

# MILKFOOD LIMITED

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

MFLASCY2015 - 16

1<sup>st</sup> October, 2015

The General Manager  
The Bombay Stock Exchange Limited  
Department of Corporate Services  
25, P.J. Towers, Dalal Street  
Mumbai-400 001

**Sub: Disclosure of Voting Results of the 42<sup>nd</sup> Annual General Meeting of the Company held on 29th September, 2015 as per the requirement of Clause 35A of the Equity Listing Agreement**

Scrip Code No.: 507621

Dear Sirs,

As per the requirement of Clause 35A of the Equity Listing Agreement, given below are the details of the voting results at the Annual General Meeting of the Company as per the format prescribed under the said clause.

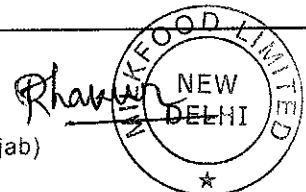
## Details of Voting Results

Date of the AGM/EGM	29 <sup>th</sup> September, 2015
Total Number of shareholders on record date Cut-off date for e-voting: 22 <sup>nd</sup> September, 2015	4696
No. of shareholders present in the meeting either in person or through proxy: -Promoters and Promoter Group -Public	4 29

## Agenda-wise

No.	Details of the Agenda	Resolution Required (Ordinary/Special)	Mode of voting (Poll/E-voting)	Remarks
1.	To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon and also consolidated financial statement of the Company for the financial year ended on March 31, 2015.	Ordinary	E-voting, poll	The resolution was passed with requisite majority
2.	To re-appoint Mr. Kewal Krishan Kohli (DIN: 00127337), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E-voting, poll	The resolution was passed with requisite majority

**milkfood**



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

# MILKFOOD LIMITED

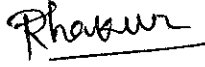
5th Floor, Bhandari House, 91 Nehru Place, New Delhi-110 019  
Ph.: 26460670-4 / 26463773 Fax : 011-26460823  
E-mail : milkfoodltd@milkfoodltd.com, Website : www.milkfoodltd.com  
CIN : L15201PB1973PLC003746

3.	To re-appoint auditors M/s. Madan & Associates and fix their remuneration.	Ordinary	E-voting, poll	The resolution was passed with requisite majority
4.	To adopt a new set of Article of Association of the Company.	Special	E-voting, poll	The resolution was passed with requisite majority
5.	To fix the limit of borrowing power of the Company.	Special	E-voting, poll	The resolution was passed with requisite majority
6.	To create charge / mortgage assets of the Company.	Special	E-voting, poll	The resolution was passed with requisite majority
7.	To approve Related Party Transaction.	Ordinary	E-voting, poll	The resolution was passed with requisite majority

The voting details are annexed herewith in the prescribed format.

This may also be considered as compliance of Clause 31(d) of the Listing Agreement.

Yours faithfully,  
For Milkfood Limited



Rakesh Kumar Thakur  
Company Secretary



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

**MILKFOOD LIMITED AGM AS ON DATE 29/09/2015**

Date of the AGM: 29 th Sep 2015

Total number of shareholders on record date: '4696' 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:	1047250

Detail of the Agenda:

Promoter/Public	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 )		

1. To receive consider and adopt of audited financial statements of the Company for the year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon and also audited consolidated financial statement of the Company for the financial year ended on March 31, 2015.

ORDINARY BUSINESS							
Mode of voting: (Remote e-voting)							
Promoter and Promoter Group	2448334	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	190100	187000	98.3700	0	187000	0.0000	100.0000
Public-Others	2248006	665597	29.6100	176294	489303	26.4900	73.5100
Total (A)	4886440	852597	17.4500	176294	676303	20.6800	79.3200
Mode of voting: (Ballot Paper)							
Promoter and Promoter Group	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
Public – Institutional holders	190100	0	0.0000	0	0	0.0000	0.0000
Public-Others	2248006	683963	30.4300	683963	0	100.0000	0.0000
Total (B)	4886440	3132297	64.1000	3132297	0	100.0000	0.0000
<b>Total (A+B)</b>	<b>4886440</b>	<b>3984894</b>	<b>81.5500</b>	<b>3308591</b>	<b>676303</b>	<b>83.0283</b>	<b>16.9716</b>

2. To re-appoint Mr. Kewal Krishan Kohli (DIN : 00127337), who retires by rotation.

ORDINARY BUSINESS							
Mode of voting: (Remote e-voting)							
Promoter and Promoter Group	2448334	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	190100	187000	98.3700	0	187000	0.0000	100.0000
Public-Others	2248006	665597	29.6100	176294	489303	26.4900	73.5100
Total (A)	4886440	852597	17.4500	176294	676303	20.6800	79.3200
Mode of voting: (Ballot Paper)							
Promoter and Promoter Group	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
Public – Institutional holders	190100	0	0.0000	0	0	0.0000	0.0000
Public-Others	2248006	683963	30.4300	683963	0	100.0000	0.0000
Total (B)	4886440	3132297	64.1000	3132297	0	100.0000	0.0000
<b>Total (A+B)</b>	<b>4886440</b>	<b>3984894</b>	<b>81.5500</b>	<b>3308591</b>	<b>676303</b>	<b>83.0283</b>	<b>16.9716</b>

3. To re-appoint auditors and fix their remuneration.

ORDINARY BUSINESS							
Mode of voting: (Remote e-voting)							
Promoter and Promoter Group	2448334	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	190100	187000	98.3700	0	187000	0.0000	100.0000
Public-Others	2248006	665597	29.6100	176275	489322	26.4800	73.5200
Total (A)	4886440	852597	17.4500	176275	676322	20.6800	79.3200
Mode of voting: (Ballot Paper)							
Promoter and Promoter Group	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
Public – Institutional holders	190100	0	0.0000	0	0	0.0000	0.0000
Public-Others	2248006	683963	30.4300	683963	0	100.0000	0.0000
Total (B)	4886440	3132297	64.1000	3132297	0	100.0000	0.0000
<b>Total (A+B)</b>	<b>4886440</b>	<b>3984894</b>	<b>81.5500</b>	<b>3308572</b>	<b>676322</b>	<b>83.0278</b>	<b>16.9721</b>

For MILKFOOD LIMITED

*Rhaur*

Company Secretary

<b>4. To adopt new set of Article of Association of the Company.</b>							
<b>SPECIAL BUSINESS</b>							
<b>Mode of voting: (Remote e-voting)</b>							
Promoter and Promoter Group	2448334	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	190100	187000	98.3700	0	187000	0.0000	100.0000
Public-Others	2248006	665597	29.6100	176294	489303	26.4900	73.5100
<b>Total (A)</b>	<b>4886440</b>	<b>852597</b>	<b>17.4500</b>	<b>176294</b>	<b>676303</b>	<b>20.6800</b>	<b>79.3200</b>
<b>Mode of voting: (Ballot Paper)</b>							
Promoter and Promoter Group	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
Public – Institutional holders	190100	0	0.0000	0	0	0.0000	0.0000
Public-Others	2248006	683963	30.4300	683963	0	100.0000	0.0000
<b>Total (B)</b>	<b>4886440</b>	<b>3132297</b>	<b>64.1000</b>	<b>3132297</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total (A+B)</b>	<b>4886440</b>	<b>3984894</b>	<b>81.5500</b>	<b>3308591</b>	<b>676303</b>	<b>83.0283</b>	<b>16.9716</b>
<b>5. To fix the limit on borrowing power of the Company.</b>							
<b>SPECIAL BUSINESS</b>							
<b>Mode of voting: (Remote e-voting)</b>							
Promoter and Promoter Group	2448334	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	190100	187000	98.3700	0	187000	0.0000	100.0000
Public-Others	2248006	665597	29.6100	176294	489303	26.4900	73.5100
<b>Total (A)</b>	<b>4886440</b>	<b>852597</b>	<b>17.4500</b>	<b>176294</b>	<b>676303</b>	<b>20.6800</b>	<b>79.3200</b>
<b>Mode of voting: (Ballot Paper)</b>							
Promoter and Promoter Group	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
Public – Institutional holders	190100	0	0.0000	0	0	0.0000	0.0000
Public-Others	2248006	683963	30.4300	683963	0	100.0000	0.0000
<b>Total (B)</b>	<b>4886440</b>	<b>3132297</b>	<b>64.1000</b>	<b>3132297</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total (A+B)</b>	<b>4886440</b>	<b>3984894</b>	<b>81.5500</b>	<b>3308591</b>	<b>676303</b>	<b>83.0283</b>	<b>16.9716</b>
<b>6. To create charge / mortgage on the assets and properties of the Company.</b>							
<b>SPECIAL BUSINESS</b>							
<b>Mode of voting: (Remote e-voting)</b>							
Promoter and Promoter Group	2448334	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	190100	187000	98.3700	0	187000	0.0000	100.0000
Public-Others	2248006	665597	29.6100	176294	489303	26.4900	73.5100
<b>Total (A)</b>	<b>4886440</b>	<b>852597</b>	<b>17.4500</b>	<b>176294</b>	<b>676303</b>	<b>20.6800</b>	<b>79.3200</b>
<b>Mode of voting: (Ballot Paper)</b>							
Promoter and Promoter Group	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
Public – Institutional holders	190100	0	0.0000	0	0	0.0000	0.0000
Public-Others	2248006	683963	30.4300	683963	0	100.0000	0.0000
<b>Total (B)</b>	<b>4886440</b>	<b>3132297</b>	<b>64.1000</b>	<b>3132297</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total (A+B)</b>	<b>4886440</b>	<b>3984894</b>	<b>81.5500</b>	<b>3308591</b>	<b>676303</b>	<b>83.0283</b>	<b>16.9716</b>
<b>7. To approve Related Party Transaction.</b>							
<b>SPECIAL BUSINESS</b>							
<b>Mode of voting: (Remote e-voting)</b>							
Promoter and Promoter Group	2448334	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	190100	187000	98.3700	0	187000	0.0000	100.0000
Public-Others	2248006	665597	29.6100	176294	489303	26.4900	73.5100
<b>Total (A)</b>	<b>4886440</b>	<b>852597</b>	<b>17.4500</b>	<b>176294</b>	<b>676303</b>	<b>20.6800</b>	<b>79.3200</b>
<b>Mode of voting: (Ballot Paper)</b>							
Promoter and Promoter Group	2448334	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	190100	0	0.0000	0	0	0.0000	0.0000
Public-Others	2248006	683963	30.4300	683963	0	100.0000	0.0000
<b>Total (B)</b>	<b>4886440</b>	<b>683963</b>	<b>14.0000</b>	<b>683963</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total (A+B)</b>	<b>4886440</b>	<b>1536560</b>	<b>31.4453</b>	<b>860257</b>	<b>676303</b>	<b>55.9859</b>	<b>44.0140</b>

For MILKFOOD LIMITED

*Rhakar*  
Company Secretary

Kamlesh Gupta  
Company Secretaries

763, HBH, Saraswati Vihar  
Near Sahara Mall  
Gurgaon

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

**CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND VOTING BY  
PHYSICAL BALLOT CONDUCTED AT THE 42<sup>ND</sup> AGM OF M/S MILKFOOD LIMITED**

To

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

42<sup>nd</sup> Annual General Meeting (AGM) of the members of M/s Milkfood Limited (the Company) held on 29<sup>th</sup> September, 2015 at 9.00 a.m. at the Registered Office of the Company at P.O. Bahadurgarh, Distt. Patiala, Punjab.

**Sub: Passing of resolutions through remote e-voting and physical ballot conducted at the 42<sup>nd</sup> Annual General Meeting**

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 Agreement to conduct the remote e voting process and voting by physical ballot conducted at the venue of 42<sup>nd</sup> annual general meeting held on 29<sup>th</sup> September, 2015 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 remote e voting began on 26<sup>th</sup> September, 2015 at 9.00a.m and ended on 28<sup>th</sup> September, 2015 at 5.00 p.m.

At the end of the remote e voting on 28<sup>th</sup> September, 2015 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.

At the venue of the 42<sup>nd</sup> AGM of the Company held on 29<sup>th</sup> September, 2015, the facility to vote through physical ballot was made available to enable the members to cast their vote present in the meeting and who have not cast their vote through remote e voting.

After the voting at the AGM was concluded, one ballot box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. 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 Transfer Agent of the Company and the authorizations/proxies lodged with the Company. No Ballot papers were incomplete and/or otherwise found defective



After counting the votes cast 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. Lalita Prasad and Mr. Subhash Yadav who acted as the witnesses as prescribed under Rule 20.

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 details of which are as follows:

The Combined result of e-voting and of poll are as under:

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	176294	20.68	676303	79.32	Nil
	poll	3132297	100.00	NIL	NIL	NIL
	<b>total</b>	<b>3308591</b>	<b>83.03</b>	<b>676303</b>	<b>16.97</b>	<b>NIL</b>

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	176294	20.68	676303	79.32	Nil
	poll	3132297	100.00	NIL	NIL	NIL
	<b>total</b>	<b>3308591</b>	<b>83.03</b>	<b>676303</b>	<b>16.97</b>	<b>NIL</b>

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	176275	20.68	676322	79.32	Nil
	poll	3132297	100.00	NIL	NIL	0
	<b>total</b>	<b>3308572</b>	<b>83.03</b>	<b>676322</b>	<b>16.97</b>	<b>0</b>

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

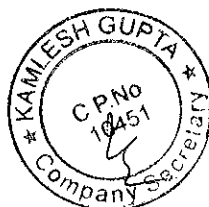


			total no. of valid votes cast (favour and against)		total no. of valid votes cast (favour and against)	
Item No. 4 as special resolution	e-voting	176294	20.68	676303	79.32	Nil
	poll	3132297	100.00	NIL	NIL	NIL
	<b>total</b>	<b>3308591</b>	<b>83.03</b>	<b>676303</b>	<b>16.97</b>	<b>NIL</b>

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)	Nos.
Item No. 5 as special resolution	e-voting	176294	20.68	676303	79.32	Nil
	poll	3132297	100.00	NIL	NIL	0
	<b>total</b>	<b>3308591</b>	<b>83.03</b>	<b>676303</b>	<b>16.97</b>	<b>0</b>

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)	Nos.
Item No. 6 as special resolution	e-voting	176294	20.68	676303	79.32	Nil
	poll	3132297	100.00	NIL	NIL	NIL
	<b>Total</b>	<b>3308591</b>	<b>83.03</b>	<b>676303</b>	<b>16.97</b>	<b>NIL</b>

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)	Nos.
Item No. 7 as ordinary resolution	e-voting	176294	20.68	676303	79.32	Nil
	poll	683963	100.00	NIL	NIL	NIL
	<b>total</b>	<b>860257</b>	<b>55.99</b>	<b>676303</b>	<b>44.01</b>	<b>NIL</b>



**Note:** percentage of votes cast in favour or against the resolutions are calculated based on the valid votes cast through Remote E Voting and voting by Physical Ballot 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

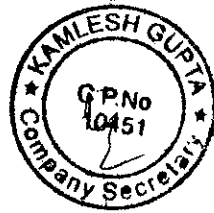
Company Secretary

Membership No. 13862

CP No. 10451

Place: Gurgaon

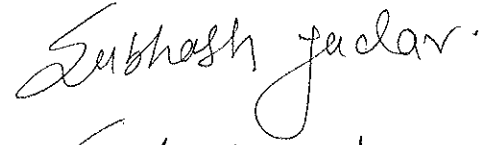

Date: 30<sup>th</sup> September, 2015



Witnesses:

1. 

RAJITA PRASAD

2.   


Countersigned and received the Report:



Chairman

Dated: 30<sup>th</sup> September, 2015