

Prabhat Dairy Limited



Where Goodness Begins

April 17, 2019

BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001	National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051
Scrip Code: 539351	Symbol: PRABHAT

Sub: Submission of Scrutinizer Report of the Unsecured Creditors Meeting held on April 15, 2019

Ref: Regulation 30 read with Schedule III Part A of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

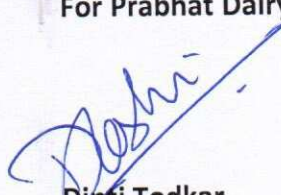
Dear Sir/Madam,

Pursuant to the captioned regulation, we are furnishing herewith the Scrutinizer Report pertaining to the Unsecured Creditors Meeting held on April 15, 2019 at the registered office of the Company i.e, at Gat no. 121/2A, at Ranjankhol, Taluka Rahata, Dist. Ahmednagar-413720 Maharashtra. The Unsecured Creditors of the Company have duly approved the business as specified in the notice convening the Meeting.

The same will be published on the website of the Company i.e, www.prabhatdairy.in

Kindly take the above information on record.

Thank you,
For Prabhat Dairy Ltd.


Dipti Todkar
Company Secretary



Regd. Office:

Gut No. 121/2 To 121/4 At: Ranjankhol, Po: Tilaknagar,
Tal. Rahata, Dist: Ahmednagar, Pin: 413720,
State: Maharashtra, Country: India.
T: 02422-665550 To 99 F: 02422-265816

Corporate Office:

Plot No. D-37/4, TTC Industrial Area, MIDC, Turbhe,
Navi Mumbai - 400705, Maharashtra, India.
T: 022-41287700
W: www.prabhatdairy.in

Pune Office:

2nd floor, Kataria Chambers, Sanewadi, Aundh,
Pune - 411007, Above Reliance Footprint
T: 020 - 25885043
W: www.prabhatdairy.in

CIN: L15203PN1998PLC013068

SCRUTINIZER'S REPORT

To,

Mr. Sarangdhar R. Nirmal

The Chairman of meeting of Unsecured Creditors ("Chairman"),

Prabhat Dairy Limited (CIN: L15203PN1998PLC013068)

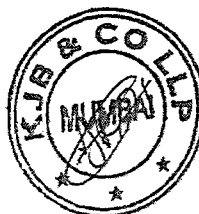
Regd. office: 121/2A, At post, Ranjankhol, Rahata, Shrirampur, Ahmednagar - 413720.

Dear Sir,

Report of Scrutinizer on the results of Voting by way of Poll at the venue of the meeting of Unsecured creditors ("Meeting") of Prabhat Dairy Limited ("the Company"), in connection with the resolution detailed in the Notice dated 13th February 2019 ("Notice"), convening meeting of Unsecured Creditors of the Company held on Monday, 15th April 2019 at 12.00 noon at 121/2A, At Post Ranjankhol, Taulka Rahata, Shrirampur, Ahmednagar - 413720, Maharashtra, India.

I, Alpeshkumar J. Panchal, Partner of M/s. KJB & Co LLP, Practicing Company Secretaries, have been appointed as the Scrutinizer for the purpose of the voting taken on the resolution detailed in the Notice dated 13th February 2019, for the Meeting of the Company held on Monday, 13th February 2019 at 12.00 noon at 121/2A, At Post Ranjankhol, Taulka Rahata, Shrirampur, Ahmednagar - 413720, Maharashtra, India ("Venue").

1. The compliance in relation to voting by way of Poll at the Venue of the Meeting on the proposed resolution is the responsibility of the management of the Company. My responsibility as a scrutinizer was to ensure that the voting process by Poll at the Venue of Meeting was conducted in a fair and transparent manner and to submit a scrutinizer's report on the voting to the Chairman of this Meeting on the resolution based on the physical counting of votes by way of Poll conducted at the Venue of the Meeting.
2. Notices were issued to the Unsecured Creditors whose names were appearing in the list of Unsecured Creditors as on 20th February 2019 and *as represented by management voting rights were reckoned as on the opening of business hours on 15th April 2019 ("Cut-off Date") which was earlier mentioned as 20th February 2019 as cut-off date in the Notice*, for the purpose of deciding the eligibility to vote by the Unsecured Creditors.
3. Before the start of the Meeting, the Unsecured Creditors/persons attending the Meeting on behalf of the Unsecured Creditors ("Unsecured Creditors") were verified by way of their



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identity proofs and the Board resolutions/authority letters executed in favour of the person attending the Meeting.

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

- 4.1 At the Meeting, the Chairman after discussion on resolution mentioned in the said Notice was over, the Chairman, announced that the Unsecured Creditors present at the Meeting, can exercise their voting rights by way of Poll, which was made available at the Venue of the Meeting.
- 4.2 Thereafter, on completion of the voting at the Meeting, the Ballot Box was unlocked in the presence of 2 witnesses who are not in the employment of the Company.
- 4.3 Particulars of all the poll papers received from the Unsecured Creditors have been entered in the register separately maintained for the purpose.
- 4.4 The poll papers received were scrutinized and reconciled with the records maintained by the Company and the authorizations / Power of attorney etc. lodged with the Company. For processing poll papers, necessary technical support was provided by the Company.
- 4.5 The Value of the debt in the books of the Company as on Cut-off Date as mentioned by the Unsecured Creditors in the poll papers has been verified with the records of the Company.
- 4.6 Voting rights of Unsecured Creditors have been reckoned in proportion to their share in the total amount of Unsecured debts of the Company i.e. 1 vote for value of debt of INR 1, as on Cut-off date. Provided, in case of value of debt is in decimal, the same has been rounded-off to nearest rupee in multiple of Re. 1.



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We hereby submit our Report as under:

A. Details of Votes cast by way of Poll at the Venue of Meeting with respect to resolution proposed in the Notice dated 13th February 2019 are as under:

Resolution:

Approval for the Scheme of Amalgamation and Arrangement of Cheese Land Agro (India) Pvt. Ltd. ("Transferor Company") with Prabhat Dairy Limited ("Transferee Company") and their respective Shareholders and Creditors – Resolution with Requisite majority

Sr. No.	Particulars	No. of Unsecured Creditors present and voted (in person or by proxy or by authorized representative)	Number of votes (in terms of value of unsecured debt) cast by them*
A	Votes cast by way of Poll at the Venue of Meeting	2	19,599,352
B	Less: Rejection of votes cast by way of Poll at the Venue of Meeting	0	0
C	Valid Votes cast by way of Poll at the Venue of Meeting (A-B)	2	19,599,352

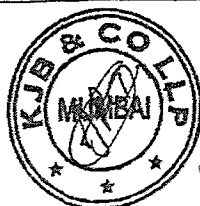
*Value of outstanding debt considered is as on opening of business hours on 15th April 2019 i.e. Cut-off date as per data provided by the Company.

B. Total number of votes in favour and/or against the resolution:

Particulars	Poll at the Venue of Meeting	
	No. of Unsecured Creditors present and votes (in person or by proxy or by authorized representative)	Number of votes (in terms of value of unsecured debt) cast by them

8-B, Shyam Bhuvan, Ground Floor,
Madhura Das Road, Devji Bhimji Lane,
Kandivalli West,
Mumbai - 400 067.

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Website: www.kjbllp.com
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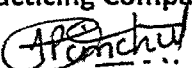
Total Valid votes	2	19,599,352
Total votes cast in favor of resolution	2	19,599,352
Total votes cast against resolution	0	0
% of votes cast in favour	100.00	100.00
% of votes cast against	0.00	0.00

Based on the foregoing, the above resolution shall be deemed to have been approved on the date of the Meeting of Unsecured Creditors of the Company i.e. 15th April 2019 with the majority of persons who attended and voted at the Meeting representing three-fourths in value of the creditors present at the Meeting, voted in favour in person or by the authorized representative at the Venue of the Meeting by way of Poll.

Register of votes cast through Poll at the Venue of Meeting of Unsecured Creditors of the Company and all other relevant records of voting process given/provided/maintained in electronic mode and Poll (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the Meeting 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 J. Panchal
Partner

Mem No. - 49008

C. P. No. - 20120

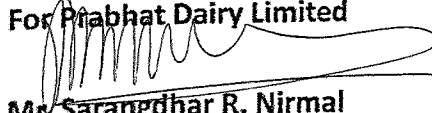
Date: 17th April 2019.

Place: Mumbai.



Countersigned by:

For Prabhat Dairy Limited


Mr. Sarangdhar R. Nirmal
Chairman and Managing Director

