Company Secretary

NOTES:

1. Ministry of Corporate Affairs (MCA) has vide its General Circular No. 20/2020 dated 5th May 2020 read with General Circular No. 9/2023 dated 25th September 2023, allowed companies whose Annual General Meetings (AGMs) are due in the year 2024, to conduct their AGMs on or before 30th September 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 (MCA Circulars). The Securities and Exchange Board of India (SEBI) also issued Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 (SEBI Circular). In compliance with these Circulars, provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the 31st AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 31st AGM shall be the Registered Office of the Company.
2. Statement under Section 102 of the Act, setting out the material facts concerning Item Nos. 3, 4, 5 and 6 of the Notice, is annexed hereto.
3. Pursuant to MCA/SEBI circulars, the facility to appoint proxy to attend and cast vote for the Members will not be available for this AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM, at sharesumang@jkm.com.
5. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be electronically available for inspection by the Members during the AGM.
6. Relevant documents referred to in this Notice and Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice upto the date of the AGM through electronic mode. Members seeking inspection can send an email in advance to sharesumang@jkm.com.
7. The Register of Members and the Share Transfer Books of the Company will be closed from Wednesday, 31st July 2024 to Tuesday, 6th August 2024 (both days inclusive).
8. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, as amended, has mandated that with effect from 1st April 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), bank account details & specimen signature ("KYC"). Further, shareholders in their own interest, are advised to also update their Nomination Details at the earliest. Relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf
9. Members holding shares in physical form are requested to furnish Form ISR-1, Form ISR-2 and SH-13, available on the Company's website at www.umangdairies.com to update KYC, to MAS Services Ltd., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi 110 020, who are the Company's Registrar and Share Transfer Agents.
10. **Despatch of Annual Report and Notice of AGM through electronic mode:**

In compliance with MCA/SEBI circulars, Annual Report for the Financial Year 2023-24 and the Notice of 31st AGM are being sent through electronic mode only to those Members whose email addresses are registered with the Company or the Depository Participant(s).

In case any member is desirous of obtaining physical copy of the Annual Report for the Financial Year 2023-24 and Notice of 31st AGM of the Company, may send request to the Company's email address at sharesumang@jkm.com mentioning Folio No./DP ID and Client ID.

For receiving Notice and Annual Report from the Company electronically, Members are requested to write to the Company with details of Folio number/ DPID/Client ID and attaching a self-attested copy of PAN at sharesumang@jkm.com or investor@masserv.com.

11. Notice of AGM and Annual Report for the financial year 2023-24, are available on the website of the Company at www.umangdairies.com and also on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. Notice of AGM is also available on the website of CDSL at www.evotingindia.com.
12. Members can join the AGM through VC/OAVM mode thirty (30) minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served principle.
13. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
14. **Appointment/Re-appointment of Directors:**

Pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings (SS-2), brief resumes of: (i) Shri V. Kumaraswamy, Director proposed to be re-appointed is given below, and (ii) Shri Rajiv Sheopuri and Shri Desh Bandhu Doda proposed to be re-appointed as Independent Directors are given in the Statement under Section 102 of the Act, at relevant Item Nos. 3 and 4 respectively of the Notice, annexed hereto.

Shri V. Kumaraswamy (DIN: 02443804), aged about 63 years, is a Management Graduate from Indian Institute of Management, Ahmedabad and CMA professional. He has over 36 years of experience in Corporate Finance, Strategy, Financial Services, Banking and Mergers & Acquisitions.

Shri Kumaraswamy is a senior finance professional having extensive experience in strategic tie-ups, Joint Ventures, Mergers & Acquisitions and Corporate Restructuring. He is also member of Corporate Finance committee and Manufacturing Sector Committee of various Trade & Industry Bodies viz. FICCI. He had also worked with PricewaterhouseCoopers, Voltas, Ciba-Geigy, ITC Group and Lalbhai Group and handled various areas of financial/banking and strategy matters. He has authored books on Corporate Insurance and Risk Management, Making Growth Happen in India. He has also published over 90 articles in various economic dailies of India and on matters of reforms, fiscal policies, budget matters and trade policies. He joined the Board of the Company on 18th May 2021. He is also on the Board of Global Strategic Technologies Limited, Songadh Infrastructure & Housing Limited and Jaykaypur Infrastructure & Housing Limited. He is not on the Board of any other listed company during the last 3 years. He does not hold membership of any Committees of the Board.

Shri Kumaraswamy attended all five board meeting of the Company held during the financial year ended 31st March 2024. He does not hold, either by himself or on beneficial basis for any other person, any Equity Shares of the Company. He is not related to any other Director and Key Managerial Personnel of the Company.

For details regarding the remuneration paid to him during the financial year ended 31st March 2024, please refer Corporate Governance section of the Annual Report for the financial year 2023-24. He shall be entitled to the sitting fees for attending Board and Committee Meetings and Commission on Net Profits, if any.

15. **Instructions for Members for remote e-voting and joining meeting through VC/OAVM are as under:**
 - A) In compliance with the provisions of Section 108 of the Act read with relevant Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is pleased to provide Members, facility to

exercise their right to vote at the 31st AGM by electronic means and the business may be transacted through remote e-voting services provided by CDSL. Remote e-voting is optional. The facility of e-voting shall also be made available at the AGM and Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right to cast vote during the AGM.

(B) The instructions for Members for remote e-voting are as under:

- (i) The remote e-voting period begins on **Saturday, 3rd August 2024 (10:00 A.M.)** and ends on **Monday, 5th August 2024 (5:00 P.M.)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Tuesday, 30th July 2024** i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote on the date of AGM.

(C) Login method for remote e-voting and joining virtual meeting for Individual Members holding securities in demat mode.

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on e-voting facility provided by Listed Entities, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP), thereby, not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to register / update their mobile number and e-mail ID with their DPs in order to access e-voting facility and/or attend the AGM.

Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs.

Login method for e-voting and joining virtual meetings for Individual Members holding shares in Demat mode are given below:

Type of Members	Login Method
<p>Individual Members holding shares in Demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi/Easiest facility:</p> <ul style="list-style-type: none"> (i) Members, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are requested to visit www.cdslindia.com and click on Login icon and select New System Myeasi. (ii) Enter your User ID & Password for accessing Easi/Easiest. (iii) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting his vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, links are also provided to access the system of all e-voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.

	<p>Users who have not opted for Easi/Easiest:</p> <ul style="list-style-type: none"> (i) Option to register is available at CDSL website www.cdslindia.com (ii) Alternatively, the user can directly access e-voting page by providing his Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page or https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all other e-voting Service Providers.
<p>Individual Members holding shares in demat mode with NSDL mm</p>	<p>Users registered for NSDL IDeAS facility:</p> <ul style="list-style-type: none"> (i) Open web browser by typing the URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. (ii) A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. (iii) Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
	<p>Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-voting website of NSDL.</p> <ul style="list-style-type: none"> (i) After successfully registering on IDeAS, Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. (ii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. (iii) Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Individual Members (holding Shares in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option.</p> <p>Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-voting feature.</p> <p>Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve Password are advised to use Forget Password option available at abovementioned website(s).

Individual Members holding shares in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL may reach out to below helpdesk:

Login type	Helpdesk details
Individual Members holding shares in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at 1800 22 55 33.
Individual Members holding shares in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990.

(D) Login method for e-voting and joining virtual meeting by Members (other than Individual Members) holding shares in Demat mode & all Members holding shares in Physical mode

The Members should log on to the e-voting website www.evotingindia.com.

Click on “Shareholders/Members” module.

Now enter your User ID

- (i) For CDSL: 16 digits beneficiary ID;
- (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
- (iii) Members holding Shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login – New system Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form (other than Individuals) and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Members as well as Physical Members) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/MAS Services Ltd., Registrar and Share Transfer Agent (RTA) or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login. If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Member holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant for Umang Dairies Limited.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password, enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

16. Information and Instructions for Members attending the AGM through VC/OAVM are as under:

- (A) Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under Shareholders/ Members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in Shareholder/ Members login where the EVSN of Company will be displayed.
- (B) Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- (C) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- (D) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (E) Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request on or before 26th July 2024 mentioning their name, demat account number/folio number, registered email id and mobile number at **sharesumang@jksmail.com**. The Members who do not wish to speak during the AGM but have queries may send their queries on or before 26th July 2024 mentioning their name, demat account number/folio number, email id and mobile number at **sharesumang@jksmail.com**. These queries will be replied by the Company suitably.
- (F) Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- (G) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
17. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
18. **Instructions for Members for e-voting during the AGM are as under:-**
- (a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (b) Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- (c) If Votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
- (d) Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
19. **Other Common Instructions:**
- (i) Facility for Non – Individual Members and Custodians – Remote E-Voting
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cDSLindia.com**.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to **helpdesk.evoting@cDSLindia.com** and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at

sharesumang@jkm.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- (ii) If you have any queries or issues regarding attending AGM & e-voting from the e-voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call at toll free no. on 1800 22 55 33.

- (iii) The voting rights of Members shall be in proportion to their shareholding in the paid up equity share capital of the Company as on the Cut-off date and a person who is not a Member as on the Cut-off date should treat the Notice for information purpose only.
- (iv) Any person, who acquires shares of the Company and become Member of the Company after despatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for e-voting.
- (v) The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
- (vi) The Company has appointed Shri Namo Narain Agarwal, Company Secretary in Practice (Membership No. FCS-234), as Scrutinizer and failing him, Shri Naveen Kumar Rastogi, Company Secretary in Practice (Membership No. FCS- 3685) as Alternate Scrutinizer, to scrutinize the process of remote e-voting and voting on the date of AGM in a fair and transparent manner.
- (vii) The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same. The results declared along with the consolidated Scrutinizer’s Report shall be placed on the Company’s website at **www.umangdairies.com** and on the website of CDSL **www.evotingindia.com** and shall simultaneously be forwarded to the Stock Exchange. The results of the voting will also be displayed at the Notice Board at the Registered and the Administrative Office of the Company.
- (viii) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date and who has not cast vote by remote e-voting, and being present at the AGM only shall be entitled to vote at the AGM.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 3 & 4

Shri Rajiv Sheopuri (DIN:03450185) and Shri Desh Bandhu Doda (DIN: 00165518), joined the Board of the Company on 19th August 2021. The Members of the Company at their Annual General Meeting (AGM) held on 16th September 2021 had appointed Shri Rajiv Sheopuri and Shri Desh Bandhu Doda as Independent Directors of the Company for a term of three consecutive years w.e.f. 19th August 2021. Their existing tenure will complete on 18th August 2024.

Brief profile and specific area of expertise of Shri Sheopuri and Shri Doda are as under:

Shri Rajiv Sheopuri (DIN:03450185)

Shri Rajiv Sheopuri, aged about 72 years, is Master's in Economics from The Delhi School of Economics. He has a vast experience of 48 years in Strategy & Marketing. Shri Rajiv Sheopuri is currently Strategy & Marketing Consultant. He has industry experience of over 33 years in Pulp & Paper Industry and FMCG sector and has held senior positions in Strategy, Marketing & Product Development in leading Companies.

Shri Sheopuri is not a Director of any other Company and accordingly, he does not hold Chairmanship/Membership of the Committees of Directors in other Companies in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Further, he has not been Director on the Board of any other listed company, during last 3 years.

He attended all five Board Meetings of the Company held during the financial year 2023-24. He does not hold, either by himself or on beneficial basis for any other person, any Equity Shares of the Company.

Shri Desh Bandhu Doda (DIN: 00165518)

Shri D.B. Doda, aged about 79 years, is a graduate in Science (Dairy Technology) and has varied experience of 53 years of Dairy sector in Senior position.

Shri Doda is also Non-executive Director on the Board of Terrestrial Foods Bengal Limited. He has not been Director on the Board of any other listed company, during last 3 years, and does not hold Chairmanship/Membership of the Committees of Directors in other Companies in terms of Regulation 26 of the Listing Regulations.

He attended all five Board Meetings of the Company held during the financial year 2023-24. He holds 50 Equity Shares of the Company.

As Independent Directors of the Company, they shall be entitled to sitting fees for attending Board & Committee Meetings and Commission on Net Profits, if any. Requisite details with respect to sitting fee, commission and other connected matters are given in the Corporate Governance section of the Annual Report for the financial year 2023-24.

As per provisions of Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years, but shall be eligible for re-appointment, subject to compliance of certain conditions and on passing of a Special Resolution by the Members of the Company. Further, such Independent Director will also not be subject to retirement by rotation.

Nomination and Remuneration Committee at its meeting held on 22nd May 2024, on the basis of performance evaluation of Independent Directors and considering their knowledge, background, experience and contributions made by them during their tenure as Directors of the Company, had recommended re-appointment of Shri Sheopuri and Shri Doda as Independent Directors of the Company, as it would be beneficial to the Company.

Shri Sheopuri and Shri Doda possess requisite core skills/expertise/competencies identified in the Company's business and sectors for its effective functioning. Details of skills possessed by them are given in the Corporate Governance section of the Annual Report for the financial year 2023-24.

Accordingly, the Board recommended re-appointment of Shri Sheopuri and Shri Doda as Independent Directors of the Company for second term of five consecutive years from 19th August 2024 till 18th August 2029.

The Company has received their consents in writing to act as Directors in terms of Section 152(5) of the Act and Declaration of Independence under Section 149(6) of the Act and Regulation 16 of the Listing Regulations from both Directors. In terms of Regulation 25(8) of Listing Regulations, they also confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge their duties with an objective independent judgment and without any external influence and has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014. They are not presently disqualified from being appointed as Directors in terms of Section 164 of the Act or debarred from holding office of Director pursuant to any Order passed by SEBI or any other such authority.

The Company has, in terms of Section 160 of the Act, received notices in writing from members, proposing the candidature of Shri Sheopuri and Shri Doda for the office of Directors of the Company.

Further, as per Regulation 17(1A) of the Listing Regulations, inter alia, provides that no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy-five) years unless it is approved by the members by passing a special resolution to that effect. Shri Rajiv Sheopuri will attain the age of 75 years during his proposed term of re-appointment and hence continuation beyond 75 years requires the approval of members by way of special resolution. Further Shri D.B. Doda who is aged more than 75 years, his re-appointment as an Independent Director requires approval of members by way of special resolution.

Copy of draft letters of re-appointment of Shri Sheopuri and Shri Doda as Independent Directors setting out terms and conditions and other relevant documents would be available for inspection by the members at the Registered Office/Administrative Office of the Company on any working day during business hours upto and including the date of this AGM and is also posted on the website of the Company.

The Board recommends the aforesaid Special Resolutions for approval by the Members.

Except Shri Sheopuri and Shri Doda and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Special Resolutions.

Item Nos. 5

The Board of Directors at its meeting held on 22nd May 2024, on the recommendation of Nomination and Remuneration Committee, had appointed Shri Satyander Sharma, who is currently Business Head as Manager designated as Business Head and Whole time Key Managerial Personnel of the Company for a period of three years from 22nd May 2024 till 21st May 2027, on the remuneration as detailed hereunder, for the said period, including minimum remuneration in case of absence or inadequacy of profits in any financial year or years for a period not exceeding three years in aggregate in terms of Sections 196, 197 and 198 read with Schedule V of the Companies Act, 2013 ('Act'), Rules made thereunder.

In terms of Schedule V to the Act, the relevant details are as under:

I. General Information

- (i) Nature of Industry: Dairy
- (ii) Date or expected date of commencement of commercial production: Umang Dairies Limited plant of the Company was commissioned in the year 1994.
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- (iv) Financial performance based on given indicators:

Particulars for the financial year ended 31st March 2024	Rs. In Lacs
Revenue from Operations	28,619.33
Profit before Interest, Depreciation and Tax (PBIDT)	1,172.11
Profit before Tax (PBT)	138.41
Profit after Tax (PAT)	133.69

- (v) Foreign investments or collaborations, if any: Not Applicable

II. Information about the appointee

(i) Background details

Shri Satyander Sharma, aged about 43 years, is B.Sc from Kurukshetra University in 2002 and MBA in Marketing from Institute of Rural Management, Anand in 2004. He started his career as a Management Trainee with Amul, Mumbai. He subsequently served at Reliance Retail, Privil Lifesciences, Savannah Seeds and Spriha Biosciences Pvt. Ltd. Prior to joining the Company he was associated with Lactalis India, Bangalore, as Business Unit Head for Karnataka and South Andhra Pradesh business, with responsibility for all functions including Milk Procurement, Supply Chain, Plant Operations and Sales & Marketing.

(ii) Past Remuneration: Same as proposed

(iii) Recognition or Awards: Not Applicable

(iv) Job Profile and his suitability:

Shri Satyander Sharma, Manager of the Company is vested with powers of management subject to the control, direction and superintendence of the Board of Directors of the Company.

(v) Remuneration proposed: The Nomination and Remuneration Committee (NRC) and Board of Directors of the Company at their respective meetings held on 22nd May 2024, approved the terms and remuneration of Shri Satyander Sharma as Manager of the Company for a term of three years from 22nd May 2024 till 21st May 2027 as under:

A. Salary: Rs. 1,20,000/- per month with such increments as may be determined by the NRC and Board of Directors of the Company in the salary range of Rs. 60,000/- per month to Rs. 1,50,000/- per month.

B. Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, reimbursement of medical expenses incurred including hospitalization and surgical charges for self and family and travel relating thereto and leave travel including foreign travel for self and family, club fees, premium on personal accident insurance, car(s), telephone etc., and such other perquisites, benefits and allowances as may be determined by the NRC/Board of Directors of the Company. The perquisites shall be evaluated as per the actual cost or Income-tax Rules, as applicable.

The above perquisites, allowances and benefits will be as per the Schemes, Policies and the Rules of the Company as applicable from time to time subject to any change as may be decided by NRC/ Board of Directors of the Company.

C. Performance linked incentive, as may be determined by the Board or Nomination and Remuneration Committee thereof from time to time.

D. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per Rules of the Company.

E. Gratuity at the rate of 15 day's salary for each completed year of service.

F. Encashment of unavailed leave as per Rules of the Company.

G. NRC/Board of Directors of the Company may, from time to time determine increase or variation in the salary range, subject to the overall limits for all managerial persons specified in or approved under Section 197, as the case may be, and other applicable provisions of the Act or any statutory modification(s) or re-enactment(s) thereof.

H. In the event of inadequacy or absence of profits under Sections 197 and 198 of the Act in any financial year or years during the term of appointment, "Manager" shall be entitled to such remuneration as specified in paras A, B and C above, and/or as may be permissible under the

applicable provisions of the Act, as minimum remuneration and be also entitled to perquisites mentioned in paras D, E and F above, which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section IV of Part II of Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof, for a period or periods not exceeding three years in the aggregate, and the approval accorded herein shall also be deemed to be the approval as contemplated under Schedule V to the Act.

- (vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The Nomination and Remuneration Committee and Board of Directors of the Company had, while approving and recommending the said remuneration of Shri Satyander Sharma took into the account the financial position and size of the Company, trend in the Dairy Industry and other Companies, his qualifications, experience, past performance, past remuneration, profile and responsibilities etc.
- (vii) Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any: Besides the remuneration proposed, Shri Satyander Sharma does not have any pecuniary relationship directly or indirectly with the Company. He does not hold any shares in the Company.

III. Other Information

- (i) Reasons of loss or inadequate profits: At present, the Company had profits during the financial year ended 31st March 2024. However, his appointment is for a term of three years from 22nd May 2024 till 21st May 2027 and the future trend in profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole and Dairy Industry in particular and other relevant factors. Therefore, the limits specified under Section 197(1) read with Schedule V of the Act and Listing Regulations, may exceed during the term of appointment.
- (ii)&(iii) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: Company's R&D Department, constantly works on several new products to expand its product portfolio. Progress on some of the products has made significant headway.

The Company has undertaken several initiatives like improvement of efficiency parameters, cost reduction and building a formidable branding position, which is likely to hold the Company in good stead for coming many years.
- (iv) The Company has not made any default in repayment of any of its debts (including public deposits being nil) or debentures or interest payable thereon in the preceding financial year.

Relevant documents setting out the terms and conditions of appointment of Manager, would be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day during business hours upto and including the date of this AGM.

The Board recommends the aforesaid Special Resolution for approval by the Members.

Except Shri Satyander Sharma and his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

Item No. 6

The Board at its meeting held on 22nd May 2024, as recommended by the Audit Committee, had appointed M/s. Sanjay Kumar Garg & Associates, Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2024-25 commencing 1st April 2024 on a remuneration of Rs. 50,000/-, excluding G.S.T./other taxes, as applicable, and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the Cost Audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditors has to be ratified by the Members of the Company.

The Board recommends the aforesaid Ordinary Resolution for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

Regd. Office:

Gajraula Hasanpur Road, Gajraula, - 244 235
Distt. Amroha (Uttar Pradesh)

Date: 2nd July 2024

By Order of the Board

Pankaj Kamra
Company Secretary

FOR ATTENTION OF THE MEMBERS

1. SEBI has mandated that securities of listed companies can be transferred/traded only in dematerialized form. Further, SEBI vide its circulars/notifications, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, subdivision/splitting/ consolidation of certificate, transmission and transposition be also processed in dematerialised form only. On receipt of any such request the Company/RTA will issue a "Letter of Confirmation", in the prescribed format. In view of the same, Members are advised to get their shares dematerialized. Members can contact the **Company's Registrar & Share Transfer Agent (RTA): MAS Services Ltd., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi 110 020** or may write to the **Secretarial Department of the Company at Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110 002**, for assistance in this regard.

Dematerialization facility is available both on NSDL and CDSL. Company's ISIN is INE864B01027.

2. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28th December 2023, regarding Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The said circular is available on the website of the Company at **www.umangdairies.com**.

3. Investor Education and Protection Fund

Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members who have not claimed their dividend from the financial year 2017-18 and onwards may write to the Secretarial Department of the Company at the address mentioned above. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on **www.iepf.gov.in**.

4. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Members holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Members. Member holding shares in physical form, may send their nomination in the prescribed Form SH-13, duly filled in, to the Company's RTA or Secretarial Department at the address mentioned above. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be.

Members holding shares in dematerialized form are requested to contact their Depository Participant in this regard.

5. Members are requested to quote their Folio No./DP ID- Client ID and details of shares held in physical/demat mode, email IDs and telephone/mobile nos. for prompt reply to their communications.