

SIXTH ANNUAL REPORT

FINANCIAL YEAR: 2021-2022

RUHAANII MILK PRODUCER COMPANY LIMITED



Ruhaanii Milk Producer Company Limited

CIN: U01114PB2016PTC045813

Regd office: SH No-16, First Floor, Arvind Nagar, College Road, Mansa, Punjab-151505

[Email: rmpcl@ruhaanilmilk.com](mailto:rmpcl@ruhaanilmilk.com), [Website: www.ruhaanilmilk.com](http://www.ruhaanilmilk.com), [Tel : 7341113005](tel:7341113005)

RUHAANII MILK PRODUCER COMPANY LIMITED

CIN: U01114PB2016PTC045813

ANNUAL REPORT 2021-22

Board of Directors

Shri Sher Singh	-Chairman and Director
Shri Gurpreet Singh	- Director
Shri Sukhjinder Singh	- Director
Smt Kanta Devi	- Director
Shri Surender	- Director
Shri Balkaran Singh	- Director
Shri Rajbhinder Singh	- Director
Shri Baljinder Singh	- Expert Director
Shri Brajesh Narain Singh	- Expert Director
Shri Vikas Kumar	- Chief Executive and Director

Company Secretary

Shri Amritpal Singh

Registrar and Transfer Agent

Link InTime India Pvt Ltd
New Delhi

Banker

HDFC Bank Ltd.
Bank of Baroda.
IDBI Bank.

Registered Office

Sh No-16, First Floor, Arvind Nagar,
College Road, Mansa, Punjab- 151505

Auditor

S.N Dhawan and Company LLP
Chartered Accountants

Internal Auditor

Ray and Ray
Chartered Accountants

RUHAANII MILK PRODUCER COMPANY LIMITED

CIN: U01114PB2016PTC045813

Registered Office: SH No. 16, First Floor, Arvind Nagar, College Road, Mansa, Punjab -151505

Tel : 7341113005

Website: www.ruhaanilmilk.com

Email: Rmpcl@ruhaanilmilk.com

NOTICE

NOTICE is hereby given that the 7th Annual General Meeting of the members of Ruhaanii Milk Producer Company Limited will be held on 30th September 2022 at 12:00 Noon, in Mehak Resort, Mansa to transact the following business:

1. Adoption of Audited Financial Statements for the F.Y. 2021-22.

To receive, consider and adopt the Financial Statement for the financial year ended 31st March 2022 together with schedules and notes forming a part thereof and the reports of Directors and Auditor's thereon and to adopt following Ordinary resolution in this regard:

"RESOLVED THAT the audited Financial Statements for the financial year ended 31st March 2022, together with Schedules and notes forming a part thereof and the Directors' and Auditors' report of the Company, be and is hereby approved and adopted."

2. To consider and approve Budget of the company for the F.Y. 2022-23.

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

"RESOLVED THAT the Budget of the company for the Financial Year 2022-23 as placed before the meeting be and is hereby approved.

3. Appointment of Shri Paramjeet Singh as Director

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

"RESOLVED THAT, pursuant to the provisions of Section 378P of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company Shri Gurpreet Singh (DIN: 07850152), Director, who shall complete his second term of appointment and, not eligible for re-appointment as per the provisions of Article 9.6.iii, shall retire at the 7th Annual General meeting of the Company, and based on the recommendation of the Board of

directors, in his place election/appointment of Shri Paramjeet Singh (DIN: 009733228), be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.”

4. Appointment of Shri Iqbal Singh as Director.

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

“**RESOLVED THAT**, pursuant to the provisions of Section 378P of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, Shri Sukhjinder Singh (DIN: 08199126), Director, who shall complete his second term of appointment and, not eligible for re-appointment as per the provisions of Article 9.6.iii, shall retire at the 7th Annual General meeting of the Company, and based on the recommendation of the Board of directors, in his place appointment of Shri Iqbal Singh (DIN: 009733304), be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.”

5. Alteration in Articles of Association of the company.

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

“**RESOLVED THAT** pursuant to the relevant provisions of Part XXI-A of the Act in particular Sec. 378-I and other applicable provisions of Companies Act, 2013 including rules made thereunder, the existing Articles of Association of the Company be and are hereby altered in the manner and to the extent following:

(1) The existing Article 4.3. iii. be altered/modified and shall be read as under:

Any member who is not eligible to continue as a Member shall be served a written notice by the Company for removal as Member and given an opportunity of being heard. The Member would need to reply to the notice within the stipulated period as specified in the notice. Thereafter, the Board shall take a decision in the matter. However for the purpose of sending notices to the members, the Board may exempt one or more eligibility criterion for all the members during a particular year.

(2) The existing Article 9.13 be altered/modified and shall be read as under:

I. The quorum for a meeting of the Board shall be one-third of the total strength of directors, subject to a minimum of three including the presence of at least one elected Director and one Expert Director. Notwithstanding

the above, the quorum for the meeting of the Board of Directors shall not require the presence of the Expert Director in case there is no Expert Director on the Board of the Company.

- II. In case meeting of the Board could not be held for want of quorum, the meeting shall stand adjourned for the date, time and place as decided by the Chairman of the Company. However, the adjourned meeting shall be convened by the Chairman within seven days from the date of original meeting.

6. Approval of guidelines for the constitution of Nominating Committee.

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

“RESOLVED THAT the guidelines for constitution of Nominating Committee be and are hereby adopted and approved pursuant to the relevant provisions of the Companies Act, 2013, including its Part XXI-A and the applicable provisions of the Memorandum and Articles of Association of the Company, which are laid down herein below i.e.,

- (i) The Board of the Ruhaanii Milk Producer Company Limited (“Company”) shall constitute a “Nominating Committee”, (NC) within three months of the completion of the F.Y, for suggesting to the Board ‘Potential candidate for the vacant producer-member director position on the Board of the Company.
- (ii) The vacancy of the Producer Directors on the Board (under Class A or Class B or Class C category) shall be announced by the Board of Directors of the Company. The notice inviting nominations from eligible members for consideration by the Nominating Committee (to fill as many number of positions as vacant on the board) shall be put on the notice board of the Company and or on the website of the Company, if there is one or by sending a circular by ordinary post to the members of the respective class(es) for which the vacancy arises.
- (iii) The Board shall prepare a process which has to be followed by the ‘Nominating Committee’ for identifying such potential members as referred under Article.

- (iv) The "Nominating Committee" shall consider the following table showing the 'Applicant's eligibility scores' to be given against each parameter for the eligible applicant:

S no	Parameter for applicant's eligibility score	Maximum Score
1	Number of days of Milk supplied to the Company during previous two financial years Scoring will be as follows: (95% or more days -25 ; 85% to <95% days - 20 ; 75% to <85% - 15 ; 65% to <75% - 10 ; 55% to <65% - 5 ; <55% - 0)	25
2	Share capital subscription is not falling short by more than 10% of the of the actual requirement as on 31st March of the previous financial year	10
3	Supplying the entire surplus to the Company during the period (i.e. has not supplied milk to any other players /competitors/operators)-based on self-declaration and subsequent verification by the Company.	10
4	Continuously maintained the member qualification (@ 3 marks for each year for the last 5 years)	15
5	Educational qualification of the applicant (over and above the minimum required qualification – for graduates -10 and for Post graduates – 15) Minimum qualification shall be as per the Articles of Association.	15
6	Other Training programmes attended – Producer / Quality and Clean Milk awareness (5 marks); orientation programme for VCG/MRG (5 marks) /Leadership Development Programme (5 marks) For Board of Directors' Training Programme of Ruhaanii Milk Producer Company Limited attended (15 marks).	15
7	Received any award or recognition as member of the Company (like best IB Award for member / VCG / MRG etc) / Applicant has served as Director on the Board of Directors of Ruhaanii Milk Producer Company Limited (5 marks).	5
8	Having received recognition for voluntary service (subject to documentary proof)	5
	TOTAL	100

- (v) The 'Nominating Committee' constituted by the Board shall comprise of-
- i. A producer-member director on the Board from the membership class for which the vacancy has arisen provided that such Producer-member director is not the one who is retiring at that AGM. If more than one producer-member director qualifies, then one NC member shall be identified through draw of lots. Also, if no producer-member director is available from that class, then any other producer-member director shall be identified through draw of lots;
 - ii. One expert from any Management Institute of repute or an institution having done considerable work for development of producer owned enterprises; and
 - iii. One Expert Director who is on the Board of the Company.

The Company Secretary of the Company shall assist the 'Nominating Committee' and be responsible for maintaining all the relevant documents thereof including the minutes of the meeting of the Nominating Committee.

- (Vi) The term of the 'Nominating Committee' shall be from the date of first meeting of the committee to the date till it sends its recommendation to the Board of the Company.
- (Vii) The Board shall prescribe the process to be adopted by the 'Nominating Committee' for identifying such potential members.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and expedient and to settle any question, difficulty or doubt that may arise in this regard."

By order of the Board of Directors



Vikas Kumar

Chief Executive & Director

DIN: 09298961

Place: Sirsa

Date: 09-09-2022

NOTES

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on a show of hands as well as in a poll instead of himself/herself and a proxy must be a member of the company. Non member cannot be appointed a proxy the instrument appointing proxy in order to be effective should be duly completed, stamped and signed and must be deposited at the registered office of the company at least 48 hours before the scheduled time of the meeting, proxy form is annexed hereto.
2. Every member will have only one vote (on show of hands as well as on poll) irrespective of his/ her shareholding or patronage in the Company subject to the condition that a member has fulfilled a basic condition for voting i.e., he/she has poured milk for at least 200 days totaling to at least 500 liters in a previous financial year (2021-22).
3. The names of candidates for election to the office of Director including a statement of qualifications in respect of each candidate; the audited Financial Statements for the financial year ended 31st March 2022 together with Reports of the Board of Directors and Auditors thereon and the Minutes of the previous AGM held on 30th September, 2021 are annexed herewith. Budget for F.Y. 2022-23 is also enclosed.
4. The Explanatory Statement setting out all material facts in respect of Item nos. 3 to 06 of the accompanying notice is attached herewith.
5. Members/Proxies are requested to bring the Attendance Slip sent herewith duly filled in for attending the meeting.
6. Relevant documents referred to in the accompanying Notice shall be open for inspection by the members at the Registered Office of the company on all working days except Saturdays, during normal business hours (11.00 hrs to 16.00 hrs).
7. Members are requested to bring their copy of the Annual Report at the AGM as the Company would not provide any copy at the venue of the AGM.
8. Any member desirous of obtaining any information concerning the accounts or operations of the Company is requested to forward the query to the Registered Office of the Company at least 7 days prior to the date of the meeting.

9. Members are requested to quote their folio number and their member code in all their correspondence.
10. Members are requested to notify immediately any change in their addresses and Bank Account details to the Company.
11. Weapons, firearms, ammunition, knives and blades, sharp instruments etc., are prohibited at the AGM site.

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

Item Nos. 03 & 04

Name	Occupation	Qualification
Shri Paramjeet Singh	Animal Husbandry	12th Pass
Shri Iqbal Singh	Animal Husbandry	12th Pass

Explanatory Statement Pursuant to Section 102 of the companies Act, 2013

Item No.05

The existing Articles of Association of the Company necessitate certain changes to bring in better clarity in understanding and administering the provisions of Articles in line with the other provisions of AOA or the law implemented and amended from time to time, to eliminate ambiguity to some provisions of AOA wherever required and to provide flexibility and ease in the business operation and management of the Company.

The Board of Directors at their meeting held on 09-09-2022 had with the requisite majority as per Section 378 I of the Companies Act, 2013, approved the proposal of amending the Articles of Association of the Company. Pursuant to the provisions of the Companies Act, 2013, approval of the members by way of special resolution shall be required for amending the Articles of Association of the Company. Therefore, the proposed alterations detailed in the special resolution are recommended by the Board for the amendment/alteration of certain existing provisions of the Articles of Association of the Company.

The Board of Directors recommends the Special Resolution set out in Item No. 05 of the accompanying notice for the approval of the members.

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

Item No.06

The existing Articles 9.4; 9.5; 9.6; 9.18 ii. k.; and 11.11 of the Articles of Association of the Company relating, inter alia, to the representation of class of members on the Board, election of directors, recommendation for the position of directors etc., are proposed to be suitably amended amongst other Articles (vide Item no. 06 of the accompanying notice) at this seventh annual general meeting of the Company with the approval of members so as to provide for the constitution of "Nominating Committee" (NC) by the Board, approval of guidelines for constitution of NC and formulation of criteria for the nomination of directorship. Therefore, alongwith adoption of alterations in the Articles of Association of the Company, as aforesaid, it is also imperative and appropriate that, suitable guidelines for the constitution of "Nominating Committee" including the eligibility criteria for the directorship, as detailed in the draft ordinary resolution, are also approved by the members to facilitate the constitution of Nominating Committee and recommendation of eligible members to the board for times to come.

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

The Board of Directors recommends the resolution set out in Item no. 06 of the accompanying notice for the approval of the members.

By order of the Board of Directors

Place: Sirsa

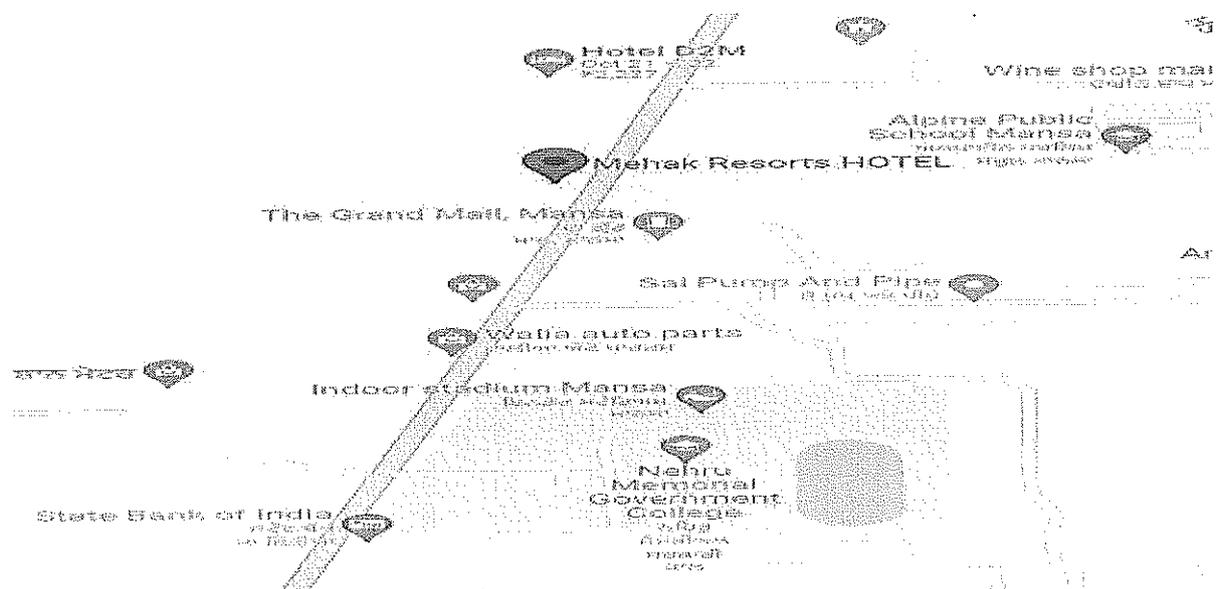
Date: 09.09.2021

Vikas Kumar
Vikas Kumar

Chief Executive & Director

DIN: 09298961

GUIDE MAP TO THE VENUE OF AGM



Ruhaanii Milk Producer Company Limited			
Revenue Budget			
S.No.	Particulars	UoM	Revised Budget FY 22-23
(I)	Milk Procurement Qty	(KGPD)	54,814
(II)	Revenue from Milk Operations	(Rs. in Lakhs)	9,518.96
(III)	Producer Price	(Rs. in Lakhs)	8,471.19
(IV)	Sahayak Margin	(Rs. in Lakhs)	202.36
(V)	Logistic Cost	(Rs. in Lakhs)	511.00
(VI)	Other Milk Procurement Cost	(Rs. in Lakhs)	224.77
(VII)	Fixed Cost	(Rs. in Lakhs)	137.00
(VIII)	Profit/(Loss) from Milk Operation befor Grant Support	(Rs. in Lakhs)	(27.36)
(IX)	Grant Support -Milk Operations	(Rs. in Lakhs)	-
(X)	Profit/(Loss) from Milk Operation after Grant Support	(Rs. in Lakhs)	(27.36)
(XI)	Revenue Expenses for PES Activities	(Rs. in Lakhs)	-
(XII)	(Deficit) -PES Operations	(Rs. in Lakhs)	5.90
(XIII)	Grant Support -PES Operations	(Rs. in Lakhs)	-
(XIV)	Profit/(Loss) from PES Operations	(Rs. in Lakhs)	5.90
(XV)	Other Income	(Rs. in Lakhs)	33.82
(XVI)	Profit/(Loss) Befor Tax	(Rs. in Lakhs)	0.56

Capex Budget			
S.No.	Particulars	UoM	Revised Budget FY 22-23
A	Milk Operation		
(I)	MPP SET UP COST	(Rs. in Lakhs)	-
(II)	CANS	(Rs. in Lakhs)	14.25
(III)	BMC	(Rs. in Lakhs)	-
(IV)	HO SET UP	(Rs. in Lakhs)	-
(V)	ICT	(Rs. in Lakhs)	15.07

(VI)	DPMCU	(Rs. in Lakhs)	113.10
(VII)	BMC Accessories	(Rs. in Lakhs)	-
(VIII)	AMCU	(Rs. in Lakhs)	-
(IX)	BMC set up cost	(Rs. in Lakhs)	-
(X)	ETP	(Rs. in Lakhs)	-
(XI)	Cluster Officer Set up	(Rs. in Lakhs)	-
	Capex -Milk Operations	(Rs. in Lakhs)	142.43
(XII)	Capex Grant Support -Milk Operations	(Rs. in Lakhs)	-
	Capex from own Funds	(Rs. in Lakhs)	142.43
B	PES Operation		
(I)	Containers	(Rs. in Lakhs)	-
(II)	LN Silo	(Rs. in Lakhs)	-
(III)	Handheld Device/Tablet	(Rs. in Lakhs)	-
(IV)	Laptop	(Rs. in Lakhs)	-
(V)	PES Centre set up	(Rs. in Lakhs)	-
	Capex -PES Operations	(Rs. in Lakhs)	-
(VI)	Capex Grant Support -PES Operations	(Rs. in Lakhs)	-
	Capex from own Funds	(Rs. in Lakhs)	-

I	Total Capex	(Rs. in Lakhs)	142.43
II	Total Capex grant	(Rs. in Lakhs)	-
III	Capex from own Funds	(Rs. in Lakhs)	142.43

MINUTES OF THE 6TH ANNUAL GENERAL MEETING OF RUHAANII MILK PRODUCER COMPANY LIMITED HELD ON THURSDAY, 30TH DAY OF SEPTEMBER 2021 AT MEHAK RESORT, MANSA, PUNJAB-151505, COMMENCED AT 12.00 NOON CONCLUDED AT 12:30 P.M.

PRESENT:

Board of Directors

1. Shri Sher Singh : Chairman & Shareholder
2. Shri Sukhjinder Singh : Director & Shareholder
3. Shri Rajbhinder Singh : Director & Shareholder
4. Shri Gurpreet Singh : Director & Shareholder
5. Shri Balkaran Singh : Director & Shareholder
6. Smt Kanta devi : Director & Shareholder
7. Shri Surender : Director & Shareholder
8. Shri Baljinder Singh : Director
9. Shri Brajesh Narain Singh : Director
10. Shri Vikas Kumar : Chief Executive & Director

Company Secretary

Shri Amritpal Singh

Members

In person : 31 members in person holding 1,014 equity shares.
Through proxy: 4408 shareholders were present through proxy holding 82,976 shares.
In total 4,439 members were present holding 83,990 shares.

- A. Shri Sher Singh took the Chair.
- B. Company Secretary, Shri Amritpal Singh declared the quorum present in terms of article 11.6 of Articles of Association of the Company. He stated that the Register of Proxies, Member's Register and the Register of Directors' shareholding were available and open for inspection. The meeting was then called to order.
- C. The Chairman welcomed the Members and Directors to the 6th Annual General meeting of the Company.
- D. With the unanimous consent of the members present, the Notice convening the 6th Annual General Meeting having already been circulated to the members was taken as read.

E. Thereafter, the Chairman in his speech briefed the meeting about the operation of the company and activities to be carried out by the Company.

Thereafter, Chairman took up the items of Agenda of the meeting:

After concluding the address to the members, the Chairman directed the meeting to transact the business as set out in the Notice of 6th AGM.

The meeting transacted the following businesses:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2021 and the Profit and Loss Account for the period ended on that date and the Directors' and Auditors' report thereon.

1.1 Shri Kuldeep Singh (Folio No 0000022) proposed the following resolution as an Ordinary Resolution:

RESOLUTION NO.: 01/6th AGM: 30.09.2021/2020-21.

“RESOLVED THAT the audited Balance Sheet as at 31st March 2021 and the Profit and Loss Account for the period ended on that date together with Schedules and notes forming part thereof and the Directors and Auditors report of the Company, be and are hereby approved and adopted”.

Shri Basant Singh (Folio No.:0001142) seconded the resolution.

The Chairman put the motion to vote and on a show of hands declared the same as carried unanimously.

2. To consider and declare the Limited Return (Dividend) on share capital of the Company

2.1 Shri Jaswinder Singh (Folio No 0011270) proposed the following resolution as an Ordinary Resolution:

RESOLUTION NO.: 02/6th AGM: 30.09.2020/2020-21

“RESOLVED THAT the limited return (dividend) on share capital at the rate of ₹7 per equity share out of the current profits of the year ended 31st March 2021, on 169447 equity shares of Rs.100 each fully paid up and absorbing Rs 11,86,129/- for the F.Y. 2020-21 be and is hereby approved

and confirmed, and that the same be paid to those equity shareholders, whose names appeared in the Register of Members as on 31st March, 2021”.

Shri Harpreet Singh (Folio No.:0000056) seconded the resolution.

The Chairman put the motion to vote and on a show of hands declared the same as carried unanimously.

3. To consider and appoint a director in place of Shri Sukhwinder Singh (DIN 08544199), who retires by rotation and being ineligible to not to offer himself for re-appointment.

3.1 Shri Ramesh Kumar (Folio No 0003675) proposed the following resolution as an Ordinary Resolution:

RESOLUTION NO.: 03/6th AGM: 30.09.2021/2020-21.

“RESOLVED THAT Shri Sukhwinder Singh (DIN 08544199), a director, who retires at this meeting by rotation, and being ineligible does not offer himself for re-appointment, be and is hereby not re-appointed and the resulting vacancy be not filled up”.

Shri Sahib Singh (Folio No.:0004381) seconded the resolution.

The Chairman put the motion to vote and on a show of hands declared the same as carried unanimously.

4. To consider and appoint a Director in place of Shri Sher Singh (DIN 08529224) who retires by rotation and being eligible for re-appointment offers himself for re-appointment.

4.1 Shri Sukhwinder Singh (Folio No 0003712) proposed the following resolution as an Ordinary Resolution

RESOLUTION NO.: 04/6th AGM: 30.09.2021/2020-21

“RESOLVED THAT Shri Sher Singh (DIN 08529224) a director, of the company, who retires at this meeting by rotation, and being eligible and

offer himself for re-appointment be and is hereby re-appointed as director liable to retire by rotation.”

Shri Rajwinder Singh (Folio No.:0005454) seconded the resolution.

The Chairman put the motion to vote and on a show of hands declared the same as carried unanimously.

5. To consider & approve the Budget of the Company for the period 1st April 2021 to 31st March, 2022.

5.1 Shri Jagwinder Singh (Folio No: 0004195) proposed the following resolution as an Ordinary Resolution

RESOLUTION NO.: 05/6th AGM: 30.09.2021/2020-21

“RESOLVED THAT the Budget of the Company for the period from 1st April 2021 to 31st March 2022, as laid before the members in the annual general meeting be and is hereby approved”.

Shri Surjit Singh (Folio No: 0000242) seconded the resolution.

The Chairman put the motion to vote and on show of hands declared the same as carried unanimously.

6. To appoint Statutory Auditors, and to fix their remuneration.

6.1 Shri Jasvir Singh (Folio No.: 0007605) proposed the following resolution as an Ordinary Resolution:

RESOLUTION NO.: 06/6th AGM: 30.09.2021/2020-21

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof M/s. S N Dhawan & Co LLP, Chartered Accountants, (Firm Registration No. 000050N/N500045), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this 6th Annual General Meeting up-to-the conclusion of the 11th Annual General Meeting of the Company, at a such remuneration as may be decided by the Board for every financial year.”

Shri Gursawek Singh (Folio No.: 0007540) seconded the resolution.

The Chairman put the motion to vote and on show of hands declared the same as carried unanimously.

7. To consider and approve shifting of registered office of the Company from the state of Punjab to the state of Haryana.

7.1 Shri Amandeep Singh (Folio No.: 0009628) proposed the following resolution as a Special Resolution:

RESOLUTION NO.: 07/6th AGM: 30.09.2021/2020-21

“RESOLVED THAT pursuant to the provisions of Sections 378H and all other applicable provisions, if any, of Part XXI-A of the Companies Act, 2013 (together with any statutory modification or re-enactment thereof for the time being in force including the provisions, if and to the extent applicable mutatis mutandis or otherwise, of the Companies Act, 2013) and subject to the approval of the Regional Director/Central Government/any other competent authority(ies) as may be prescribed from time to time and subject to such other approval(s), consent(s) permission(s) and sanction(s), as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of Punjab to the state of Haryana and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

“II. The registered office of the Company will be situated in the State of Haryana i.e. within the jurisdiction of Registrar of Companies, Delhi.”

“RESOLVED FURTHER THAT upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from SH No. 16, First Floor Arvind Nagar , College Road Mansa PB 151505 to Maharana Pratap Chowk, HUDA road, Sirsa, Haryana 125055 or such other address in Haryana as the Board of Directors may decide from time to time”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, affidavits, confirmations, undertakings, instruments and writings as may be required, with powers on behalf of the Company to

settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deems fit and delegate all or any of its powers herein conferred to any Directors(s), Officer(s) and /or the Consultant of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.”

Shri Sukhcharn Singh (Folio No.: 0007430) seconded the resolution.

The Chairman put the motion to vote and on show of hands declared the same as carried unanimously

8. To consider and recommend to the shareholders for the approval of alteration in Articles of Association of the Company.

8.1 Shri Opjeet Singh (Folio No.: 0007451) proposed the following resolution as a Special Resolution:

RESOLUTION NO.: 08/6th AGM: 30.09.2021/2020-21

“RESOLVED THAT pursuant to the relevant provisions of Chapter XXIA of the Companies Act, 2013, in particular Sections 378-I, 378ZQ, 378ZR and other applicable provisions, if any, of the Companies Act, 2013, including its Section 14 (together with any statutory modification or re-enactment thereof for the time being in force including the provisions, if and to the extent applicable *mutatis mutandis* or otherwise, of the Companies Act, 2013) and the applicable provisions of the Memorandum and Articles of Association of the Company and with the approval of shareholders by way of a special resolution, the existing Articles of Association of the Company be altered and replaced in the manner and to the extent as following.

Article 1.1 Wherever in the Companies Act, 2013, it is provided that the Company shall have any right, privilege or authority if so authorised by its Articles, then by virtue of this Article, the Company is hereby specifically authorised, empowered and entitled to have such right, privilege or authority, as have been permitted by the Act without there being any specific provision and or separate Article in that behalf herein provided.

Article 1.2:- Regulations contained in Table F, except regulations 45 to 47 in the Schedule I to the Act, shall not apply to the Company.

Article 1.3 (i):- The Company is a producer company within the meaning of Section 378A (L) of the Companies Act, 2013.

Article 1.3 (ii) All the limitations, restrictions and provisions of the Companies Act, 2013 (to the extent applicable), other than those specified in Chapter XXIA of the Companies Act, 2013, applicable to a private company shall, apply to the Company, and as if it is a private limited company in so far as they are not in conflict with the provisions of Chapter XXIA of the Act.

Article 1.3 (iii):- The Company is deemed to be a Private Company within the meaning of Section 378C (5) of the Companies Act, 2013 and accordingly;

- a. Restrict the right to transfer its shares in the manner and to the extent hereinafter provided; and
- b. Prohibits any invitation to the public to subscribe for any shares in, or debentures of, the Company.

Article 2.1.i:- 'Act' means the Companies Act, 2013 (No.18 of 2013) or any statutory modification or re-enactment thereof for the time being in force.

Article 2.1.vii:- 'Company' means the Ruhaanii Milk Producer Company Limited.

Article 2.1.viii.a. "Expert Director" means a director referred to in Section 378P(6) of the Act;

Article 2.1.ix:- "financial year" means the period ending on the 31st day of March every year in respect whereof financial statement of the company is made up.

Article 2.1.xiii:- 'Mutual Assistance Principles' means the principles set out in Chapter XXIA of the Act, and as provided in article 3

Article 6.8- The Company may purchase its own equity shares in accordance with the provisions made under the Act.

Article 7- Transfer of equity shares

A Member may transfer the whole or part of his /its shares to a Member after obtaining the prior approval of the Board.

Article 9.2 The Board of the Company shall have at least five and not more than fifteen Directors. The Board may co-opt one or more Expert Directors

not exceeding one-fifth of the total number of Directors for such period as the Board may deem fit.

Article 9.17:- The Directors may be entitled to such fees and allowances including travelling and hotel expenses for attendance at the meetings of the Board and its Committees, if any constituted by the Board in terms of provisions of section 378U of the Act, as may be decided by the Board.

Article 9.18 ii k:- to constitute a Nominating Committee in terms of the provisions of section 378U of the Act, to scrutinize applications received from eligible Members for positions on the Board based on the defined criteria as approved in the General meeting and as provided in these Articles, and accordingly recommend eligible members to the Board for its consideration. In turn the Board, after due consideration in the Board meeting, shall recommend Members for the position on the Board to be elected or appointed by the Members in the Annual General Meeting.

Article 11.12 (iii):- this Clause shall be omitted.

Article 11.13 ;-All items of business to be transacted at the General Meeting shall be deemed as Ordinary and the provisions of Section 102(1) of the Act shall not apply,

Article 19.1:- The Board shall provide for the safe custody of the Seal and subject to the provisions contained in the Companies (Share Capital and Debenture) Rules, 2014, the Seal shall not be affixed to any instrument except by the authority previously given by the Board or a Committee of the Board authorized by the Board in that behalf; the Board may designate such person(s) who shall sign in any manner prescribed under law, every instrument to which the Seal is affixed in his or their presence.

Article 19.2 shall be omitted.

RESOLVED FURTHER THAT the Chief Executive or the Company Secretary of the Company be and are hereby authorized to file necessary forms with the Registrar of Companies and do all such acts, deeds, matters and things and to sign and execute all such documents as may be necessary to give effect to this resolution.”

Shri Kuldeep Singh (Folio No.: 0003480) seconded the resolution.

The Chairman put the motion to vote and on show of hands declared the same as carried unanimously.

9. To consider and appoint Shri Surender (DIN:09151648) as a Director.

9.1 Shri Iqbal Singh (Folio No.: 0008098) proposed the following resolution as an Ordinary Resolution:

RESOLUTION NO.: 09/6th AGM: 30.09.2021/2020-21

“RESOLVED THAT Shri Surender (DIN 09151648) who was appointed as an additional director on the Board of Directors of the Company w.e.f. 19th April, 2021 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company, whose period of office shall be liable to retire by rotation.”

Shri Sukhpal Singh (Folio No.: 0007912) seconded the resolution.

The Chairman put the motion to vote and on show of hands declared the same as carried unanimously.

10. To consider and appoint Smt Kanta Devi as a Director.

10.1 Shri Bhola Singh (Folio No.: 0007979) proposed the following resolution as an Ordinary Resolution:

RESOLUTION NO.: 10/6th AGM: 30.09.2021/2020-21

“RESOLVED THAT Smt Kanta Devi (DIN 09151567) who was appointed as an additional director on the Board of Directors of the Company w.e.f. 19th April, 2021 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company, whose period of office shall be liable to retire by rotation.”

Shri Ranjit Singh (Folio No.: 0007986) seconded the resolution.

The Chairman put the motion to vote and on show of hands declared the same as carried unanimously.

11. There being no other business to transact at the meeting, the meeting concluded with a vote of thanks to the Chair.

Sd/-

Date: 07/10/2021

Chairman

Place: Mansa