

MILKFOOD LIMITED

5th Floor, 91, Bhandari House, Nehru Place, New Delhi-110 019
Ph.: 26460670-4 / 26463773 Fax : 011-26460823
E-mail : milkfoodltd@milkfoodltd.com, Website : www.milkfoodltd.com
CIN : L15201PB1973PLC003746

MFL\SCY\2017-18
The Department of Corporate Services,
The BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

27th September, 2017

Sub: Report of Scrutinizer
Scrip Code No. : 507621

Dear Sir/Madam,

Please find enclosed the following:

1. Report of Scrutinizer dated 27th September, 2017, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

This is for your information and records.

Thanking You
Yours Sincerely,
For Milkfood Limited



(Rakesh Kumar Thakur)
Company Secretary


milkfood

Regd. Office : P.O. Bahadurgarh-147021 Distt. Patiala (Punjab)
Phones : 0175-2381404 / 2381415
Fax : 0175-2380248

Kamlesh Gupta
Company Secretaries

763, HBH, Saraswati Vihar
Near Sahara Mall
Gurugram

#9873436986, e mail: cskamlesh.gupta@gmail.com

**CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND VOTING BY
PHYSICAL BALLOT CONDUCTED AT THE 44th ANNUAL GENERAL MEETING OF M/S
MILKFOOD LIMITED**

To

**The Chairman
Milkfood Limited
P.O. Bahadurgarh
Distt. Patiala
Punjab 147021**

Sub: Consolidated Scrutinizer's Report on Remote e voting and on Poll pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management & Administration) Rules, 2014 as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Dear Sirs,

I, Kamlesh Gupta, a Company Secretary in practice have been appointed as the Scrutinizer by the Board of Directors of the Company pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with the Listing Regulations to scrutinize the remote e voting process and voting by physical ballot conducted at the venue of 44th Annual General Meeting (AGM) held on 26th September, 2017 at 9.00 a.m.

The Company has appointed M/s Central Depository Services (India) Limited (CDSL) as the Service Provider for the purpose of extending the facility of remote e voting to the members of the Company.

The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of 44th AGM of the members of the Company. My responsibility, as a scrutinizer for the e voting and physical ballot process at the AGM is restricted to give a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e voting facilities engaged by the Company and voting through Ballot paper carried out at the meeting.

The remote e voting began on 23rd September, 2017 at 9.00 a.m. and ended on 25th September, 2017 at 5.00 p.m.



At the end of the remote e voting on 25th September, 2017 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.

At the venue of the 44th AGM of the Company held on 26th September, 2017, the facility to vote through physical ballot was made available to enable the members present in the meeting and who have not cast their vote through remote e voting to cast their votes on all the resolutions mentioned in the Notice of AGM.

After the voting at the AGM was concluded, The locked ballot box was subsequently opened. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.

The votes cast through remote e voting was unblocked by me in the presence of Mr. Inderjeet Singh and Mr. Ram Bhawan who acted as the witnesses as prescribed under Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended.

Thereafter, I as a Scrutinizer duly compiled the details of the remote e voting and the physical voting conducted at the venue of the AGM by way of ballot paper, the combined details of which are as follows:

Resolution No. 1:

To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2017, along with the reports of the Board of Directors and Auditors thereon and also audited consolidated financial statements of the Company for the financial year ended on March 31, 2017:

Item No. of Notice	Voting method	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	%age of total no. of valid votes cast (favour and against)	Nos.	%age of total no. of valid votes cast (favour and against)	
Item No. 1 as ordinary resolution	e-voting	34	0.01	778927	99.99	Nil
	poll	3308459	100.00	Nil	Nil	Nil
	total	3308493	80.94	778927	19.06	Nil

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 30th May, 2017 has been passed with requisite majority.

Resolution No. 3:

To appoint the statutory auditors and fix their remuneration:

Item No. of Notice	Voting method	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	%age of total no. of valid votes cast	Nos.	%age of total no. of valid votes	



			(favour and against)		cast (favour and against)	
Item No. 3 as ordinary resolution	e-voting	24	0.00	778937	100	Nil
	poll	3308459	100.00	Nil	Nil	Nil
	Total	3308483	80.94	778937	19.06	Nil

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM dated 30th May, 2017 has been passed with requisite majority.

Resolution No. 4:

To ratify the remuneration payable to Cost Auditors for the financial year 2016-17:

Item No. of Notice	Voting method	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	%age of total no. of valid votes cast (favour and against)	Nos.	%age of total no. of valid votes cast (favour and against)	
Item No. 4 as ordinary resolution	e-voting	24	0.00	778937	100	Nil
	poll	3308459	100.00	Nil	Nil	Nil
	Total	3308483	80.94	778937	19.06	Nil

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 4 of the Notice of the AGM dated 30th May, 2017 has been passed with requisite majority.

Resolution No. 5:

To ratify the remuneration payable to Cost Auditors for the financial year 2017-18:

Item No. of Notice	Voting method	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	%age of total no. of valid votes cast (favour and against)	Nos.	%age of total no. of valid votes cast (favour and against)	
Item No. 5 as ordinary resolution	e-voting	24	0.00	778937	100	Nil
	poll	3308459	100.00	Nil	Nil	Nil
	Total	3308483	80.94	778937	19.06	Nil

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 5 of the Notice of the AGM dated 30th May, 2017 has been passed with requisite majority.



Resolution No. 6:

To approve Related Party Transaction:

Item No. of Notice	Voting method	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	%age of total no. of valid votes cast (favour and against)	Nos.	%age of total no. of valid votes cast (favour and against)	
Item No. 6 as ordinary resolution	e-voting	34	0.01	778927	99.99	Nil
	poll	858775	100.00	Nil	Nil	Nil
	total	858809	52.43	778927	47.56	Nil

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 6 of the Notice of the AGM dated 30th May, 2017 has been passed with requisite majority.

Note:

Item No. 2 relating to the re appointment of Mr. Amarjeet Kapoor was not taken up at meeting for voting and withdrawn due to the disqualification incurred by him under section 167(2) of the Companies Act, 2013 as per the List of Disqualified Directors issued by the Ministry of Corporate Affairs on 18th September, 2017 after the dispatch of the Notice of the AGM dated 30th May, 2017.

Percentage of votes cast in favour or against the resolutions are calculated based on the valid votes cast though remote e voting and voting by physical ballot conducted at the venue of the meeting.

All the resolutions, except Item No. 2 as stated above stand passed under e-voting and poll with the requisite majority.

The ballot papers and all the relevant records relating to the remote e voting and physical voting is under my safe custody and will be handed over to the Company Secretary after the Chairman signs the minutes.

Thanking you

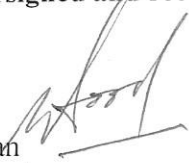
Yours faithfully



Kamlesh Gupta
 Company Secretary
 Membership No. 13862
 CP No. 10451
 Place: Gurugram
 Date: 27th September, 2017



Countersigned and received the Report:



Chairman

Dated: 27th September, 2017



MILK FOODS LIMITED AGM-2017

Date of the AGM: 26 th Sep 2017

Total number of shareholders on record date: '4385' No. of Shares: '4886440'

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group :	4	No. of Shares:	2448334
Public :	29	No. of Shares:	1536406

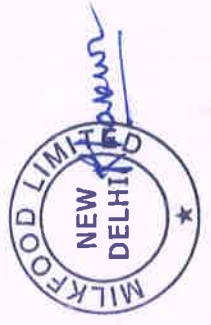
Detail of the Agenda:

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		(7)=

1. To receive consider and adopt the audited financial statements of the Company for the year ended March 31, 2017, together with the reports of the Board of Directors and Auditors thereon and also audited consolidated financial statements of the Company for the financial year ended on March 31, 2017.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	2448334	2448334	100	2448334	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
Public – Institutional holders	Total	2448334	2448334	100	2448334	0	100	0
	E-Voting	268453	265353	98.85	0	265353	0	100
	Poll	0	0	0	0	0	0	0
Public-Others	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	268453	265353	98.85	0	265353	0	100
	E-Voting	2169653	513608	23.67	34	513574	0.01	99.99
Total	Poll	2169653	860125	39.64	860125	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	2169653	1373733	63.32	860159	513574	62.61	37.39
		4,886,440	4,087,420	83.64822	3,308,493	778,927	80.94331	19.05669

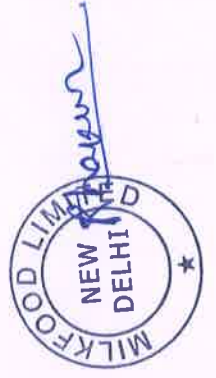


3. To appoint the statutory auditors and fix their remuneration.

Ordinary Resolution		E-Voting	0	0	0	0	0	0	0	0	0	0	0
Promoter and Promoter Group	Poll	2448334	2448334	100	2448334	0	2448334	0	2448334	0	100	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0
	Total	2448334	2448334	100	2448334	0	2448334	0	2448334	0	100	0	0
Public – Institutional holders	E-Voting	268453	265353	98.85	265353	0	265353	0	265353	0	0	0	100
	Poll	0	0	0	0	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0
Public-Others	Total	268453	265353	98.85	265353	0	265353	0	265353	0	0	0	100
	E-Voting	2169653	513608	23.67	513608	24	513584	0	513584	0	100	0	0
	Poll	2169653	860125	39.64	860125	0	860125	0	860125	0	0	0	0
Total	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0
	Total	2169653	1373733	63.32	1373733	860149	513584	778,937	80,94306	62.61	37.39	19,05694	
	Total	4,886,440	4,087,420	83.64822	3,308,483	778,937	80,94306	19,05694					

4. To ratify the remuneration payable to Cost Auditors for the financial year 2016-17.

Ordinary Resolution		E-Voting	0	0	0	0	0	0	0	0	0	0	0
Promoter and Promoter Group	Poll	2448334	2448334	100	2448334	0	2448334	0	2448334	0	100	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0
	Total	2448334	2448334	100	2448334	0	2448334	0	2448334	0	100	0	0
Public – Institutional holders	E-Voting	268453	265353	98.85	265353	0	265353	0	265353	0	0	0	100
	Poll	0	0	0	0	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0
Public-Others	Total	268453	265353	98.85	265353	0	265353	0	265353	0	0	0	100
	E-Voting	2169653	513608	23.67	513608	24	513584	0	513584	0	100	0	0
	Poll	2169653	860125	39.64	860125	0	860125	0	860125	0	0	0	0
Total	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0
	Total	2169653	1373733	63.32	1373733	860149	513584	778,937	80,94306	62.61	37.39	19,05694	
	Total	4,886,440	4,087,420	83.64822	3,308,483	778,937	80,94306	19,05694					



5. To ratify the remuneration payable to Cost Auditors for the financial year 2017-18.

Ordinary Resolution		E-Voting	0	2448334	0	2448334	0	2448334	0	2448334	0	2448334	0	0	0	0	0
Promoter and Promoter Group	Poll			2448334		2448334		2448334		2448334		2448334		0	0	100	0
	Postal Ballot (if applicable)		0											0	0		0
	Total		2448334		2448334		2448334		2448334		2448334		2448334		0	100	0
Public – Institutional holders	E-Voting		268453		268453		268453		268453		268453		268453		0	100	0
	Poll		0		0		0		0		0		0		0	0	0
	Postal Ballot (if applicable)		0		0		0		0		0		0		0	0	0
Public-Others	Total		268453		268453		268453		268453		268453		268453		0	100	0
	E-Voting		2169653		2169653		2169653		2169653		2169653		2169653		24	513584	0
	Poll		2169653		2169653		2169653		2169653		2169653		2169653		860125	0	100
Total	Postal Ballot (if applicable)		0		0		0		0		0		0		0	0	0
	Total		2169653		2169653		2169653		2169653		2169653		2169653		63.32	513584	62.61
			4,886,440		4,886,440		4,886,440		4,886,440		4,886,440		4,886,440		83.64822	778,937	80.94306
																	19,05694

6. To approve the Related Party Transaction.

Ordinary Resolution		E-Voting	0	268453	0	268453	0	268453	0	268453	0	268453	0	0	0	0	0
Promoter and Promoter Group	Poll			268453		268453		268453		268453		268453		0	0	0	0
	Postal Ballot (if applicable)		0											0	0		0
	Total		268453		268453		268453		268453		268453		268453		0	0	0
Public – Institutional holders	E-Voting		2169653		2169653		2169653		2169653		2169653		2169653		0	100	0
	Poll		0		0		0		0		0		0		0	0	0
	Postal Ballot (if applicable)		0		0		0		0		0		0		0	0	0
Public-Others	Total		2169653		2169653		2169653		2169653		2169653		2169653		0	100	0
	E-Voting		2169653		2169653		2169653		2169653		2169653		2169653		34	513574	0.01
	Poll		2169653		2169653		2169653		2169653		2169653		2169653		858775	0	99.99
Total	Postal Ballot (if applicable)		0		0		0		0		0		0		0	0	0
	Total		2169653		2169653		2169653		2169653		2169653		2169653		63.25	513574	62.58
			2,438,106		2,438,106		2,438,106		2,438,106		2,438,106		2,438,106		67.17247	778,927	52.43879
																	47.56121

