

Prabhat Dairy Limited



May 21, 2019

Where Goodness Begins

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai Ref. Scrip Code : 539351	National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Ref: Symbol – PRABHAT
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Sub: Addendum to the Notice of Extra Ordinary General Meeting and E-voting

Dear Sir/Madam,

This is with reference to the Notice dated 25th April, 2019 sent to the shareholders for convening the Extraordinary general meeting (EGM) at 12.00 noon on Wednesday, 29th May, 2019 at 121/2A, At post Ranjankhol, Taluka Rahata, Shrirampur, Dist. Ahmednagar – 413720 Maharashtra. The EGM notice has been already dispatched to the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder ("the Act").

Subsequent to the issuance of the EGM notice, the Company has received from 4 shareholders of the Company, cheques of Rs 1,00,000 each in terms of Section 160 of the Act along with notices in writing dated 13th March, 2019, proposing the candidature of Dr. Bhaskar Gaikwad (DIN: 08440915), Dr. Abdul Samad (DIN: 07929280) and Mr. Vaibhav Parjane (DIN : 08102059) to the office of Directors of the Company. Accordingly, the Company has amended the EGM notice by adding an additional agenda items No. 3, 4 and 5 for the appointment of Dr. Bhaskar Gaikwad, Dr. Abdul Samad and Mr. Vaibhav Parjane to the offices of Director, respectively.

The said Addendum to the EGM notice for the additional agenda items 3, 4 and 5 alongwith explanatory statement is available at Investor Section of the Company's website www.prabhatdairy.in and can also be downloaded from the same. This Addendum to the EGM notice shall form part of notice dated 25th April, 2019 circulated to the shareholders of the Company. Members and other stakeholders are requested to read the EGM notice along with this Addendum.

This Addendum to Notice is also available at Investor Section of the Company's website www.prabhatdairy.in and Corporate Announcement Section of Stock Exchange website www.nseindia.com and www.bseindia.com

Kindly take note and acknowledge the same.

Thank you
For Prabhat Dairy Limited


Dipti Todkar
Company Secretary



Encl.:A/a

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

ADDENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING

Prabhat Dairy Limited (“the Company”) had issued Notice dated 25th April 2019 (“EOGM Notice”) for convening Extra Ordinary General Meeting of the Members of “Prabhat Dairy Limited” scheduled to be held on Wednesday, 29th May 2019 at 12.00 noon at 121/12A, At Post Ranjankhol, Taluka Rahata, Shirampur, Dist. Ahmednagar – 413 720, Maharashtra. The EOGM Notice has already been dispatched to all the members of the Company in due compliance with the provisions of the Companies Act, 2013 read with the rules made thereunder.

Subsequent to the issuance of the Notice of EOGM on 7th May, 2019, the Company has received letters from the shareholders namely Mr. Gokul Gunjal, Mr. Mangesh Lokhande, Mr. Ganesh Janjire and Mr. Kashinath Girhe and proposing the name of Dr. Bhaskar Gaikwad (DIN: 08440915), Dr. Abdul Samad (DIN: 07929280) and Mr. Vaibhav Parjane (DIN : 08102059) to be appointed as Directors of the Company at the ensuing EOGM.

Members are aware that the Company is offering remote e-voting facility to its shareholders on all the resolutions proposed to be transacted at the EOGM. However, to enable the members to exercise their voting rights through remote e-voting facility or through poll at the EOGM on informed basis, the Company deems it appropriate to bring latest factual position to the notice of all the members of the Company by this Addendum to the Notice of EOGM.

This Addendum to the Notice of EOGM shall form an integral part of the Notice dated 25th April 2019 circulated to the members of the Company. The following special business(es) to be read in continuance with the original Notice dated 25th April 2019:

Special business(es):

Item No. 3:

To consider and, if thought fit, approve the following Ordinary resolution under section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) for appointment of Dr. Bhaskar Gaikwad (DIN: 08440915) as a Non-executive Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Bhaskar Gaikwad (DIN: 08440915), who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he is not disqualified to be appointed as Director under Section 164(2) of the Companies Act, 2013 be and is hereby appointed as a Non-executive Director of the Company and shall be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

Item No. 4:

To consider and, if thought fit, approve the following Ordinary resolution under section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) for appointment of Dr. Abdul Samad (DIN: 07929280) as a Non-Executive Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Abdul Samad (DIN: 07929280), who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he is not disqualified to be appointed as Director under Section 164(2) of the Companies Act, 2013 be and is hereby appointed as a Non-executive Director of the Company and shall be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

Item No. 5:

To consider and, if thought fit, approve the following Ordinary resolution under section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) for appointment of Mr. Vaibhav Parjane (DIN : 08102059) as a Non-Executive Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vaibhav Parjane (DIN : 08102059), who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he is not disqualified to be appointed as Director under Section 164(2) of the Companies Act, 2013 be and is hereby appointed as a Non-executive Director of the Company and shall be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

For **Prabhat Dairy Limited**

Sd/-
Dipti Todkar
Company Secretary

(Membership No.: ACS 21676)

Date: 17th May, 2019

Place: Navi Mumbai

Registered office: Gut No. 122, At Ranjankhol, Post Tilaknagar, Taluka Rahata, Shrirampur, Dist. Ahmednagar – 413 720, Maharashtra

NOTES:

1. Members and other stakeholders are requested to read the EOGM Notice along with this Addendum.
2. All the concerned members, stock exchanges, depositories, registrar and share transfer agent, agency appointed for remote e-voting, other authorities, regulators and all other concerned persons are requested to take note of the same.
3. An Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 are enclosed herewith.
4. All other notes as per original Notice dated 25th April 2019 continue to be in force and to avoid duplication the same are not being repeated herein.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER:

Item no. 3 to 5

Dr. Bhaskar Gaikwad (DIN: 08440915), Dr. Abdul Samad (DIN: 07929280) and Mr. Vaibhav Parjane (DIN: 08102059) being eligible have offered themselves for appointment as Directors of the Company. Notices has been received from members along with the deposits of requisite amount under Section 160 of the Act proposing the candidature of Dr. Bhaskar Gaikwad (DIN: 08440915), Dr. Abdul Samad (DIN: 07929280) and Mr. Vaibhav Parjane (DIN: 08102059) for the office of Directors of the Company. Dr. Bhaskar Gaikwad (DIN: 08440915), Dr. Abdul Samad (DIN: 07929280) and Mr. Vaibhav Parjane (DIN : 08102059) fulfills the conditions specified in the Companies Act, 2013 for the appointment as Directors of the Company.

The Company has also received declarations from Dr. Bhaskar Gaikwad (DIN: 08440915), Dr. Abdul Samad (DIN: 07929280) and Mr. Vaibhav Parjane (DIN: 08102059) that they are not disqualified to be appointed as Directors under Section 164(2) of the Companies Act, 2013.

Details of persons whose appointment as Directors is proposed at Item Nos. 3, 4, and 5 are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Accordingly, the members have proposed to appoint Dr. Bhaskar Gaikwad (DIN: 08440915), Dr. Abdul Samad (DIN: 07929280) and Mr. Vaibhav Parjane (DIN : 08102059) as Directors of the Company w.e.f. the date of the ensuing extra ordinary general meeting, 29th May, 2019.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. Item Nos. 3, 4, and 5 of the Notice shall be passed by Ordinary Resolutions.

Yours faithfully,

For **Prabhat Dairy Limited**

Sd/-
Dipti Todkar
Company Secretary
(Membership No.: ACS 21676)

Date: 17th May, 2019

Place: Navi Mumbai

Registered office: Gut No. 122, At Ranjankhol, Post Tilaknagar, Taluka Rahata, Shrirampur, Dist. Ahmednagar – 413 720, Maharashtra.

Annexure to the Notice

Details of Directors seeking appointment at the ensuing Extra Ordinary General Meeting

Particulars	Dr. Bhaskar Gaikwad	Dr. Abdul Samad Abdul Hameed	Mr. Vaibhav Parjane
Age	55 years	66 years	35 years
Qualifications	M Sc (Agriculture), PhD In Agriculture Communication	M.V.Sc., Ph.D. University of Guelph, Ontario, Canada Canadian Commonwealth Fellow	CA, ICWA, CS, B.Com
Experience (including expertise in specific functional area)/Brief Resume	Vast experience of 25 years plus in agriculture sector. He was associated as Chief Scientist in Krishi Vigyan Kendra from January 1996 to August 2016, As Jr. Scientist (Agronomy) in KVK from June 1992 to Dec. 1995 and with Pravara Co-operative Sugar Factory, Pravaranagar from 1985 to 1992 He has various publications on the domain subject such as Books on Organic Farming, Sustainable Sugarcane Prod, Spirulina Production. He has also worked as an Editor of Quarterly Magazine – Krishi Vritta for 10 years. Various Research Papers – 10 on different issues, more than 200 popular articles published. Booklets on KVK's activities and impact study. Many Audio and Video CDs prepared under guidance.	More than 33 years in veterinary science and animal husbandry. Academics-as Professor 27 years Administrator as Dean of the College, Faculty and Director in the University- 7 years Hold 12 patents on various research-based products; Handled several multilateral research projects funded by Department of Biotechnology, GoI and Indian and foreign industries. Contributed immensely in the field of veterinary drug development for which he created in vitro disease model, cell culture, in situ, lab animal and target animal studies. He developed a series of nanotechnology drugs for animal infections. He also has expertise in scaling up to commercial production level. Remarkable contribution in veterinary drug development research and Contribution in Veterinary Health Electronics and Software Acted on several national and state-level committees on animal husbandry and veterinary sciences; Expert Member of National	He has an extensive industry experience, having held senior position with Godrej group. He is a Chartered Accountant, Cost Accountant and a Company Secretary with a rich experience in Corporate Advisory, Process Designing, Cost Management, and Legal Advisory since a decade. He is instrumental in guiding corporate through their growth plans and Strategic Development. He is involved in conducting Entrepreneurship development programs. He is revolutionising the education system by launching a course "Experience Buddy", wherein he is committed for enhancement of knowledge and skills sets of rural youths, introducing them to the corporate culture and make them employable / self sustainable. He is also being advisor on several corporate having exposure in the field of Milk, Sugar, Education, Aviation, Ethanol, Real estate, financial

	He has also presented Papers at various seminars at national and international levels, Published hundreds of popular articles in magazines and News papers He is a member of various institutions like IMC and Research Advisory Committee of DOR, Hyderabad, Rain fed agriculture and Agriculture Extension, women empowerment and agri., Planning Commission, GOI, for 11th and 12th Five Year Plan, Team member for project setting up Agricultural Demonstration Center to Farmers of Cote D'ivore, NRDC, New Delhi, Planning Commission for preparation of C-DAP guidelines, Maharashtra Rainfed Agriculture Mission, Sahyadri Dordarshan, Mumbai and AIR , Pune. He is also an expert/evaluator for CAPART, New Delhi for more than 10 years, Project Evaluation of Department of Biotechnology, Government of India, Nodal Officer for the Agriclinc and Agribusiness Training Center sponsored by Ministry of Agriculture, Government of India, PI and Coordinator of different project implemented with the help	Innovation Foundation, GoI, Ahmedabad,	institutions, institutions etc.	Medical
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	of National and state level organizations He is awarded for his contribution as National Level Best Krishi Vigyan Kendra award for the year 1998-99 , Zonal Level Best Krishi Vigyan Kendra award for the year 2010, National Level Best Krishi Vigyan Kendra award for the year 2011, Krishi Ratna award for the year 2013 of Govt of Maharashtra Visited Israel, Egypt and Dubai during 2003 to study the hitech agriculture production technology for 14 days and Visited Netherlands to attend 21 days course in the year 2013 on extension management and implementation of developmental project		
Terms and Conditions of Appointment / Reappointment	As per the resolution at item no. 3 of the Notice convening Extra Ordinary General Meeting on May 29, 2019 read with explanatory statement thereto	As per the resolution at item no. 4 of the Notice convening Extra Ordinary General Meeting on May 29, 2019 read with explanatory statement thereto	As per the resolution at item no. 5 of the Notice convening Extra Ordinary General Meeting on May 29, 2019 read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	NA	NA	NA
Remuneration proposed to be paid	NA	NA	NA
Date of first appointment on the Board	NA	NA	NA
Shareholding in the Company as on March 31, 2019	NIL	NIL	NIL

Relationship with other Directors/Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	NA	NA	NA
Directorships of other Boards as on March 31, 2019	NA	Director - Vetware Private Limited	NA
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	NA	NA	NA

For **Prabhat Dairy Limited**

Sd/-
Dipti Todkar
Company Secretary
(Membership No.: ACS 21676)

Date: 17th May, 2019

Place: Navi Mumbai

Registered office: Gut No. 122, At Ranjankhol, Post Tilaknagar, Taluka Rahata, Shrirampur, Dist. Ahmednagar – 413 720, Maharashtra