

# Prabhat Dairy Limited



Where Goodness Begins

March 28, 2019

BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001  <b>Scrip Code: 539351</b>	National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051  <b>Symbol: PRABHAT</b>
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**Sub: Submission of E-Voting results along with the Scrutinizer Report of the Extra Ordinary General Meeting held on March 26, 2019**

**Ref: Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015**

Dear Sir/Madam,

Pursuant to the captioned regulation we are furnishing herewith the voting results pertaining to the Remote E-Voting and voting through poll at the venue of the Extra Ordinary General Meeting i.e, at Gat no. 121/2A, at Ranjankhol, Taluka Rahata, Dist. Ahmednagar-413720 Maharashtra. The Members of the Company have duly approved all the businesses as specified in the notice convening the EGM.

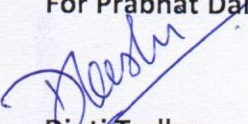
M/s. KJB & Co. LLP, Practicing Company Secretaries appointed as Scrutinizer by the Board of Directors has submitted its report dated March 27, 2019 on Remote E-Voting and voting through poll at the Meeting to the Chairman of the Company.

The same will be published on the website of the Company i.e, [www.prabhatdairy.in](http://www.prabhatdairy.in)

Kindly take the above information on record.

Thank you,

For Prabhat Dairy Ltd.

  
**Dipti Todkar**  
Company Secretary



**Regd. Office:**

Gut No. 121/2 To 121/4 At: Ranjankhol, Po: Tilaknagar,  
Tal. Rahata, Dist: Ahmednagar, Pin: 413720,  
State: Maharashtra, Country: India.  
T: 02422-665550 To 99 F: 02422-265816

**Corporate Office:**

Plot No. D-37/4, TTC Industrial Area, MIDC, Turbhe,  
Navi Mumbai - 400705, Maharashtra, India.  
T: 022-41287700  
W: [www.prabhatdairy.in](http://www.prabhatdairy.in)

**Pune Office:**

2nd floor, Kataria Chambers, Sanewadi, Aundh,  
Pune - 411007, Above Reliance Footprint  
T: 020 - 25885043  
W: [www.prabhatdairy.in](http://www.prabhatdairy.in)

**CIN: L15203PN1998PLC013068**

**NAME: PRABHAT DAIRY LIMITED**

SLNO	DESCRIPTION					
A	DATE OF EGM	26-03-2019				
B	BOOK CLOSURE DATE	N.A.				
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE	24553				
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	69				
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	3	1	4	48935584	50.09984
	PUBLIC	65	0	65	419058	0.429028
	TOTAL	68	1	69	49354642	50.528868
E	No. of shareholders attended the meeting through Video conferencing: No video conferencing facility was made available.					



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Resolution No.	1							
Resolution Required (Ordinary/Special)	Special	Approval for the sale of entire investments (equity and preference) in its subsidiary, Sunfresh Agro Industries Private Limited to Tirumala Milk Products Private Limited and sale of dairy business undertaking of the Company to Sunfresh Agro Industries Private Limited and Tirumala Milk Products Private Limited.						
Whether promoter/promoter group are interested in the agenda /resolution?	No							
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes In favour on Votes polled	% of Votes Against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Postal Ballot	48,935,584	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		-	0.0000	-	-	0.0000	0.0000
	Poll		48,935,584	100.0000	48,935,584	-	0.0000	0.0000
	<b>Total</b>		<b>48,935,584</b>	<b>100.0000</b>	<b>48,935,584</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	Postal Ballot	8,528,766	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		4,747,267	55.6618	22,356	4,724,911	0.4709	99.5291
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>4,747,267</b>	<b>55.6618</b>	<b>22,356</b>	<b>4,724,911</b>	<b>0.4709</b>	<b>99.5291</b>
Public - Non-Institutions	Postal Ballot	40,211,781	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		8,751,598	21.7638	8,603,753	147,845	98.3107	1.6893
	Poll		419,058	1.0421	419,058	-	100.0000	0.0000
	<b>Total</b>		<b>9,170,656</b>	<b>22.8059</b>	<b>9,022,811</b>	<b>147,845</b>	<b>98.3878</b>	<b>1.6122</b>
<b>Total</b>		<b>97,676,131</b>	<b>62,853,507</b>	<b>64.3489</b>	<b>57,980,751</b>	<b>4,872,756</b>	<b>92.2474</b>	<b>7.7526</b>

Resolution No.	2							
Resolution Required (Ordinary/Special)	Requisite Majority	Approval for Scheme of Amalgamation and Arrangement of Cheese Land Agro (India) Pvt. Ltd. ("Transferor Company") with Prabhat Dairy Limited ("Transferee Company") and their respective Shareholders and Creditors.						
Whether promoter/promoter group are interested in the agenda /resolution?	No							
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes In favour on Votes polled	% of Votes Against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Postal Ballot	48,935,584	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		-	0.0000	-	-	0.0000	0.0000
	Poll		48,935,584	100.0000	48,935,584	-	0.0000	0.0000
	<b>Total</b>		<b>48,935,584</b>	<b>100.0000</b>	<b>48,935,584</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	Postal Ballot	8,528,766	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		4,747,267	55.6618	4,747,267	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>4,747,267</b>	<b>55.6618</b>	<b>4,747,267</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non-Institutions	Postal Ballot	40,211,781	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		8,751,598	21.7638	8,655,416	96,182	98.9010	1.0990
	Poll		419,058	1.0421	419,058	-	100.0000	0.0000
	<b>Total</b>		<b>9,170,656</b>	<b>22.8059</b>	<b>9,074,474</b>	<b>96,182</b>	<b>98.9512</b>	<b>1.0488</b>
<b>Total</b>		<b>97,676,131</b>	<b>62,853,507</b>	<b>64.3489</b>	<b>62,757,325</b>	<b>96,182</b>	<b>99.8470</b>	<b>0.1530</b>



# KJB & CO LLP

COMPANY SECRETARIES

## CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India]

To,  
The Chairman,  
Prabhat Dairy Limited (CIN: L15203PN1998PLC013068)  
Address: 121/2A, At Post- Ranjankhol, Taluka - Rahata, Ahmednagar, Shrirampur, Maharashtra - 413720.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report for remote e-voting and poll at the venue of the Extra Ordinary General Meeting of members of Prabhat Dairy Limited.**

1. I, Alpeshkumar Panchal, Partner of M/s. KJB & CO LLP (LLPIN: AAM-3002), Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of Prabhat Dairy Limited ("the Company") at its meeting held on February 13, 2019 for the purpose of scrutinizing the Remote E-voting ("**E-voting**") and the Poll undertaken at the venue of Extra Ordinary General Meeting ("**EOGM**") of the Company held on March 26, 2019 at 121/2A At Post Ranjankhol, Taluka, Rahata, Shrirampur, Ahmednagar, Maharashtra – 413 720, on the resolutions contained in the Notice of the said EOGM dated 13th February 2019 ("**Notice**") and ascertaining the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("**the Rules**") and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India.

2. **Management's Responsibility:**

The management of the Company is responsible to ensure compliance with the requirements of the Act, the Rules and SS-2 relating to E-voting and Poll at the EOGM on the resolutions stated in the Notice calling the EOGM of the Company.

3. **Scrutinizer's Responsibility:**

Our responsibility as a scrutinizer to ensure that the voting process is conducted in a fair and transparent manner and submit a consolidated scrutinizer's report on the voting to the Chairman of the Company on the resolutions based on the reports generated from the electronic voting system provided by Karvy Fintech Private Limited ("**Karvy**") the agency appointed to provide E-voting facility and verification of ballot papers duly submitted by the members who attended and voted at the venue of the meeting.



8-B, Shayam Bhuvan, Ground Floor,  
Mathura Das Road, Devji Bhimji Lane,  
Kandivali West  
Mumbai - 400 067.

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E: info@kjblp.com  
Website: www.kjblp.com  
LLPIN: AAM-3002

# KJB & CO LLP

COMPANY SECRETARIES

4. Further to above, we submit my report as under:

- 4.1 The remote e-voting period remained open from Saturday, March 23, 2019 at 9.00 A.M. to Monday, March 25, 2019 at 5.00 P.M. on the designated website <https://www.evoting.karvy.com> of Karvy.
- 4.2 At the EOGM, the Chairman after discussions on all matters included in the said Notice was over, announced that the Members present at the EOGM and who had not cast their vote by E-voting, can exercise their voting rights through ballot papers under Poll, which was made available at the venue of the EOGM.
- 4.3 After declaration of voting by use of ballot papers at the EOGM, the ballot box was kept for voting duly marked by identification mark placed on them.
- 4.4 The ballot box subsequently was opened in the presence of two witnesses who are not the employees of the Company and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by us.
- 4.5 The ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company and the authorization / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on E-voting as well as by use of ballot paper in Poll.
- 4.6 Subsequently, the votes cast through E-voting were unblocked in the presence of two witnesses around 1.15 p.m., after counting of votes cast at EOGM through Poll.
- 4.7 Voting rights of members have been reckoned in proportion to their shares of the paid-up equity share capital of the Company as on Tuesday, March 19, 2019.



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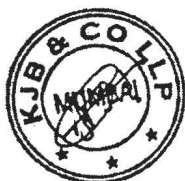
The consolidated result of the E-voting together with that of Poll at the venue of the EOGM is as under:

**Item No. 1:** Approval for the sale of entire investments (equity and preference) in its subsidiary, Sunfresh Agro Industries Private Limited to Tirumala Milk Products Private Limited and sale of dairy business undertaking of the Company to Sunfresh Agro Industries Private Limited and Tirumala Milk Products Private Limited.

Particulars	E-Voting		Poll at EOGM		Total	
	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them
Total Valid votes	50	13,498,865	65	49,354,642	115	62,853,507
Total votes cast in favour of resolution	21	8,626,109	65	49,354,642	86	57,980,751
Total votes cast against resolution	29	4,872,756	0	0	29	4,872,756
% of votes cast in favour	42.00	63.90	100.00	100.00	74.78	92.25
% of votes cast against	58.00	36.10	0.00	0.00	25.22	7.75

Invalid votes:

Number of Members whose votes were invalid	Number of votes cast/held by them
6	21,429,755



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## COMPANY SECRETARIES

Item No. 2: Approval for Scheme of Amalgamation and Arrangement of Cheese Land Agro (India) Pvt. Ltd. ("Transferor Company") with Prabhat Dairy Limited ("Transferee Company") and their respective Shareholders and Creditors.

Particulars	E-Voting		Poll at EOGM		Total	
	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them
Total Valid votes	50	13,498,865	65	49,354,642	115	62,853,507
Total votes cast in favour of resolution	36	13,402,683	65	49,354,642	101	62,757,325
Total votes cast against resolution	14	96,182	0	0	14	96,182
% of votes cast in favour	72	99.29	100	100	87.83	99.85
% of votes cast against	28	0.71	0	0	12.17	0.15

Invalid votes:

Number of Members whose votes were invalid	Number of votes cast/held by them
6	21,429,755



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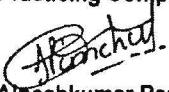
COMPANY SECRETARIES

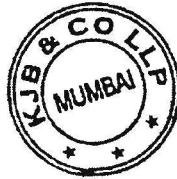
Based on the foregoing, the above resolutions as proposed in the Notice of the EOGM dated 13th February 2019 shall be deemed to have been approved on the date of the EOGM of Equity Shareholders of the Company i.e. March 26, 2019 by way of Special resolution in respect of Item no. 1 and by way of requisite majority of members (including proxies) exercising voting rights representing three-fourth in value of shares held by members (including proxies) and voted in favour through E-voting and Poll in respect of Item no. 2.

The electronic and physical data and all other relevant records relating to the E-voting and Poll is under my safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the minutes of the EOGM.

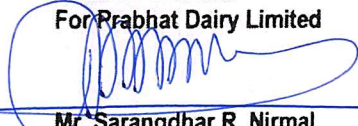
Thanking You.

For KJB & CO LLP,  
Practicing Company Secretaries

  
Alpeshkumar Panchal  
Partner  
Mem No. - 49008  
C. P. No. - 20120  
Date: March 27, 2019.  
Place: Mumbai.



Countersigned by:  
For Prabhat Dairy Limited

  
Mr. Sarangdhar R. Nirmal  
Chairman & Managing Director  
DIN: 00035234

