

Prabhat Dairy Limited



September 24, 2018

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.: Submission of E-voting Results along with the Scrutinizer Report of 20th Annual General Meeting held on September 22, 2018.

Ref.: Regulation 44 (3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Dear Sir/Madam,

With reference to the captioned subject above, we wish to inform you that the 20th Annual General Meeting ("AGM") of the Members of the Company held on September 22, 2018 at 2.30 P.M at the Registered office of the Company at 121/2A, At post Ranjankhol, Tilaknagar Taluka Rahata, Dist Ahmednagar - 413720, the Members of the Company have duly approved through Remote E-voting and voting through Ballot at the venue of the AGM, all the businesses as specified in the notice convening the AGM dated August 10, 2018.

M/s Shravan A. Gupta & Associates, Practicing Company Secretary appointed as Scrutinizer by the Board of Directors has submitted his report dated September 24, 2018 on E-voting and Ballot at the Meeting to the Chairman of the Company.

The same will be published on the website of the Company i.e. <http://www.prabhatdairy.in/>

Kindly take the same on your records and acknowledge.

Thank you.

Yours faithfully

For Prabhat Dairy Limited

Sarangdhar Ramchandra Nimal
Chairman & Managing Director
DIN: 00035234



Encl.:A/a

Regd. Office:

121 / 2A, At post Ranjankhol Rahata, Shrirampur,
Dist. Ahmednagar - 413720, Maharashtra, India.
T: 02422 - 365555 / 645901
P: 02422-265816

Corporate Office:

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

Pune Office:

2nd floor, kataria chambers, Sanewadi, Aundh,
Pune - 411007, Above reliance footprints
T: 020 - 25885043
W: www.prabhatdairy.in

	PRABHAT DAIRY LIMITED
Date of the AGM/EGM	22-09-2018
Total number of shareholders on record date	22687
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	31
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors' and Auditors' thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48,935,584	48,935,584	100.0000	48,935,584	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		48,935,584	100.0000	48,935,584	0	100.0000	0.0000
Public- Institutions	E-Voting	13,037,946	9,537,954	73.1553	9,537,954	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		9,537,954	73.1553	9,537,954	0	100.0000	0.0000
Public- Non Institutions	E-Voting	35,702,601	22,565,996	63.2055	22,565,866	130	99.9994	0.0005
	Poll		2,587	0.0072	2,587	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		22,568,583	63.2127	22,568,453	130	99.9994	0.0006
Total		87,676,131	81,042,121	92.9702	81,041,991	130	99.9992	0.0002

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors' and Auditors' thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48,935,584	48,935,584	100.0000	48,935,584	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		48,935,584	100.0000	48,935,584	0	100.0000	0.0000
Public- Institutions	E-Voting	13,037,946	9,537,954	73.1553	9,537,954	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		9,537,954	73.1553	9,537,954	0	100.0000	0.0000
Public- Non Institutions	E-Voting	35,702,601	22,565,996	63.2055	22,565,866	130	99.9994	0.0005
	Poll		2,587	0.0072	2,587	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		22,568,583	63.2127	22,568,453	130	99.9994	0.0006
Total		87,676,131	81,042,121	92.9702	81,041,991	130	99.9992	0.0002



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Vivek S. Nirmal (DIN: 00820923), who retires by rotation, and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48,935,584	48,935,584	100.0000	48,935,584	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		48,935,584	100.0000	48,935,584	0	100.0000	0.0000
Public- Institutions	E-Voting	13,037,946	9,608,554	73.6968	3,305,727	6,302,827	34.4040	65.5959
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		9,608,554	73.6968	3,305,727	6,302,827	34.4040	65.5959
Public- Non Institutions	E-Voting	35,702,601	22,566,011	63.2055	22,565,861	150	99.9993	0.0006
	Poll		2,587	0.0072	2,587	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		22,568,598	63.2127	22,568,448	150	99.9993	0.0007
Total		97,676,131	81,112,741	83.0425	81,114,611	150	99.9994	0.0006

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To fix the Remuneration of Auditors							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48,935,584	48,935,584	100.0000	48,935,584	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		48,935,584	100.0000	48,935,584	0	100.0000	0.0000
Public- Institutions	E-Voting	13,037,946	9,608,554	73.6968	9,608,554	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		9,608,554	73.6968	9,608,554	0	100.0000	0.0000
Public- Non Institutions	E-Voting	35,702,601	22,566,016	63.2055	22,565,886	130	99.9994	0.0005
	Poll		2,587	0.0072	2,587	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		22,568,603	63.2127	22,568,473	130	99.9994	0.0006
Total		97,676,131	81,112,741	83.0425	81,114,611	130	99.9994	0.0006



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution to approve appointment of Mr. Anoop Krishna (DIN: 08068261) as an Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -- in favour (4)	No. of Votes -- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48,935,584	48,935,584	100.0000	48,935,584	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		48,935,584	100.0000	48,935,584	0	100.0000	0.0000
Public- Institutions	E-Voting	13,037,946	9,608,554	73.6968	9,444,447	164,107	98.2920	1.7079
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		9,608,554	73.6968	9,444,447	164,107	98.2921	1.7079
Public- Non Institutions	E-Voting	35,702,601	22,566,011	63.2055	22,565,861	150	99.9993	0.0006
	Poll		2,587	0.0072	2,587	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		22,568,598	63.2127	22,568,448	150	99.9993	0.0007
Total		97,676,131	71,112,742	72.8175	71,112,742	314	99.9998	0.0002

Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary Resolution to ratify the remuneration of Cost Auditors.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -- in favour (4)	No. of Votes -- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48,935,584	48,935,584	100.0000	48,935,584	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		48,935,584	100.0000	48,935,584	0	100.0000	0.0000
Public- Institutions	E-Voting	13,037,946	9,608,554	73.6968	9,608,554	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		9,608,554	73.6968	9,608,554	0	100.0000	0.0000
Public- Non Institutions	E-Voting	35,702,601	22,566,016	63.2055	22,565,862	154	99.9993	0.0006
	Poll		2,587	0.0072	2,587	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		22,568,603	63.2127	22,568,449	154	99.9993	0.0007
Total		97,676,131	71,112,743	72.8175	71,112,567	308	99.9998	0.0002



COMBINE SCRUTINISER REPORT ON E-VOTING & POLL CARRIED OUT FOR

M/S. PRABHAT DAIRY LIMITED FOR AGM HELD ON 22ND SEPTEMBER 2018

To,
The Chairman,
M/S. PRABHAT DAIRY LIMITED
Gat No. 121/2A, At Ranjankhol, Taluka Rahata,
Dist. Ahmednagar – 413720

Sub : Electronic Voting process under section 108 of the companies Act, 2013 (“the Act”), read with Rule 20 & 21 of the companies (Management and Administration) Rules, 2014 (“the Rules”) and Submission with the stock exchanges and submission of Scrutinizer’s Report.

I, Shravan A. Gupta, Practicing Company Secretary, Proprietor of M/s. Shravan A. Gupta & Associates, 3/4 , Ramsumer Gupta House, Goraswadi, Malad (W), Mumbai 400064, have been appointed as scrutinizer by the Board of Directors of **M/S. PRABHAT DAIRY LIMITED** (“the company”) for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the companies Act, 2013 read with Rule 20 of companies (Management and Administration) Rules, 2014 on the 6 resolutions contained in the notice convening the 20th Annual General Meeting of the members of the company, held at 02.30 PM on Saturday, the 22nd day of September 2018 at Gat No. 121/2A, At Ranjankhol, Taluka Rahata, Dist. Ahmednagar – 413720

1. I Shravan A. Gupta, practicing Company Secretaries, 3/4 , ramsumer Gupta House, Goraswadi, Malad (W), Mumbai 400064. Who is well versed with the process of e-voting, as Associate for the process of scrutiny of e-voting.
2. The Management of the company is responsible to ensure the compliance with the requirements of the companies Act, 2013 and rules relating to voting through electronic means on the company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer’s Report of the votes cast “in favors” or “against” the resolutions stated above, based on the reports generated from the e-voting system provided by ~~Central Depository Services (India) Limited/National Securities Depository Limited~~/ Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the company.

3. Further to the above submit my report as under

3.1 The e-voting period opened at 9:00 AM on 19th September, 2018 and Closed at 5.00 pm on 21st September, 2018.

3.2 The members of the company holding shares as on 14th September, 2018 were entitled to vote on the resolutions (items no. 1 to 6) as set out in the notice convening the 20th Annual General Meeting of the company.

3.3 The votes cast were unblocked and finalized at 03:30 PM on 22nd September 2018 in the presence of Mr. Jayesh D. Savaliya and Ms. Kiran Vishwakarma, who were not employees of the company, and who had signed as witness to the unblocking/finalizing. I was present and also witnessed the process of unblocking and finalizing.

3.4 The e-voting results with details of equity shareholders who have voted in favors of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of ~~National Securities Depository Limited~~ /~~Central Depository Services (India) Limited~~/ Karvy Computershare Private Limited i.e. www.evoting@karvy.com

3.5 The Result of e-voting together with that of the poll is as under

Resolution No 1									
Nature of Resolution				Ordinary Resolution					✓
				Special Resolution					
Subject Matter: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors' and Auditors' thereon.									
Particulars of Business	No of Shares Held by Members voted	Voting in Favors of Resolution		Voting Against the Resolution		Invalid Votes		Results	
	Nos.	Nos.	% Age	Nos.	%age	Nos.	% age	Passed By Requisite Majority	
Remote E-voting	8,11,10,299	8,10,39,404	99.91	130	0.00	70,765	0.08		
Poll	2,587	2,587	0.01	0.00	0.00	0.00	0.00		

Total	8,11,12,886	8,10,41,991	99.92	130	0.00	70,765	0.08
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Resolution No 2								
Nature of Resolution		Ordinary Resolution ✓						
		Special Resolution						
Subject Matter: To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors' and Auditors' thereon.								
Particulars of Business	No of Shares Held by Members voted	Voting in Favors of Resolution		Voting Against the Resolution		Invalid Votes		Results
	Nos.	Nos.	% Age	Nos.	%age	Nos.	% age	Passed By Requisite Majority
Remote E-voting	8,11,10,299	8,10,39,404	99.91	130	0.00	70,765	0.08	
Poll	2,587	2,587	0.01	0.00	0.00	0.00	0.00	
Total	8,11,12,886	8,10,41,991	99.92	130	0.00	70,765	0.08	

Resolution No 3								
Nature of Resolution		Ordinary Resolution ✓						
		Special Resolution						
Subject Matter: To appoint a Director in place of Mr. Vivek S. Nirmal (DIN: 00820923), who retires by rotation, and being eligible, offers himself for re-appointment.								
Particulars of Business	No of Shares Held by Members voted	Voting in Favors of Resolution		Voting Against the Resolution		Invalid Votes		Results
	Nos.	Nos.	% Age	Nos.	%age	Nos.	% age	Passed By Requisite Majority
Remote E-voting	8,11,10,299	7,48,07,172	92.23	63,02,977	7.77	150	0.00	
Poll	2,587	2,587	0.00	0.00	0.00	0.00	0.00	
Total	8,11,12,886	7,48,09,759	92.23	63,02,977	7.77	150	0.00	

Resolution No 4								
Nature of Resolution		Ordinary Resolution ✓						
		Special Resolution						
Subject Matter: To fix the Remuneration of Auditors of the company.								
Particulars of Business	No of Shares Held by Members voted	Voting in Favors of Resolution		Voting Against the Resolution		Invalid Votes		Results
	Nos.	Nos.	% Age	Nos.	%age	Nos.	% age	Passed By Requisite Majority
Remote E-voting	8,11,10,299	8,11,10,024	99.99	130	0.01	145	0.00	
Poll	2,587	2,587	0.00	0.00	0.00	0.00	0.00	
Total	8,11,12,886	8,11,12,611	99.99	130	0.01	145	0.00	

Resolution No 5								
Nature of Resolution		Ordinary Resolution ✓						
		Special Resolution						
Subject Matter: To approve appointment of Mr. Anoop Krishna (DIN: 08068261) as an Independent Director of the Company.								
Particulars of Business	No of Shares Held by Members voted	Voting in Favors of Resolution		Voting Against the Resolution		Invalid Votes		Results
	Nos.	Nos.	% Age	Nos.	%age	Nos.	% age	Passed By Requisite Majority
Remote E-voting	8,11,10,299	8,09,45,892	99.80	1,64,257	0.20	150	0.00	
Poll	2,587	2,587	0.00	0.00	0.00	0.00	0.00	
Total	8,11,12,886	8,09,48,479	99.80	1,64,257	0.20	150	0.00	

Resolution No 6								
Nature of Resolution				Ordinary Resolution ✓				
Special Resolution								
Subject Matter: To ratify the remuneration of Cost Auditors of the company.								
Particulars of Business	No of Shares Held by Members voted	Voting in Favors of Resolution		Voting Against the Resolution		Invalid Votes		Results
	Nos.	Nos.	% Age	Nos.	%age	Nos.	% age	Passed By Requisite Majority
Remote E-voting	8,11,10,299	8,11,10,000	99.99	154	0.01	145	0.00	
Poll	2,587	2,587	0.00	0.00	0.00	0.00	0.00	
Total	8,11,12,886	8,11,12,587	99.99	154	0.01	145	0.00	

All the Resolution Passed under e-voting & Poll with the requisite majority

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company, I shall be arranging hand over these records to you or such other person as authorized by you

Thanking you
Yours faithfully

For Shravan A. Gupta & Associates



Shravan A. Gupta
Proprietor
ACS: 27484, CP: 9990
Place Mumbai
Dated: 24/09/2018