## **Prabhat Dairy Ltd.**

Fresh Dairy • Milk Ingredients • Co-manufacturing





BSE Limited Phiroze Jeejeebhoy Towers Dalal Street

Mumbai

National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051

Ref. Scrip Code: 539351

Ref: Symbol - PRABHAT

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.

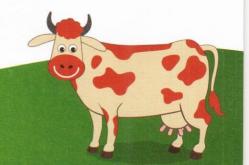
Yours faithfully

For Prabhat Dairy Limited

Vivek Sarangdhar Nirmal Joint Managing Director

DIN: 00820923

Encl.:A/a



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ar and a state of the state of		Mark Street	PRABHAT DAIRY L	IMITED								
Date of the AGM/EGM			10-08-2017									
Total number of shareholders on record da			15595									
No. of shareholders present in the meeting	either in person or thr	ough proxy:										
Promoters and Promoter Group:			4									
Public:			27									
No. of Shareholders attended the meeting t	hrough Video Confere	ncing				100						
Promoters and Promoter Group:			Not Applicable									
Public:			Not Applicable									
Resolution No.	1											
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?+	Company for the	eceive, consider and Financial Year ende	a adopt Audited Find ed March 31, 2017,	ancial Statements ( together with the	(standalone) and Au Reports of the Boar	udited Consolidate d of Directors' and	d Financial Stateme Auditors' thereon	ents of the				
Category	Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled				
	E-Voting		47806395	100.0000				(7)=[(5)/(2)]*100				
	Poll	47900305	0	0.0000								
Promoter and Promoter Group	Postal Ballot (if applicable)	47806395	0	0.0000	dia de la composición dela composición de la composición de la composición de la composición dela composición dela composición dela composición de la composición de la composición dela composición de la composición dela		0.0000					
	Total		47806395	100	47806395	0 " 1	100					
	E-Voting		7284557	82.7856	5884752	1399805	80.7839	19.2160				
	Poll	8799301	0	0.0000	00	0	0.0000	0.0000				
Public- Institutions	Postal Ballot (if applicable)	8,33301	0	0.0000	00	0	0.0000	0.0000				
	Total		7284557	82.7856		1399805	80.7839	19.2161				
							Day Day					
					or PRASHALL	MIRY LIMITED	100					

Jeini 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)	11070133	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 d	eclare dividend at t	ne rate of Rs.0.40 p	er equity share of F	Rs.10 each for the f	inancial vear ende	d March 31 2017	
Whether promoter/ promoter group are							a Waren 51, 2017	
interested in the agenda/resolution?	No							
				% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on votes
		No. of shares	No. of votes	shares		No. of Votes –	polled	polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		47806395	100.0000	47806395	0	100.0000	0.000
	Poll	47806395	0	0.0000	00	0	0.0000	0.000
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.000
	Total		47806395	100	47806395	0	100	
	E-Voting		7284557	82.7856	7284557	0	100.0000	0.000
	Poll	8799301	0	0.0000	00	0	0.0000	0.000
Public- Institutions	Postal Ballot (if applicable)	8733301	0	0.0000	00	0	0.0000	0.0000
	Total		7284557	82.7856	7284557	0		
	E-Voting		15215118	37.0464	15215118	0	100.0000	0.0000
	Poll	41070435	3200	0.0078	3200	0	100.0000	0.0000
	Postal Ballot (if	41070433					255.5000	0.0000
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15218318	37.0542	15218318	0	100	0.0000
(三) (1) (1) (1) (1) (1) (1) (1) (1) (1) (1	Total	97676131	70309270	71.9820	70309270	FIMITED	a considerable for the last of the constant of	0.0000

For PRABITATION

Soint Ranaging Director

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To a re-appointment.	ppoint a Director in	place of Mr. Saran	gdhar R. Nirmal (DI	N: 00035234), who	retires by rotation	, and being eligible	, offers himself for
Whether promoter/ promoter group are								
interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes		No. of Votes – in		% of Votes in favour on votes polled	% of Votes against on votes polled
<u> </u>	E-Voting	neid (1)	47806395	(3)=[(2)/(1)]* 100		against (5)		(7)=[(5)/(2)]*100
	Poll	+	4/806395		47806395		100.0000	0.0000
	Postal Ballot (if	47806395	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		47806395	100	47806395	0	100	
	E-Voting		7284557	82.7856	7284557	0		0.0000
	Poll	8799301	0	0.0000	00	0		0.0000
	Postal Ballot (if	0,33301						0.0000
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7284557	82.7856	7284557	0	100	0.0000
	E-Voting		15215118	37.0464	15214968	150	99.9990	0.0009
	Poll	41070435	3200	0.0078	3200	0	100.0000	0.0000
	Postal Ballot (if	41070433					200.0000	0.0000
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15218318	37.0542	15218168	150	99.999	0.000
property and a second of the s	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 uditors of the Company and to fix their remuneration.

For PRABHAT DINITED

Joint Managing Director

Whether promoter/ promoter group are								
nterested in the agenda/resolution?	No							
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
		No. of shares	No. of votes	THE RESIDENCE AND ADDRESS OF THE PARTY OF TH	No. of Votes – in	No. of Votes –	polled	polled
ategory	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		47806395			0	100.0000	0.0000
	Poll	47806395	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if							
romoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		47806395	100	47806395	0	100	
	E-Voting		7284557	82.7856	7284557	0	100.0000	0.0000
	Poll	8799301	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	0,55001						
ublic- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7284557	82.7856	7284557	0	100	C
	E-Voting		15215118	37.0464	1126295	14088823	7.4024	92.5975
	Poll	41070435	3200	0.0078	3200	0	100.0000	0.0000
	Postal Ballot (if	41070433						
ublic- Non Institutions	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	The state of the company.
interested in the agenda/resolution?	No No

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
	E-Voting		47806395	100.0000	47806395	0	100.0000	
	Poll	47806395	0	0.0000	00	0	0.0000	
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	
	Total		47806395	100	47806395	0	100	0.000
	E-Voting		7284557	82.7856	7284557	0	100.0000	0.0000
	Poll	8799301	0	0.0000	00	0		0.0000
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7284557	82.7856	7284557	0	100	0.0000
	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	70309120		99.9998	0.0002

Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Ordi	nary Resolution fo	r ratification of the r	emuneration of Cos	st Auditors			
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes	(3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]=100	% of Votes against on votes polled (7)=[(5)/(2)]*100

FOR PRABHAT DOLLY LIMITED

John Managing Director

	Poll	47806305	0	0.0000	00	ol	0.0000	0.0000
	Postal Ballot (if	47806395					0.0000	0.0000
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
Charles and the Art of the Section of the	Total		47806395	100	47806395	0	100	0.0000
	E-Voting		7284557	82.7856	7284557	0	100.0000	0.0000
	Poll	8799301	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	8733301					390 . 4	
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7284557	82.7856	7284557	O	100	0
	E-Voting		15215118	37.0464	15215118	0	100.0000	0.0000
	Poll	41070435	3200	0.0078	3200	0	100.0000	0.0000
	Postal Ballot (if	41070433						
ublic- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		15218318	37.0542	15218318	0	100	0.000
	Total	97676131	70309270	71.9820	70309270	0	100.0000	0.0000

FOR PRABHAT DAITY LIMITED

John 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

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 evoting, 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.
- 4, Ram Sumer Gupta House, Goras Wadi, S. V. Road, Malad (W), Mumbai 400064. E-mail: cs.shravangupta@gmail.com • Mob.: 9594541306, 9833442351





- 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 Reso	olution		Or	dinary Resolu	ution	✓							
		Special Resolution											
<b>Subject Matter:</b> 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 Voting Against the Resolution Resolution				Votes	Results					
	Nos.	Nos.	% Age	Nos.	%age	Nos.	% age	Passed By					
Remote				40.00.0==				Requisite Majority					
E-voting	7,03,06,070	6,89,06,115	98.00	13,99,955	1.99	0.00	0.00	,					
Poll	3,200	3,200	0.01	0.00	0.00	0.00	0.00						
Total	7,03,09,270	6,89,09,315	98.01	13,99,955	1.99	0.00	0.00						

4, Ram Sumer Gupta House, Goras Wadi, S. V. Road, Malad (W), Mumbai - 400064. E-mail: cs.shravangupta@gmail.com • Mob.: 9594541306, 9833442351





			Resolu	tion No 2										
Nature of	Resolution		0	rdinary Reso	olution	✓								
		Special Resolution												
Subject M March 31, 2	<b>atter:</b> To declare di 017.	vidend at the ra	te of Rs.0.4	0 per equity	share of Rs.1	0 each for	the finan	cial year ended						
Particula rs of Business	No of Shares Held by Members voted	Voting in Fa		Voting Ag Resol		Invalid	Votes	Results						
	Nos.	Nos.	% Age	Nos.	%age	Nos.	% age	Passed By Requisite						
Remote E-voting	7,03,06,070	7,03,06,070	99.99	0.00	0.00	0.00	0.00	Majority						
Poll	3,200	3,200	0.01	0.00	0.00	0.00	0.00							
Total	7,03,09,270	7,03,09,270	100	0.00	0.00	0.00	0.00							

Resolution No 3										
Nature of Reso	olution		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 Voting Against the  Resolution Resolution				Invalid '	Votes	Results		
	Nos.	Nos.	% Age	Nos.	%age	Nos.	% age	Passed By		
Remote								Requisite Majority		
E-voting	7,03,06,070	7,03,05,920	99.99	150	0.00	0.00	0.00	iviajority		
Poll	3,200	3,200	0.01	0.00	0.00	0.00	0.00			
Total	7,03,09,270	7,03,09,120	100	150	0.00	0.00	0.00			

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Resolution No 4													
Nature of Resolution													
Special Resolution													
<b>Subject Matter:</b> 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							Results						
	Nos.	Nos.	% Age	Nos.	%age	Nos.	% age	Passed By					
Remote								Requisite Majority					
E-voting	7,03,06,070	5,62,17,247	79.96	1,40,88,823	20.03	0.00	0.00						
Poll	3,200	3,200	0.01	0.00	0.00	0.00	0.00						
Total	7,03,09,270	5,62,20,447	79.97	1,40,88,823	20.03	0.00	0.00						

Resolution No 5										
Nature of Reso	Nature of Resolution									
	Special Resolution									
Subject Matter of the Company.	<b>Subject Matter:</b> 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.	Nos.	% Age	Nos.	%age	Nos.	% age	Passed By		
Remote								Requisite Majority		
E-voting	7,03,06,070	7,03,05,920	99.99	150	0.00	0.00	0.00	ινιαμοτιτή		
Poll	3,200	3,200	0.01	0.00	0.00	0.00	0.00			
Total	7,03,09,270	7,03,09,120	100	150	0.00	0.00	0.00			

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Resolution No 6										
Nature of Resolution			Ordinary Resolution			✓				
	Special Resolution									
Subject Matte	Subject Matter: To Ordinary Resolution for ratification of the remuneration of Cost Auditors									
	No of									
	Shares									
	Held by		_							
Particulars of	Members	Voting in F		Voting Ag				_		
Business	voted	Resolu	tion	Resolution		Invalid Votes		Results		
							%	Dassad Dv		
	Nos.	Nos.	% Age	Nos.	%age	Nos.	age	Passed By Requisite		
Remote								Majority		
E-voting	7,03,06,070	7,03,06,070	99.99	0.00	0.00	0.00	0.00	iviajority		
Poll	3,200	3,200	0.01	0.00	0.00	0.00	0.00			
Total	7,03,09,270	7,03,09,270	100	0.00	0.00	0.00	0.00			

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

4, Ram Sumer Gupta House, Goras Wadi, S. V. Road, Malad (W), Mumbai - 400064. E-mail: cs.shravangupta@gmail.com • Mob.: 9594541306, 9833442351