

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 GST : 07AAACM5913B1ZY

28th September, 2022

MFL\SCY\2022 - 23
The Manager (Listing)
The BSE Limited
1st Floor, New Trading Ring,
Rotunda Building
P J Towers, Dalal Street,
Fort, Mumbai-400 001

Sub: Details of Voting Results and Report of Scrutinizer
Scrip Code No: 507621

Dear Sir/Madam,

We are pleased to submit herewith the following with respect to the 49th Annual General Meeting ("AGM") of the Company held on Wednesday, September 28, 2022, through Video Conferencing and Audio-Visual Means:

- 1) Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (**Annexure A**).
- 2) Report of the Scrutinizer dated September 28, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014

As per the consolidated Scrutinizer's Report dated September 28, 2022, all the resolutions mentioned in the Notice of AGM were passed by the Members of the Company with the requisite majority.

The above is also being displayed on the notice board of the Company at its Registered Office, the Company's website at www.milkfoodltd.com, and on the website of Central Depository Services (India) Limited at www.evotingindia.com.

We request you to take this on record and to treat the same as compliance with the applicable provisions of the Listing Regulations.

Thanking you,

Yours Sincerely,
For **Milkfood Limited**

Rakesh

Rakesh Kumar Thakur
Company Secretary & Compliance Officer
Encl.: as above



milkfood

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

Phones : 0175-2381404 / 2381415

Fax : 0175-2380248

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 GST : 07AAACM5913B1ZY

Annexure A

MILKFOOD LIMITED

VOTING RESULT		
Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015		
Sr. No.	Particulars	Details
1	Date of the AGM	Wednesday, September 28, 2022
2	Total number of shareholders as on record date	As of cut-off date i.e. September 21, 2022: 4570
3	Number of Shareholders present in the meeting either in person or through proxy Promoters and Promoter Group: Public:	No arrangement for a physical meeting or appointment of proxy was made as the AGM was held through VC/OAVM 3 45
4	Number of Shareholders attended the meeting through VC/OAVM (excluding webcast) Promoters and Promoter Group: Public:	3 45
5	No. of resolutions passed in the meeting	8 Resolution-wise details of voting results attached



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

MILK FOOD LTD AGM 2022

Date of the AGM: 28 th Sep 2022

Total number of shareholders on record date: '4570' No. of Shares: '4886440'

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

Promoters and Promoter Group :			3				
Public :			45				

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	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	Virtual meeting	(1)	(2)	[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2022 alongwith the Report of the Board of Directors and Auditors thereon.

Ordinary Resolution

Promoter and Promoter Group	E-Voting		2448334	100.0000	2448334	0	100.0000	0.0000
	Poll	2448334	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
Public – Institutional holders	E-Voting		373300	99.2028	0	373300	0.0000	100.0000
	Poll	376300	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	376300	373300	99.2028	0	373300	0.0000	100.0000
Public-Others	E-Voting		935620	45.3787	935617	3	99.9997	0.0003
	Poll	2061806	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	2061806	935620	45.3787	935617	3	99.9997	0.0003
Grand Total		4886440	3757254	76.8914	3383951	373303	90.0645	9.9355



2.To appoint a Director in place of Mr. Harmesh Mohan Sood, Director (DIN: 07951620), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2448334	2448334	100.0000	2448334	0	100.0000
Public – Institutional holders	E-Voting	376300	373300	99.2028	0	373300	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		376300	373300	99.2028	0	373300	0.0000
Public-Others	E-Voting	2061806	935600	45.3777	935588	12	99.9987	0.0013
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2061806	935600	45.3777	935588	12	99.9987
Grand Total		4886440	3757234	76.8910	3383922	373312	90.0642	9.9358

3.To appoint Auditors and to fix their remuneration.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2448334	2448334	100.0000	2448334	0	100.0000
Public – Institutional holders	E-Voting	376300	373300	99.2028	0	373300	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		376300	373300	99.2028	0	373300	0.0000
Public-Others	E-Voting	2061806	935620	45.3787	935608	12	99.9987	0.0013
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2061806	935620	45.3787	935608	12	99.9987
Grand Total		4886440	3757254	76.8914	3383942	373312	90.0642	9.9358



4.To ratify the remuneration payable to Cost Auditors for the financial year 2022-23.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2448334	2448334	100.0000	2448334	0	100.0000
Public – Institutional holders	E-Voting	376300	373300	99.2028	373300	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		376300	373300	99.2028	373300	0	100.0000
Public-Others	E-Voting	2061806	935620	45.3787	935608	12	99.9987	0.0013
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2061806	935620	45.3787	935608	12	99.9987
Grand Total		4886440	3757254	76.8914	3757242	12	100.0000	0.0000

5. Increase in authorised share capital of the company and consequential amendment in Memorandum of Association of the Company.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2448334	2448334	100.0000	2448334	0	100.0000
Public – Institutional holders	E-Voting	376300	373300	99.2028	373300	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		376300	373300	99.2028	373300	0	100.0000
Public-Others	E-Voting	2061806	935620	45.3787	935617	3	99.9997	0.0003
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2061806	935620	45.3787	935617	3	99.9997
Grand Total		4886440	3757254	76.8914	3757251	3	100.0000	0.0000



6. To continue the Directorship of Mr. Harmesh Mohan Sood who will attain the age of 75 years

Special Resolution

Promoter and Promoter Group	E-Voting	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2448334	2448334	100.0000	2448334	0	100.0000
Public – Institutional holders	E-Voting	376300	373300	99.2028	0	373300	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		376300	373300	99.2028	0	373300	0.0000
Public-Others	E-Voting	2061806	935600	45.3777	935588	12	99.9987	0.0013
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2061806	935600	45.3777	935588	12	99.9987
Grand Total		4886440	3757234	76.8910	3383922	373312	90.0642	9.9358

7.To approve the 'Milkfood Limited Employee Stock Option Plan 2022' ("MILKFOOD ESOS 2022/PLAN, SCHEME").

Special Resolution

Promoter and Promoter Group	E-Voting	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2448334	2448334	100.0000	2448334	0	100.0000
Public – Institutional holders	E-Voting	376300	373300	99.2028	0	373300	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		376300	373300	99.2028	0	373300	0.0000
Public-Others	E-Voting	2061806	894096	43.3647	893978	118	99.9868	0.0132
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2061806	894096	43.3647	893978	0.0000	99.9868
Grand Total		4886440	3715730	76.0417	3342312	373418	89.9503	10.0497



8. Approval for grant of Employee Stock Options to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company

Special Resolution

Promoter and Promoter Group	E-Voting	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2448334	2448334	100.0000	2448334	0	100.0000
Public – Institutional holders	E-Voting	376300	373300	99.2028	0	373300	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		376300	373300	99.2028	0	373300	0.0000
Public-Others	E-Voting	2061806	894096	43.3647	893978	118	99.9868	0.0132
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2061806	894096	43.3647	893978	118	99.9868
Grand Total		4886440	3715730	76.0417	3342312	373418	89.9503	10.0497



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 E VOTING CONDUCTED DURING THE 49th ANNUAL GENERAL MEETING OF M/S MILKFOOD LIMITED HELD ON WEDNESDAY, THE 28th DAY OF SEPTEMBER, 2022 AT 10.00 A.M. BY MEANS OF VIDEO CONFENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM)

To

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

Sub: Consolidated Scrutinizer's Report on Remote e voting and e voting pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 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 e voting conducted at the 49th Annual General Meeting (AGM) held on 28th September, 2022 at 10.00 a.m. by means of video conferencing (VC) / other audio visual means (OAVM).

In compliances with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and MCA Circulars, the 49th Annual General Meeting (AGM) is held by means of video conferencing (VC) / other audio visual means (OAVM). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at P.O. Bahadurgarh, Distt. Patiala Punjab 147021.

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 and voting electronically during the AGM.

The remote e voting began on 25th September, 2022 at 9.00 a.m. and ended on 27th September, 2022 at 5.00 p.m.



At the end of the remote e voting on 27th September, 2022 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.

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 remote e-voting and e voting during the 49th annual general meeting on the resolutions contained in the Notice of the AGM. My responsibility, as a scrutinizer for the remote e voting and e voting during 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 remote e voting system and e voting system during the AGM.

The Consolidated Scrutinizer's Report on remote e voting and voting electronically during the AGM is as follows:

Details	Remote e voting	Voting electronically during the AGM	Total voting
Number of members who cast their vote	76	1	77
Number of shares held by them	3757253	1	3757254

ORDINARY BUSINESS:

Resolution No. 1:

(1) To receive, consider and adopt:

The audited standalone financial statements including the consolidated financial statements of the Company for the financial year ended 31st March, 2022 alongwith the Report of the Board of Directors and Auditors thereon:

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)	
Remote e-voting and voting electronically during the AGM	3383951	90.06	373303	9.94	0
Total	3383951	90.06	373303	9.94	0

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 12th August, 2022 has been passed with requisite majority.



Resolution No. 2:

To appoint a Director in place of Mr. Harmesh Mohan Sood, Director (DIN: 07951620), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment:

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)	
Remote e-voting and voting electronically during the AGM	3383922	90.06	373312	9.94	20
Total	3383922	90.06	373312	9.94	20

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 12th August, 2022 has been passed with requisite majority.

Resolution No. 3:

To appoint the Statutory Auditors and to fix their remuneration:

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)	
Remote e-voting and voting electronically during the AGM	3383942	90.06	373312	9.94	0
Total	3383942	90.06	373312	9.94	0

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM dated 12th August, 2022 has been passed with requisite majority.



SPECIAL BUSINESS:**Resolution No. 4:**

To ratify the remuneration payable to the Cost Auditors for the financial year 2022-23:

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)	
Remote e-voting and voting electronically during the AGM	3757242	100	12	0	0
Total	3757242	100	12	0	0

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 4 of the Notice of the AGM dated 12th August, 2022 has been passed with requisite majority.

Resolution No. 5:

Increase in authorised share capital of the Company and consequential amendment in the Memorandum of Association of the company:

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)	
Remote e-voting and voting electronically during the AGM	3757251	100	3	0	0
Total	3757251	100	3	0	0

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 5 of the Notice of the AGM dated 12th August, 2022 has been passed with requisite majority.



Resolution No. 6:

To continue the Directorship of Mr. Harmesh Mohan Sood who will attain the age of 75 years:

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)	
Remote e-voting and voting electronically during the AGM	3383922	90.06	373312	9.94	20
Total	3383922	90.06	373312	9.94	20

Based on the aforesaid results, I report that Special Resolution as contained in Item No. 6 of the Notice of the AGM dated 12th August, 2022 has been passed with requisite majority

Resolution No. 7:

To approve the 'Milkfood Limited Employee Stock Option Plan 2022' ("MILKFOOD ESOS 2022/PLAN, SCHEME"):

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)	
Remote e-voting and voting electronically during the AGM	3342312	89.95	373418	10.05	41524
Total	3342312	89.95	373418	10.05	41524

Based on the aforesaid results, I report that Special Resolution as contained in Item No. 7 of the Notice of the AGM dated 12th August, 2022 has been passed with requisite majority

Resolution No. 8:

Approval for grant of Employee Stock Options to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company:



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)	
Remote e-voting and voting electronically during the AGM	3342312	89.95	373418	10.05	41524
Total	3342312	89.95	373418	10.05	41524

Based on the aforesaid results, I report that Special Resolution as contained in Item No. 8 of the Notice of the AGM dated 12th August, 2022 has been passed with requisite majority

Note:

Percentage of votes cast in favour or against the resolutions are calculated based on the basis of valid votes cast though remote e voting and voting electronically conducted during the meeting.

Based on the aforesaid results, I report that, all the resolutions stand passed with the requisite majority.

All the relevant records relating to the remote e voting and voting electronically conducted during the meeting are 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
UDIN: A013862D001066925
Peer Review Certificate No: 2013/2022
Date: 28/09/2022
Place: Gurugram



Countersigned and received the Report



(Rakesh Kumar Thakur)
Company Secretary