

# Prabhat Dairy Ltd.

Fresh Dairy • Milk Ingredients • Co-manufacturing



August 11, 2017

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai  Ref. Scrip Code : 539351	National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051  Ref: Symbol - PRABHAT
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Sub.: Submission of E-voting Results along with the Scrutinizer Report of 19<sup>th</sup> Annual General Meeting held on August 10, 2017

Ref.: Regulation 44 (3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Dear Sir/Madam,

With reference to the captioned subject above, we wish to inform you that at the 19<sup>th</sup> Annual General Meeting ("AGM") of the Members of the Company held on August 10, 2017 at 2.30 P.M at the Registered office of the Company at 121/2A, At post Ranjankhol, Tilaknagar Taluka Rahata, Dist Ahmednagar – 413720, the Members of the Company have duly approved through Remote E-voting and voting through Ballot at the venue of the AGM , all the businesses as specified in the notice convening the AGM dated July 11, 2017.

M/s Shravan A.Gupta & Associates, Practicing Company Secretary appointed as Scrutinizer by the Board of Directors has submitted his report dated August 11, 2017 on E-voting and Ballot at the Meeting to the Chairman of the Company.

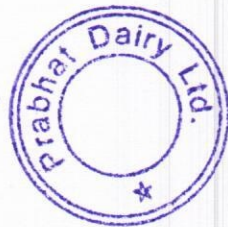
The same will be published on the website of the Company i.e. <http://www.prabhatfresh.com/>

Kindly take the same on your records and acknowledge.

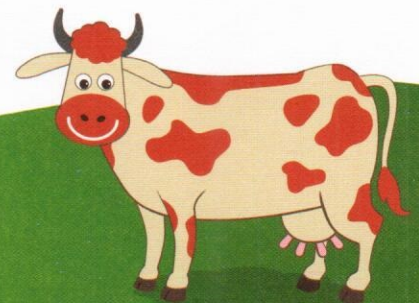
Thanking you.

Yours faithfully  
For Prabhat Dairy Limited

**Vivek Sarangdhar Nirmal**  
Joint Managing Director  
DIN: 00820923



Encl.:A/a



	PRABHAT DAIRY LIMITED
Date of the AGM/EGM	10-08-2017
Total number of shareholders on record date	15595
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	27
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt Audited Financial Statements (standalone) and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors' and Auditors' thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?+	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47806395	47806395	100.0000	47806395	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		47806395	100	47806395	0	100	0
Public- Institutions	E-Voting	8799301	7284557	82.7856	5884752	1399805	80.7839	19.2160
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7284557	82.7856	5884752	1399805	80.7839	19.2161

For PRABHAT DAIRY LIMITED

*[Signature]*  
Joint Managing Director



	E-Voting		15215118	37.0464	15214968	150	99.9990	0.0009
	Poll	41070435	3200	0.0078	3200	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15218318	37.0542	15218168	150	99.999	0.001
	Total	97676131	70309270	71.9820	68909315	1399955	98.0089	1.9911

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend at the rate of Rs.0.40 per equity share of Rs.10 each for the financial year ended March 31, 2017							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47806395	47806395	100.0000	47806395	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		47806395	100	47806395	0	100	0
Public- Institutions	E-Voting	8799301	7284557	82.7856	7284557	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7284557	82.7856	7284557	0	100	0
Public- Non Institutions	E-Voting	41070435	15215118	37.0464	15215118	0	100.0000	0.0000
	Poll		3200	0.0078	3200	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15218318	37.0542	15218318	0	100	0
	Total	97676131	70309270	71.9820	70309270	0	100.0000	0.0000

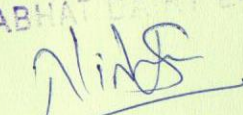
For PRABHAT LIMITED


*[Signature]*  
Joint Managing Director



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Sarangdhar R. Nirmal (DIN: 00035234), who retires by rotation, and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47806395	47806395	100.0000	47806395	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		47806395	100	47806395	0	100	0
Public- Institutions	E-Voting	8799301	7284557	82.7856	7284557	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7284557	82.7856	7284557	0	100	0
Public- Non Institutions	E-Voting	41070435	15215118	37.0464	15214968	150	99.9990	0.0009
	Poll		3200	0.0078	3200	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15218318	37.0542	15218168	150	99.999	0.001
Total		97676131	70309270	71.9820	70309120	150	99.9998	0.0002

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint M/s. M S K A & Associates, Chartered Accountants (Firm Registration No. 105047W), as the Statutory Auditors of the Company and to fix their remuneration.							

For PRABHAT DAIRY LIMITED  
  
 Joint Managing Director



Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47806395	47806395	100.0000	47806395	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		47806395	100	47806395	0	100	0
Public- Institutions	E-Voting	8799301	7284557	82.7856	7284557	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7284557	82.7856	7284557	0	100	0
Public- Non Institutions	E-Voting	41070435	15215118	37.0464	1126295	14088823	7.4024	92.5975
	Poll		3200	0.0078	3200	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15218318	37.0542	1129495	14088823	7.4219	92.5781
Total		97676131	70309270	71.9820	56220447	14088823	79.9616	20.0384

Resolution No.	5
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for appointment of Mr. Haresh Shah (DIN: 00228471) as an Independent Director of the Company.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

For PRABHAT DAIRY LIMITED

*Handwritten Signature*  
Joint Managing Director

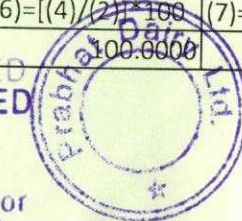


Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47806395	47806395	100.0000	47806395	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		47806395	100	47806395	0	100	0
Public- Institutions	E-Voting	8799301	7284557	82.7856	7284557	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7284557	82.7856	7284557	0	100	0
Public- Non Institutions	E-Voting	41070435	15215118	37.0464	15214968	150	99.9990	0.0009
	Poll		3200	0.0078	3200	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15218318	37.0542	15218168	150	99.999	0.001
Total		97676131	70309270	71.9820	70309120	150	99.9998	0.0002

Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution for ratification of the remuneration of Cost Auditors							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		47806395	100.0000	47806395	0	100.0000	0.0000

For PRABHAT DAIRY LIMITED  
For PRABHAT DAIRY LIMITED

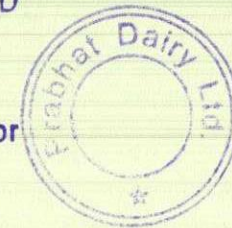
*Alind*  
Joint Managing Director



Promoter and Promoter Group	Poll	47806395	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		47806395	100	47806395	0	100	0
Public- Institutions	E-Voting	8799301	7284557	82.7856	7284557	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7284557	82.7856	7284557	0	100	0
Public- Non Institutions	E-Voting	41070435	15215118	37.0464	15215118	0	100.0000	0.0000
	Poll		3200	0.0078	3200	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15218318	37.0542	15218318	0	100	0
Total		97676131	70309270	71.9820	70309270	0	100.0000	0.0000

For PRABHAT DAIRY LIMITED

*[Signature]*  
Joint Managing Director



COMBINE SCRUTINIZER REPORT ON E-VOTING & POLL CARRIED OUT FOR

**M/S. PRABHAT DAIRY LIMITED FOR AGM HELD ON 10TH AUGUST 2017**

To,  
The Chairman,  
**M/S. PRABHAT DAIRY LIMITED**  
Gat No. 121/2A, At Ranjankhol, Taluka Rahata,  
Dist. Ahmednagar – 413720

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Sub : Electronic Voting process under section 108 of the Companies Act, 2013 (“the Act”), read with Rule 20 & 21 of the companies (Management and Administration) Rules, 2014 (“the Rules”) and Submission with the stock exchanges and submission of Scrutinizer’s Report.

I, CS Shravan A. Gupta, Practicing Company Secretary, Proprietor of M/s. Shravan A. Gupta & Associates, 3/4 , Ramsumer Gupta House, Goraswadi, Malad (W), Mumbai 400064, have been appointed as scrutinizer by the Board of Directors of **M/S. PRABHAT DAIRY LIMITED** (“the company”) for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the companies Act, 2013 read with Rule 20 of companies (Management and Administration) Rules, 2014 on the 6 resolutions contained in the notice convening the 19<sup>th</sup> Annual General Meeting of the members of the company, held at 02.30 PM on Thursday, the 10th day of August 2017 at Gat No. 121/2A, At Ranjankhol, Taluka Rahata, Dist. Ahmednagar – 413720

1. I CS Shravan A. Gupta, practicing Company Secretaries, 3/4 , ramsumer Gupta House, Goraswadi, Malad (W), Mumbai 400064. Who is well versed with the process of e-voting, as Associate for the process of scrutiny of e-voting.
2. The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer’s Report of the votes cast “in favors” or “against” the resolutions stated above, based on the reports generated from the e-voting system provided by ~~Central Depository Services (India) Limited/National Securities Depository Limited/~~ Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the company.
3. Further to the above submit my report as under
  - 3.1 The e-voting period opened at 9:00 AM on 07<sup>th</sup> August, 2017 and Closed at 5.00 pm on 09<sup>th</sup> August, 2017.



- 3.2 The members of the company holding shares as on 02<sup>nd</sup> August, 2017 were entitled to vote on the resolutions (items no. 1 to 6) as set out in the notice convening the 19<sup>th</sup> Annual General Meeting of the company.
- 3.3 The votes cast were unblocked and finalized at 04:00 PM on 10<sup>th</sup> August 2017 in the presence of Mr. Sarvesh Gupta and Mr. Ramesh Desai. , who were not employees of the company, and who had signed as witness to the unblocking/finalizing. I was present and also witnessed the process of unblocking and finalizing.
- 3.4 The e-voting results with details of equity shareholders who have voted in favors of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of ~~National Securities Depository Limited /Central Depository Services (India) Limited/~~ Karvy Computershare Private Limited i.e. www.evoting@karvy.com
- 3.5 The Result of e-voting together with that of the poll is as under

Resolution No 1								
Nature of Resolution		Ordinary Resolution ✓						
		Special Resolution						
Subject Matter: To receive, consider and adopt Audited Financial Statements (standalone) and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors' and Auditors' thereon.								
Particulars of Business	No of Shares Held by Members voted	Voting in Favors of Resolution		Voting Against the Resolution		Invalid Votes		Results
	Nos.	Nos.	% Age	Nos.	%age	Nos.	% age	
Remote E-voting	7,03,06,070	6,89,06,115	98.00	13,99,955	1.99	0.00	0.00	Passed By Requisite Majority
Poll	3,200	3,200	0.01	0.00	0.00	0.00	0.00	
<b>Total</b>	<b>7,03,09,270</b>	<b>6,89,09,315</b>	<b>98.01</b>	<b>13,99,955</b>	<b>1.99</b>	<b>0.00</b>	<b>0.00</b>	

Resolution No 2								
Nature of Resolution		Ordinary Resolution ✓ Special Resolution						
<b>Subject Matter:</b> To declare dividend at the rate of Rs.0.40 per equity share of Rs.10 each for the financial year ended March 31, 2017.								
Particulars of Business	No of Shares Held by Members voted	Voting in Favors of Resolution		Voting Against the Resolution		Invalid Votes		Results
		Nos.	% Age	Nos.	%age	Nos.	% age	
Remote E-voting	7,03,06,070	7,03,06,070	99.99	0.00	0.00	0.00	0.00	Passed By Requisite Majority
Poll	3,200	3,200	0.01	0.00	0.00	0.00	0.00	
<b>Total</b>	<b>7,03,09,270</b>	<b>7,03,09,270</b>	<b>100</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	

Resolution No 3								
Nature of Resolution		Ordinary Resolution ✓ Special Resolution						
<b>Subject Matter:</b> To appoint a Director in place of Mr. Sarangdhar R. Nirmal (DIN: 00035234), who retires by rotation, and being eligible, offers himself for re-appointment.								
Particulars of Business	No of Shares Held by Members voted	Voting in Favors of Resolution		Voting Against the Resolution		Invalid Votes		Results
		Nos.	% Age	Nos.	%age	Nos.	% age	
Remote E-voting	7,03,06,070	7,03,05,920	99.99	150	0.00	0.00	0.00	Passed By Requisite Majority
Poll	3,200	3,200	0.01	0.00	0.00	0.00	0.00	
<b>Total</b>	<b>7,03,09,270</b>	<b>7,03,09,120</b>	<b>100</b>	<b>150</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	

Resolution No 4								
Nature of Resolution		Ordinary Resolution ✓ Special Resolution						
Subject Matter: To appoint M/s. M S K A & Associates, Chartered Accountants (Firm Registration No. 105047W), as the Statutory Auditors of the Company and to fix their remuneration.								
Particulars of Business	No of Shares Held by Members voted	Voting in Favors of Resolution		Voting Against the Resolution		Invalid Votes		Results
		Nos.	% Age	Nos.	%age	Nos.	% age	
Remote E-voting	7,03,06,070	5,62,17,247	79.96	1,40,88,823	20.03	0.00	0.00	Passed By Requisite Majority
Poll	3,200	3,200	0.01	0.00	0.00	0.00	0.00	
<b>Total</b>	<b>7,03,09,270</b>	<b>5,62,20,447</b>	<b>79.97</b>	<b>1,40,88,823</b>	<b>20.03</b>	<b>0.00</b>	<b>0.00</b>	

Resolution No 5								
Nature of Resolution		Ordinary Resolution ✓ Special Resolution						
Subject Matter: To Ordinary Resolution for appointment of Mr. Haresh Shah (DIN: 00228471) as an Independent Director of the Company.								
Particulars of Business	No of Shares Held by Members voted	Voting in Favors of Resolution		Voting Against the Resolution		Invalid Votes		Results
		Nos.	% Age	Nos.	%age	Nos.	% age	
Remote E-voting	7,03,06,070	7,03,05,920	99.99	150	0.00	0.00	0.00	Passed By Requisite Majority
Poll	3,200	3,200	0.01	0.00	0.00	0.00	0.00	
<b>Total</b>	<b>7,03,09,270</b>	<b>7,03,09,120</b>	<b>100</b>	<b>150</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	

Resolution No 6								
Nature of Resolution		Ordinary Resolution ✓						Special Resolution
Subject Matter: To Ordinary Resolution for ratification of the remuneration of Cost Auditors								
Particulars of Business	No of Shares Held by Members voted	Voting in Favors of Resolution		Voting Against the Resolution		Invalid Votes		Results
	Nos.	Nos.	% Age	Nos.	%age	Nos.	% age	
Remote E-voting	7,03,06,070	7,03,06,070	99.99	0.00	0.00	0.00	0.00	Passed By Requisite Majority
Poll	3,200	3,200	0.01	0.00	0.00	0.00	0.00	
<b>Total</b>	<b>7,03,09,270</b>	<b>7,03,09,270</b>	<b>100</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	

All the Resolution Passed under e-voting & Poll with the requisite majority

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company, I shall be arranging hand over these records to you or such other person as authorized by you

Thanking you  
Yours faithfully

For Shravan A. Gupta & Associates


Shravan A. Gupta  
Proprietor  
ACS: 27484, CP:9990  
Place Mumbai  
Dated :11/08/2017