

Prabhat Dairy Limited

16th October, 2019

BSE Ltd Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Scrip Code: 539351	National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Symbol: PRABHAT
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Sub: Result of Postal Ballot – Disclosure of Voting Results as per Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

We hereby inform you that the Special Resolution as stated in the Postal Ballot Notice dated 13th September 2019, have duly passed by the Members of the Company with Requisite majority

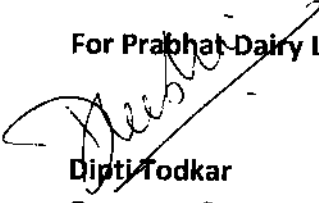
M/S KJB & Co., LLP, Practising Company Secretaries were appointed as Scrutinizer by the Board of Directors has submitted its report dated 16th October, 2019 on Postal Ballot to the Chairman of the Company.

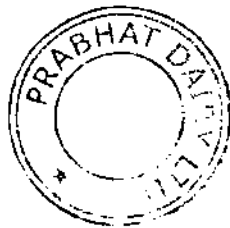
The same will be published on the website of the Company i.e. www.prabhat-india.in.

Kindly take the above information on record.

Thank you,

For Prabhat Dairy Limited


Dipti Todkar
Company Secretary



CIN: L01100PN1998PLC013068

Registered Office: Gat No. 122, At Ranjankhol, Post Tilaknagar, Taluka Rahata, Shrirampur, Ahmednagar, Maharashtra - 413720. Tel.: +91-2422-265995.

Pune Office: 2nd Floor, Kataria Chambers, Above Reliance Footprint, S. No. 128/4, Plot No. 6, Sanewadi, Aundh, Pune, Maharashtra - 411007.

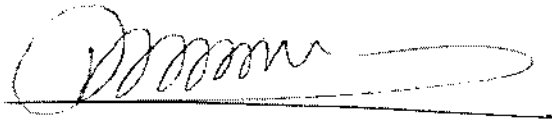
India. Tel.: - 020-25885043.

Works : Gut No.66/3B, At. Malunje Khurd, Tal. Rahuri, Dist. Ahmednagar - 413721

web : www.prabhat-india.in

NAME: PRABHAT DAIRY LIMITED

SLNO	DESCRIPTION	
A	DATE OF DECLARATION OF THE RESULTS OF POSTAL BALLOT	16-10-2019
B	BOOK CLOSURE DATE	NOT APPLICABLE
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE	21610
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	NOT APPLICABLE
E	No. of shareholders attended the meeting through Video conferencing - NOT APPLICABLE	

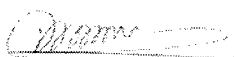
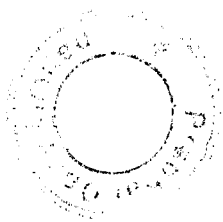


Results of Postal Ballot - Disclosure of Voting Results as per Regulation 44

Details of Agenda

RESOLUTION 1:

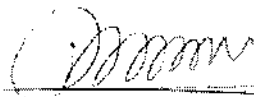
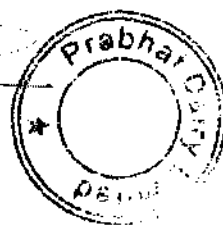
Resolution Required (Ordinary/Special)	Special	Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited and National Stock Exchange of India Limited and withdrawal of " permitted to trade" status on the Metropolitan Stock Exchange of India Limited.						
Whether promoter/ promoter group are interested in the agenda /resolution?	Yes							
Category	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Postal Ballot	4,89,35,584	4,78,10,584	97.70105942	4,78,10,584	-	100.0000	0.0000
	E-Voting		11,25,000	2.2989	11,25,000	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		4,89,35,584	100.0000	4,89,35,584	-	100.0000	0.0000
Public - Institutions	Postal Ballot	82,36,198	-	0.0000	-	-	0.0000	0.0000
	E-Voting		70,97,622	86.1152	70,97,622	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		70,97,622	86.1152	70,97,622	-	100.0000	0.0000
Public - Non-Institutions	Postal Ballot	4,05,04,349	12,06,756	2.9793	11,72,846	33,910	97.1900	2.8100
	E-Voting		3,14,34,742	77.6083	3,11,21,076	3,13,666	99.0027	0.9978
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		3,26,41,498	80.5876	3,22,93,922	3,47,576	98.9357	1.0648
Total		9,76,76,131	8,86,69,704	90.7793	8,83,22,128	3,47,576	99.6080	0.3920

Out of the above results for resolution for Agenda No. 1 the details of voting by public shareholders excluding promoters and promoters group are set out below

RESOLUTION 1:

Resolution Required (Ordinary/Special)	Special	Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited and National Stock Exchange of India Limited and withdrawal of " permitted to trade" status on the Metropolitan Stock Exchange of India Limited.						
Whether promoter/ promoter group are interested in the agenda /resolution?	YES							
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes polled or Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
		(1)	(2)	(3) - [(2)/(1)]*100	(4)	(5)	(6) - [(4)/(2)]*100	(7) - [(5)/(2)]*100
Public - Institutions	Postal Ballot	82,36,198	-	0.0000	-	-	0.0000	0.0000
	E-Voting		70,92,622	86.1152	70,92,622	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		70,92,622	86.1152	70,92,622	-	100.0000	0.0000
Public - Non-Institutions	Postal Ballot	4,05,04,349	12,06,756	2.9793	11,77,846	33,910	97.1900	2.8100
	E-Voting		3,14,34,742	77.6083	3,11,21,076	3,13,666	99.0022	0.9978
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		3,26,41,498	80.5876	3,22,93,922	3,47,576	98.9952	1.0648
Total		4,87,40,547	3,97,34,118	81.5217	3,93,86,540	3,47,576	99.1252	0.8747

KJB & CO LLP

COMPANY SECRETARIES

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 / 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To,

Mr. Sarangdhar R Niramal,

The Chairman of Prabhat Dairy Limited (CIN: L01100PN1998PLC013068)

Regd. office: Gat No. 122, At Ranjankhol, Post Tilak Nagar,

Taluka Rahata, Shrirampur

Ahmednagar, Maharashtra - 413 720.

Dear Sir,

Consolidated Report of Scrutinizer on the results of Voting by way of Postal Ballot and through electronic means i.e. Remote E-voting, in connection with the resolution detailed in the Notice dated 13th September 2019 ("Notice"), for seeking approval of members of Prabhat Dairy Limited ("the Company").

I, Alpeshkumar Panchal, partner of M/s. KJB & CO LLP, Practicing Company Secretaries, have been appointed as the Scrutinizer for the purpose of scrutinizing the votes cast on the resolution detailed in the Notice dated 13th September 2019, for seeking approval of members of the Company by way of special resolution by means of postal ballot and voting through electronic means i.e. Remote e-Voting ("Remote E-voting").

1. The compliance in relation to voting through Postal Ballot and Remote E-voting on the proposed resolution is the responsibility of the management of the Company.
2. Our responsibility as a scrutinizer was to ensure that the processes of voting by way of Postal Ballot and Remote E-voting conducted in a fair and transparent manner and to submit a consolidated scrutinizer's report on the voting to the Chairman of the Company on the resolution, based on the report generated from the electronic voting system provided by Karvy Fintech Pvt. Ltd. ("Karvy" or "agency") and physical counting of votes by way of Postal Ballot.
3. In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company had provided Remote E-voting facility through Karvy and the facility to vote by way of Postal Ballot by sending Postal Ballot form.
4. Notices were issued to the Members whose name were appearing in the Register of Members as on September 10, 2019.

8-B, Shayam Bhuvan, Ground Floor,
Mathura Das Road, Devji Bhimji Lane,
Kandivali West,
Mumbai - 400 067.
T: +91 22 28639290 / 91
E: info@kjbllp.com
Website: www.kjbllp.com
LLPIN: AAM-3002



5. Further to above, we submit our report as under:

- 5.1 The voting through Remote E-voting and Postal ballot remained open for a period of 30 days commencing from Sunday, September 15, 2019 at 09.00 A.M. and ended on Monday, October 14, 2019 at 5.00 P.M.
- 5.2 The Postal ballot forms were verified by Karvy Fintech Pvt. Ltd. ("Registrar and Share Transfer Agent" or "RTA") for signature verification and eligibility of Members to vote on the resolution.
- 5.3 Particulars of all the Postal ballot forms received from the shareholders have been entered in the register in electronic mode separately maintained for the purpose.
- 5.4 The votes casted through Remote E-voting were unblocked in the presence of two witnesses and the Remote E-voting summary statement generated from the electronic voting system provided by Karvy.
- 5.5 We have relied on information provided by Karvy Fintech Pvt. Ltd., RTA of the Company in relation to details regarding number of shares held and signature of shareholders.
- 5.6 Voting rights of Equity shareholders have been reckoned in proportion to their shares in the paid-up share capital of the Company as on Tuesday, September 10, 2019.



We hereby submit our Report as under:

A. Details of Votes casted by way of Postal ballot and Remote E-voting with respect to resolution proposed in the Notice dated 13th September 2019 are as under:

Resolution:

Special Resolution to Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and withdrawal of "Permitted to Trade" status on the Metropolitan Stock Exchange of India Limited ("MSE").

Sr. No.	Particulars	Consolidated		As per Rule 8 of SEBI (Delisting of Equity shares) Regulations, 2009	
		No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them
A	Total valid votes cast by way of Remote E-voting	208	39,652,364	206	38,527,364
	Total valid votes cast by way of Postal Ballot	42	49,017,340	38	1,206,756
	Total valid votes cast (A)	250	88,669,704	244	39,734,120
B	Votes cast & (%) <u>in favour</u> of resolution by way of Remote E-voting	109	39,338,698 (99.21%)	107	38,213,698 (99.19%)
	Votes cast & (%) <u>in favour</u> of resolution by way of Postal Ballot	34	48,983,430 (99.93%)	30	1,172,846 (97.19%)
	Total votes cast & (%) in favour of resolution (B)	143	88,322,128 (99.61%)	137	39,386,544 (99.13%)
C	Votes cast & (%) <u>against</u> the resolution by way of Remote E-voting	99	313,666 (0.79%)	99	313,666 (0.81%)
	Votes cast & (%) <u>against</u> the resolution by way of Postal Ballot	8	33,910 (0.07%)	8	33,910 (2.81%)
	Total votes cast & (%) against the resolution (B)	107	347,576 (0.39%)	107	347,576 (0.87%)

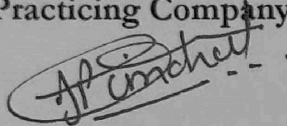


Based on the foregoing, the above resolution shall be deemed to have been passed as special resolution along with requisite majority by public shareholders in accordance with Regulation 8(1) of SEBI (Delisting of Equity Shares) Regulations, 2009 i.e. votes cast in favour of the resolution more than two times against the resolution by public shareholders; on the last date of receipt of the business reply envelope with postal ballot form i.e. Monday, October 14, 2019.

Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballot (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking You.

For KJB & CO LLP,
Practicing Company Secretaries


Alpeshkumar Panchal
Partner

Mem No. - 49008

C. P. No. - 20120

UDIN: A049008A000097562

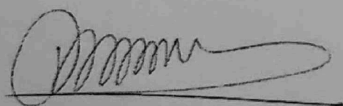
Date: 16th October 2019.

Place: Mumbai.



Countersigned by:

For Prabhat Dairy Limited



Mr. Sarangdhar R. Nirmal

Chairman or person authorized by him in writing