

MILKFOOD LIMITED

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E-mail : milkfoodltd@milkfoodltd.com, Website : www.milkfoodltd.com
CIN : L15201PB1973PLC003746

MFL\SCY\2018-19
The Department of Corporate Services,
The BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

27th September, 2018

Sub: Report of Scrutinizer
Scrip Code No. : 507621

Dear Sir/Madam,

1. Report of Scrutinizer dated 27th September, 2018, 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

Rhakuor

(Rakesh Kumar Thakur)
Company Secretary



milkfood

Regd. Office : P.O. Bahadurgarh-147021 Distt. Patiala (Punjab)

Phones : 0175-2381404 / 2381415

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Kamlesh Gupta
Company Secretaries

763, HBH, Saraswati Vihar
Near Sahara Mall
Gurugram

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**CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND VOTING BY
PHYSICAL BALLOT CONDUCTED AT THE 45th 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

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 45th Annual General Meeting (AGM) held on 26th September, 2018 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 45th 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 22nd September, 2018 at 9.00 a.m and ended on 25th September, 2018 at 5.00 p.m.



At the end of the remote e voting on 25th September, 2018 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.

At the venue of the 45th AGM of the Company held on 26th September, 2018, 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 in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and share Transfer Agent of the Company and the authorizations/proxies lodged with the Company.

After counting the votes casted at the venue of the AGM through ballot paper, the votes cast through remote e voting was unblocked by me in the presence of Mr. Surender Kumar Sharma and Mr. Raj Pal Singh 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:

(1) To receive, consider and adopt:

- (a) the audited standalone financial statements of the Company for the financial year ended 31st March, 2018 alongwith the Report of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2018 along with the Report of Auditors thereon.

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	498	0.06	810517	99.94	Nil
	poll	3308175	100	Nil	Nil	Nil
	Total	3308673	80.32	810517	19.68	Nil

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 25th May, 2018 has been passed with requisite majority.

Resolution No. 2:

To appoint Mr. Harmesh Mohan Sood as a Non Executive Non Independent Director of the Company:



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. 2 as ordinary resolution	e-voting	489	0.06	810526	99.94	Nil
	poll	3308155	100	Nil	Nil	Nil
	Total	3308644	80.32	810526	19.68	Nil

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 25th May, 2018 has been passed with requisite majority.

Resolution No. 3:

To appoint Mrs. Preeti Mathur as a Non Executive Non Independent Director of the Company:

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. 3 as ordinary resolution	e-voting	498	0.06	810517	99.94	Nil
	poll	3308175	100	Nil	Nil	Nil
	Total	3308673	80.32	810517	19.68	Nil

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM dated 25th May, 2018 has been passed with requisite majority.

Resolution No. 4:

To ratify the remuneration payable to the Cost Auditors for the financial year 2018-19:

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	198	0.02	810817	99.98	Nil
	poll	3308175	100	Nil	Nil	Nil
	Total	3308373	80.32	810817	19.68	Nil

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 4 of the Notice of the AGM dated 25th May, 2018 has been passed with requisite majority.



Resolution No. 5:

Related Party Transactions:

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	493	0.06	810522	99.94	Nil
	poll	858491	100	Nil	Nil	Nil
	Total	858984	51.45	810522	48.55	Nil

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 5 of the Notice of the AGM dated 25th May, 2018 has been passed with requisite majority.

Note:

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 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
Practicing Company Secretary
ACS 13862
CP No. 10451
Place: Delhi
Date: 27th September, 2018

**Countersigned and received the Report**


Chairman
Dated: 27th September, 2018

MILKFOOD LIMITED (AGM -2018)

Date of the AGM: 26 th Sep 2018

Total number of shareholders on record date: '4405' 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 :	40	No. of Shares:	1408556

Detail of the Agenda:

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

1. To receive consider and adopt the audited financial statements of the Company for the year ended March 31, 2018, 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, 2018

Ordinary Business

Promoter and Promoter Group	E-Voting		0	0	0	0	0	0
	Poll	2448334	2448334	100	2448334	0	100	0
Public – Institutional holders	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2448334	2448334	100	2448334	0	100	0
Public-Others	E-Voting		308730	99.01	0	308730	0	100
	Poll	311830	0	0	0	0	0	0
Public – Institutional holders	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	311830	308730	99.01	0	308730	0	100
Public-Others	E-Voting		502285	23.62	498	501787	0.1	99.9
	Poll	2126276	859841	40.44	859841	0	100	0
Public – Institutional holders	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2126276	1362126	64.06	860339	501787	63.16	36.84
GRAND TOTAL		4886440	4119190	84.298	3308673	810517	80.32	19.68



2. To appoint Mr. Harmesh Mohan Sood as a Non Executive Non Independent Director of the Company

Special Business											
Promoter and Promoter Group	E-Voting										
	Poll	2448334	2448334	0	0	2448334	0	0	100	0	0
	Postal Ballot (if applicable)			0	0	0	0	0	0	0	0
	Total	2448334	2448334	0	0	2448334	0	0	100	0	0
Public – Institutional holders	E-Voting										
	Poll	311830	308730	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)			0	0	0	0	0	0	0	0
	Total	311830	308730	0	0	0	0	0	0	0	0
Public-Others	E-Voting										
	Poll	2126276	502285	23.62	489	501796	0	0	0.1	99.9	0
	Postal Ballot (if applicable)		859821	40.44	859821	0	0	0	100	0	0
	Total	2126276	1362106	64.06	860310	501796	0	0	63.16	36.84	0
GRAND TOTAL		4886440	4119170	84.298	3308644	810526			80.32	19.68	

3. To appoint Mrs. Preeti Mathur as a Non Executive Non Independent Director of the Company

Special Business											
Promoter and Promoter Group	E-Voting										
	Poll	2448334	2448334	0	0	2448334	0	0	100	0	0
	Postal Ballot (if applicable)			0	0	0	0	0	0	0	0
	Total	2448334	2448334	0	0	2448334	0	0	100	0	0
Public – Institutional holders	E-Voting										
	Poll	311830	308730	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)			0	0	0	0	0	0	0	0
	Total	311830	308730	0	0	0	0	0	0	0	0
Public-Others	E-Voting										
	Poll	2126276	502285	23.62	498	501787	0	0	0.1	99.9	0
	Postal Ballot (if applicable)		859841	40.44	859841	0	0	0	100	0	0
	Total	2126276	1362126	64.06	860339	501787	0	0	63.16	36.84	0
GRAND TOTAL		4886440	4119190	84.298	3308673	810517			80.32	19.68	



4. To ratify the remuneration payable to Cost Auditors for the financial year 2018-19.

Special Business												
Promoter and Promoter Group	E-Voting											
	Poll	2448334	2448334	0	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)			0	0	0	0	0	0	0	0	0
	Total	2448334	2448334	0	0	0	0	0	0	0	0	0
Public – Institutional holders	E-Voting											
	Poll	311830	308730	0	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)			0	0	0	0	0	0	0	0	0
	Total	311830	308730	0	0	0	0	0	0	0	0	0
Public-Others	E-Voting											
	Poll	2126276	502285	23.62	198	502087	0.04	502087	99.96	0	0	0
	Postal Ballot (if applicable)		859841	40.44	859841	0	100	0	0	0	0	
	Total	2126276	1362126	64.06	860039	502087	63.13945993	502087	63.13945993	0	0	0
GRAND TOTAL		4886440	4119190	84.298	3308373	810817	80.32	810817	19.68			

5. To approve the Related Party Transaction.

Special Business												
Promoter and Promoter Group	E-Voting											
	Poll	2448334	0	0	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)			0	0	0	0	0	0	0	0	0
	Total	2448334	0	0	0	0	0	0	0	0	0	0
Public – Institutional holders	E-Voting											
	Poll	311830	308730	0	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)			0	0	0	0	0	0	0	0	0
	Total	311830	308730	0	0	0	0	0	0	0	0	0
Public-Others	E-Voting											
	Poll	2126276	502285	23.62	493	501792	0.1	501792	99.9	0	0	0
	Postal Ballot (if applicable)		858491	40.38	858491	0	100	0	0	0	0	
	Total	2126276	1360776	63.998	858984	501792	63.125	501792	63.125	0	0	0
GRAND TOTAL		4886440	1669506	34.166	858984	810522	51.45	810522	48.55			

