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



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

es : 0175-2381404 / 2381 Fax : 0175-2380248 Kamlesh Gupta company Secretaries 763, HBH, Saraswatí Víhar Near Sahara Mall Gurugram #9873436986, e maíl:cskamlesh.gupta@gmaíl.com

CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND VOTING BY PHYSICAL BALLOT CONDUCTED AT THE 44th ANNAUL 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 fa resolution	wour of the	Votes resolution	against the	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	Nos.
Item No. 1 as ordinary	e-voting	34	0.01	778927	99.99	Nil
resolution	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 resolution	favour of the	Votes resolution		Invalid votes
		Nos.	%age of total	Nos.	%age of	Nos.
			no. of valid		total no. of	
	1	i.	votes cast		valid votes	

				×	(favour and against		cast (favour and against	
Item No.	3	as	e-voting	24	0.00	778937	100	Nil
ordinary resolution			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 I	Notice	Voting method	Votes in fa resolution	wour of the	Votes a resolution	gainst the	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	Nos.
Item No. ordinary	4 as	e-voting	24	0.00	778937	100	Nil
resolution		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 fa resolution	vour of the	Votes a resolution	gainst the	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	Nos.
Item No. 5 as	e-voting	24	0.00	778937	100	Nil
ordinary resolution	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 fa	vour of 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	Nos.
Item No. 6 as ordinary	e-voting	34	0.01	778927	99.99	Nil
resolution	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	4 No. of Shares:	2448334			
- Harris (1900)			29	29 No. of Shares:	1536406			
Public :								
Detail of the Agenda:								
Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour against	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled

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.

[(5)/(5)]*100

(6)= [(4)/(2)]*100

(2)

(4)

(3)=[(2)/(1)]*100

ter and Promoter Group Postal Ballot (if applicable) Institutional holders Cothers Poll E-Voting Cothers Poll Cothers Postal Ballot (if applicable) Poll Reverse Poll Reverse Poll Pol	Ordinary Resolution					•	C	-	-
Poll 2448334 2448334 100 2448334 0 Postal Ballot (if applicable) 2448334 2448334 2448334 0 <		F-Voting	0	0	0	0	5	0	
Postal Ballot (if applicable) 2448334 0 265353 265353 0 </td <td></td> <td>Boll</td> <td>248334</td> <td>2448334</td> <td>100</td> <td>2448334</td> <td>0</td> <td>100</td> <td>0</td>		Boll	248334	2448334	100	2448334	0	100	0
Postal Ballot (if applicable) 2448334 2448334 2448334 0 2448334 0	Promoter and Promoter Group	101		C	c	C	0	0	0
Total 2448334 2448334 100 2448334 0 E-Voting 268453 265353 98.85 0 265353 Poll 0 0 0 0 0 0 Total 268453 265353 98.85 0 265353 Losal Ballot (if applicable) 0 0 0 0 265353 Poll 2169653 860125 39.64 860125 0 Poll 0 0 0 0 0 Postal Ballot (if applicable) 0 0 0 0 0 Postal Ballot (if applicable) 0 0 0 0 0 0 Total 2169653 1373733 63.32 860125 513574 0 Total 2486440 4.886440 4.887420 83.64822 3.308.493 778927 80.99		Postal Ballot (if applicable)	o	0	0				
trional holders		Total	2448334	2448334	100	2448334	0	100	0
Poll Postal Ballot (if applicable) Postal Ballot (if applicable) Postal Ballot (if applicable) Poll Postal Ballot (if applicable) Poll Postal Ballot (if applicable) Postal Ballot (if a		2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	268453	265353	98.85	0	265353	0	100
tional holders Postal Ballot (if applicable) Total E-Voting Postal Ballot (if applicable) Postal Ballot (if applicable) Total A 886 440 Postal Ballot (if applicable) Postal Ballot (if applicable) A 886 440 Postal Ballot (if applicable) Postal Ballot (if applicable) A 886 440 Postal Ballot (if applicable) A 886 440 A 886 440 A 886 440 A 98.85 B 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0		E-voung	20002	20000		(C	c	-
rtional holders Postal Ballot (if applicable) 0 0 0 0 0 0 0 0 0 0 0 0 265353 9 0 265363 0 265363 0 265363 0 265363 0 265363 0 0 265363 0 0 265363 0 0 0 265363 0 <t< td=""><td></td><td>llod</td><td>0</td><td>0</td><td>10</td><td>o</td><td>0</td><td>ס</td><td></td></t<>		llod	0	0	10	o	0	ס	
Total 268453 265353 98.85 0 265353 Total 2169653 513608 23.67 34 513574 E-Voting 2169653 860125 39.64 860125 0 Poll 0 0 0 0 0 Postal Ballot (if applicable) 0 0 0 0 0 Total 2169653 1373733 63.32 860159 513574 Total 4.886.440 4.087.420 83.64822 3.308.493 778,927 80.9	Public – Institutional holders	Doctor Dallot (if annieshia)	c	0	0	0	0	0	0
Total 268453 265353 98.85 0 265353 E-Voting 2169653 513608 23.67 34 513574 Poll 2169653 860125 39.64 860125 0 Postal Ballot (if applicable) 0 0 0 0 0 Total 2169653 1373733 63.32 860159 513574 Total 4 886 440 4 887 440 4 887 440 83.64822 3.308.493 778,927 80.9		POSTAL DAMOL (III APPRICADILE)					* 1	•	007
Control Cont		Total	268453	265353	98.85	0	265353	О	TOO
E-Voting 2169653 513608 23.67 34 513574 Poll 2169653 860125 39.64 860125 0 Postal Ballot (if applicable) 0 0 0 0 0 Total 2169653 1373733 63.32 860159 513574 A 886 440 4 88 6440 4 88 6440 4 88 6482 3,308,493 778,927 80.9		I OCAL					14271	100	00 00
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Postal Ballot (if applicable)		0	2169653	860125	39.64	860125	0	100	0
Postal Ballot (if applicable)	Public Othorn		500017		,	C	C	c	C
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10tal 2.02 83.64822 3.308.493 778,927		T-C-C-C-C-C-C-C-C-C-C-C-C-C-C-C-C-C-C-C	2169653	1373733	63.32	860159	513574	62.61	37.39
4 886 440 4 187 420 83.64822 3.308,493 7/8,927		lotal	220002			000	1000	100000	10.05660
Trong to the state of the state	Total		4,886,440	4,087,420	83.64822	3,308,493	176'8//	80.74551	12,00007



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

Ordinary Resolution			C	c	C	0	0	0
	E-Voting	0	0	0	0		000	C
	- voins	2748334	2448334	100	2448334	0	100	0
alloyd softomost because	Poll	1000117		C	C	0	0	0
אמשומובן שוום בוסוווסובן סוספל	Postal Ballot (if applicable)	5	0	0		4	007	c
		2448334	2448334	100	2448334	0	TOOT	00,
	IDIGI		0.000	10.00	C	765353	0	TOO
	5 Voting	268453	265353	98.85	>	20002		C
	Samo	c	C	0	0	0	0	0
	Poll	0			(c	C	O
Public – Institutional holders	The transfer of the second section is	c	0	0	5	0)	
	Postal Ballot (if applicable)			6	C	255252	C	100
	1-1-4	268453	265353	98.85	0	505502		
	lotal		000	17 00	VC	513584	0	1001
	E-Voting	2169653	513608	73.67	47	100000		
	L-Voting	2200010	960175	39 64	860125	0	1001	
100000000000000000000000000000000000000	Poll	2169653	6000	0.00		C	C	C
Public-Others	Independent of the land of the order	_	0	0	0	0	D	
	Postal Ballot (III applicable)				011000	512584	62.61	37.39
	Total	2169653	1373733	93.37	800149	FOCCIC	101110	100700
	Total	1 000 440	A 007 A20	83.64822	3,308,483	778,937	80.94306	19,05094
Total		4,000,440	4,000,4	11010100				

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

Ordinary Resolution					0	0	_	0
Oldinary Property and Property	100000000000000000000000000000000000000	_	0	0	5			
	E-Voting		100000	100	DESALL	C	100	0
	Doll	2448334	7448334	TOOT	1000117		(C
Promoter and Promoter Group	in the new little and leading	c	0	0	0	0	ס	
	Postal Ballot (III applicable)			000	ACCOAAC	c	100	0
	Total	2448334	2448334	1001	7440294		2 4	000
	Lotai		27272	00 00	O	265353	0	TOOT
	E-Voting	268453	505505	20.02) (6	•	c	
	0	c	lo	0	0	0	0	
504 0	Poll	0				c	C	0
Public – Institutional holders	folderifactif tolled lateral	0	0	0	0	0		
Control of the Contro	POSTAI DAILOL (III applicable)			1000	0	255255	2	1001
	- A-1	268453	265353	98.85	5	20000		
	lotal	20002	3	-	VC	513584	0	100
	T 1/1-4:3-1	2169653	513608	79.57	4.7	TOCCTO		-
	E-VOUING		1000	47.00	950135	c	100	5
	Doll	2169653	860175	33.04	600153			C
Orthorn Othorn		4	c	-	0	0	o	0
Public-Outers	[Postal Ballot (if applicable)	0	ס				12.03	37 39
		2160653	1373733	63.32	860149	513584	02.01	20:10
	Total	270000		00077	201 000 0	779 037	80 94306	19.05694
		4.886.440	4,087,420	83.64822	5,508,465	166,011	2001	



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

Ordinary Resolution								
	E-Voting	0	0	0	0	0	0	0
Promoter and Promoter Group	Poll	2448334	2448334	100	2448334	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	2448334	2448334	100	2448334	0	100	0
	E-Voting	268453	265353	98.85	0	265353	0	100
Bublic — Institutional Confessional	Poll	0	0	0	0	0	0	0
	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	24	513584	0	100
Public-Others	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	860149	513584	62.61	37.39
Total		4,886,440	4,087,420	83.64822	3,308,483	778,937	80.94306	19,05694

6. To approve the Related Party Transaction.

Ordinary Resolution								
	E-Voting	0	0	0	0	0	0	0
Promoter and Promoter Group	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
	E-Voting	268453	265353	98.85	0	265353	0	100
Dublic - Institutional boldon	Poll	0	0	0	0	0	0	0
	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	66'66
Diship Others	Poll	2169653	858775	39.58	858775	0	100	0
april Original	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	2169653	1372383	63.25	858809	513574	62.58	37.42
Total	100	2,438,106	1,637,736	67.17247	858,809	778,927	52.43879	47.56121

