

Prabhat Dairy Limited



Where Goodness Begins

May 30, 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: Submission of E-Voting results along with the Scrutinizer Report of the Extra Ordinary General Meeting held on May 29, 2019

Ref: Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

Dear Sir/Madam,

Pursuant to the captioned regulation we are furnishing herewith the voting results pertaining to the Remote E-Voting and voting through poll at the venue of the Extra Ordinary General Meeting i.e, at Gat no. 121/2A, at Ranjankhol, Taluka Rahata, Dist. Ahmednagar-413720 Maharashtra. The Members of the Company have duly approved all the businesses as specified in the notice and addendum to notice convening the EGM.

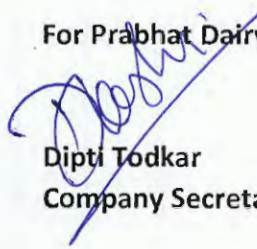
M/s. KJB & Co. LLP, Practicing Company Secretaries appointed as Scrutinizer by the Board of Directors has submitted its report dated May 30, 2019 on Remote E-Voting and voting through poll at the Meeting to the Chairman of the Company.

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 Limited


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

NAME: PRABHAT DAIRY LIMITED

SLNO	DESCRIPTION					
A	DATE OF AGM		29-05-2019			
B	BOOK CLOSURE DATE		N.A			
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE		24016			
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY		42			
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	4	0	4	47810584	48.94807
	PUBLIC	38	0	38	412947	0.42277
	TOTAL	42	0	42	48223531	49.37084
E	No. of shareholders attended the meeting through Video conferencing _____, No video conferencing facility was made available.					



Resolution No.	1							
Resolution Required (Ordinary/Special)	Special	Approve the change in the name of the Company from Prabhat Dairy Limited to Prabhat Agrivet Industries Limited as approved by the Central Government, Registrar of Companies, Pune subject to approval of stock exchange(s) and any other regulatory authorities, if require under the applicable laws.						
Whether promoter/promoter group are interested in the agenda /resolution?	No							
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	48,935,584	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		1,125,000	2.2989	1,125,000	-	100.0000	0.0000
	Poll		47,810,584	97.7011	47,810,584	-	0.0000	0.0000
	Total		48,935,584	100.0000	48,935,584	-	100.0000	0.0000
Public - Institutions	Postal Ballot	8,633,308	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		5,056,209	58.5663	4,501,195	555,014	89.0231	10.9769
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		5,056,209	58.5663	4,501,195	555,014	89.0231	10.9769
Public - Non-Institutions	Postal Ballot	40,107,239	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		29,995,246	74.7876	86,895	29,908,351	0.2897	99.7103
	Poll		412,859	1.0294	412,859	-	100.0000	0.0000
	Total		30,408,105	75.8170	499,754	29,908,351	1.6435	98.3565
Total		97,676,131	84,399,898	86.4079	53,936,533	30,463,365	63.9059	36.0941

Resolution No.	2							
Resolution Required (Ordinary/Special)	Special	Approve the change in the objects of the Company by altering the Memorandum of Association of the Company.						
Whether promoter/promoter group are interested in the agenda /resolution?	No							
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	48,935,584	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		1,125,000	2.2989	1,125,000	-	100.0000	0.0000
	Poll		47,810,584	97.7011	47,810,584	-	100.0000	0.0000
	Total		48,935,584	100.0000	48,935,584	-	100.0000	0.0000
Public - Institutions	Postal Ballot	8,633,308	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		5,056,209	58.5663	4,501,195	555,014	89.0231	10.9769
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		5,056,209	58.5663	4,501,195	555,014	89.0231	0.0000
Public - Non-Institutions	Postal Ballot	40,107,239	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		29,995,276	74.7877	86,934	29,908,342	0.2898	99.7102
	Poll		412,859	1.0294	412,859	-	100.0000	0.0000
	Total		30,408,135	75.8171	499,793	29,908,342	1.6436	98.3564
Total		97,676,131	84,399,928	86.4079	53,936,572	30,463,356	63.9059	36.0941



Resolution No.	3							
Resolution Required (Ordinary/Special)	Ordinary	Appointment of Dr. Bhaskar Gaikwad (DIN: 08440915) as a Non-Executive Director of the Company.						
Whether promoter/promoter group are interested in the agenda /resolution?	No							
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	48,935,584	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		1,125,000	2.2989	1,125,000	-	100.0000	0.0000
	Poll		47,810,584	97.7011	47,810,584	-	0.0000	0.0000
	Total		48,935,584	100.0000	48,935,584	-	100.0000	0.0000
Public - Institutions	Postal Ballot	8,633,308	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		5,056,209	58.5663	4,501,195	555,014	89.0231	10.9769
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		5,056,209	58.5663	4,501,195	555,014	89.0231	0.0000
Public - Non-Institutions	Postal Ballot	40,107,239	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		29,989,673	74.7737	81,408	29,908,265	0.2715	99.7285
	Poll		412,859	1.0294	412,859	-	100.0000	0.0000
	Total		30,402,532	75.8031	494,267	29,908,265	1.6257	98.3743
Total		97,676,131	84,394,325	86.4022	53,931,046	30,463,279	63.9036	36.0964

Resolution No.	4							
Resolution Required (Ordinary/Special)	Ordinary	Appointment of Dr. Abdul Samad (DIN: 07929280) as a Non-Executive Director of the Company.						
Whether promoter/promoter group are interested in the agenda /resolution?	No							
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	48,935,584	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		1,125,000	2.2989	1,125,000	-	100.0000	0.0000
	Poll		47,810,584	97.7011	47,810,584	-	0.0000	0.0000
	Total		48,935,584	100.0000	48,935,584	-	100.0000	0.0000
Public - Institutions	Postal Ballot	8,633,308	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		5,056,209	58.5663	4,501,195	555,014	89.0231	10.9769
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		5,056,209	58.5663	4,501,195	555,014	89.0231	0.0000
Public - Non-Institutions	Postal Ballot	40,107,239	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		29,989,673	74.7737	81,476	29,908,197	0.2717	99.7283
	Poll		412,859	1.0294	412,859	-	100.0000	0.0000
	Total		30,402,532	75.8031	494,335	29,908,197	1.6260	98.3740
Total		97,676,131	84,394,325	86.4022	53,931,114	30,463,211	63.9037	36.0963



Resolution No.	5							
Resolution Required (Ordinary/Special)	Ordinary	Appointment of Dr. Vaibhav Parjane (DIN: 08102059) as a Non-Executive Director of the Company.						
Whether the promoter/promotee group are interested in the agenda/resolution?	No							
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	48,935,584	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		1,125,000	2.2989	1,125,000	-	100.0000	0.0000
	Poll		47,810,584	97.7011	47,810,584	-	0.0000	0.0000
	Total		48,935,584	100.0000	48,935,584	-	100.0000	0.0000
Public - Institutions	Postal Ballot	8,633,308	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		5,056,209	58.5663	4,501,195	555,014	89.0231	10.9769
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		5,056,209	58.5663	4,501,195	555,014	89.0231	0.0000
Public - Non-Institutions	Postal Ballot	40,107,239	-	0.0000	-	-	0.0000	0.0000
	Remote E-Voting		29,989,673	74.7737	81,423	29,908,250	0.2715	99.7285
	Poll		412,859	1.0294	412,859	-	100.0000	0.0000
	Total		30,402,532	75.8031	494,282	29,908,250	1.6258	98.3742
Total		97,676,131	84,394,325	86.4022	53,931,061	30,463,264	63.9037	36.0963



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India]

To,
The Chairman,
Prabhat Dairy Limited (CIN: L15203PN1998PLC013068)
Address: 121/2A, At Post- Ranjankhol, Taluka - Rahata, Ahmednagar, Shrirampur, Maharashtra - 413720.

Dear Sir,

Sub: Consolidated Scrutinizer's Report for remote e-voting and poll at the venue of the Extra Ordinary General Meeting of members of Prabhat Dairy Limited.

1. I, Alpeshkumar Panchal, Partner of M/s. KJB & CO LLP (LLPIN: AAM-3002), Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of **Prabhat Dairy Limited** ("the Company") for the purpose of scrutinizing the Remote E-voting ("**E-voting**") and the Poll undertaken at the venue of Extra Ordinary General Meeting ("**EOGM**") of the Company held on May 29, 2019 at 121/2A At Post Ranjankhol, Taluka, Rahata, Shrirampur, Ahmednagar, Maharashtra – 413 720, on the resolutions contained in the Notice and Addendum to the Notice of the said EOGM dated May 7, 2019 and May 21, 2019 respectively (**collectively referred as "Notice"**) and ascertaining the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("**the Rules**") and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India.

2. Management's Responsibility:

The management of the Company is responsible to ensure compliance with the requirements of the Act, the Rules and SS-2 relating to E-voting and Poll at the EOGM on the resolutions stated in the Notice calling the EOGM of the Company.

3. Scrutinizer's Responsibility:

Our responsibility as a scrutinizer to ensure that the voting process is conducted in a fair and transparent manner and submit a consolidated scrutinizer's report on the voting to the Chairman of the Company on the resolutions based on the reports generated from the electronic voting system provided by Karvy Fintech Private Limited ("**Karvy**") the agency appointed to provide E-voting facility and verification of ballot papers duly submitted by the members who attended and voted at the venue of the meeting.



KJB & CO LLP

COMPANY SECRETARIES

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

- 4.1 The remote e-voting period remained open from Sunday, May 26, 2019 at 9.00 A.M. to Tuesday, May 28, 2019 at 5.00 P.M. on the designated website <https://www.evoting.karvy.com> of Karvy.
- 4.2 At the EOGM, the Chairman after discussions on all matters included in the said Notice was over, announced that the Members present at the EOGM and who had not cast their vote by E-voting, can exercise their voting rights through ballot papers under Poll, which was made available at the venue of the EOGM.
- 4.3 After declaration of voting by use of ballot papers at the EOGM, the ballot box was kept for voting duly marked by identification mark placed on them.
- 4.4 The ballot box subsequently was opened in the presence of two witnesses who are not the employees of the Company and ballots received were serially numbered, sorted, signatures verified and were scrutinized and Initialed by us.
- 4.5 The ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company and the authorization / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on E-voting as well as by use of ballot paper in Poll.
- 4.6 Subsequently, the votes cast through E-voting were unblocked in the presence of two witnesses around 12.35 p.m., after counting of votes cast at EOGM through Poll.
- 4.7 Voting rights of members have been reckoned in proportion to their shares of the paid-up equity share capital of the Company as on Wednesday, May 22, 2019.



KJB & CO LLP

COMPANY SECRETARIES

The consolidated result of the E-voting together with that of Poll at the venue of the EOGM is as under:

Item No. 1: Approve the change in the name of the Company from Prabhat Dairy Limited to Prabhat Agrivet Industries Limited as approved by the Central Government, Registrar of Companies, Pune subject to approval of stock exchange(s) and any other regulatory authorities, if require under the applicable laws.

Particulars	E-Voting		Poll at EOGM		Total	
	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them
Total Valid votes	46	36,176,455	39	48,223,443	85	84,399,898
Total votes cast in favour of resolution	27	5,713,090	39	48,223,443	66	53,936,533
Total votes cast against resolution	19	30,463,365	0	0	19	30,463,365
% of votes cast in favour	58.696	15.792	100.00	100.00	77.647	63.906
% of votes cast against	41.304	84.208	0.0	0.0	22.353	36.094

Invalid votes:

Number of Members whose votes were invalid	Number of votes cast/held by them
3	88



8-B, Shayam Bhuvan, Ground Floor,
Mathura Das Road, Devji Bhimji Lane,
Kandivali West,
Mumbai - 400 067

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E: info@kjblp.com
Website: www.kjblp.com
LLPIN: AAM-3002

KJB & CO LLP

COMPANY SECRETARIES

Item No. 2: Approve the change in the objects of the Company by altering the Memorandum of Association of the Company.

Particulars	E-Voting		Poll at EOGM		Total	
	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them
Total Valid votes	48	36,176,485	39	48,223,443	87	84,399,928
Total votes cast in favour of resolution	30	5,713,129	39	48,223,443	69	53,936,572
Total votes cast against resolution	18	30,463,356	0	0	18	30,463,356
% of votes cast in favour	63	15.79	100.00	100.00	79.31	63.91
% of votes cast against	38	84.21	0.0	0.0	20.69	36.09

Invalid votes:

Number of Members whose votes were invalid	Number of votes cast/held by them
3	88



KJB & CO LLP

COMPANY SECRETARIES

Item No. 3: Appointment of Dr. Bhaskar Gaikwad (DIN: 08440915) as a Non-Executive Director of the Company.

Particulars	E-Voting		Poll at EOGM		Total	
	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them
Total Valid votes	46	36,170,882	39	48,223,443	85	84,394,325
Total votes cast in favour of resolution	28	5,707,603	39	48,223,443	67	53,931,046
Total votes cast against resolution	18	30,463,279	0	0	18	30,463,279
% of votes cast in favour	61	15.78	100.00	100.00	78.82	63.90
% of votes cast against	39	84.22	0.0	0.0	21.18	36.10

Invalid votes:

Number of Members whose votes were invalid	Number of votes cast/held by them
3	88



2-B, Shayam Bhuvan, Ground Floor,
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Website: www.kjbllp.com
LLPIN: AAM-3002

KJB & CO LLP

COMPANY SECRETARIES

Item No. 4: Appointment of Dr. Abdul Samad (DIN: 07929280) as a Non-Executive Director of the Company.

Particulars	E-Voting		Poll at EOGM		Total	
	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them
Total Valid votes	45	36,170,882	39	48,223,443	84	84,394,325
Total votes cast in favour of resolution	29	5,707,671	39	48,223,443	68	53,931,114
Total votes cast against resolution	16	30,463,211	0	0	16	30,463,211
% of votes cast in favour	64	15.78	100.00	100.00	80.95	63.90
% of votes cast against	36	84.22	0.0	0.0	19.05	36.10

Invalid votes:

Number of Members whose votes were invalid	Number of votes cast/held by them
3	88



8-B, Shayam Bhuvan, Ground Floor,
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Mumbai - 400 067

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E: info@kjbilp.com
Website: www.kjbilp.com
LLPIN: AAM-3002

KJB & CO LLP

COMPANY SECRETARIES

Item No. 5: Appointment of Dr. Vaibhav Parjane (DIN: 08102059) as a Non-Executive Director of the Company.

Particulars	E-Voting		Poll at EOGM		Total	
	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them
Total Valid votes	45	36,170,882	39	48,223,443	84	84,394,325
Total votes cast in favour of resolution	28	5,707,618	39	48,223,443	67	53,931,061
Total votes cast against resolution	17	30,463,264	0	0	17	30,463,264
% of votes cast in favour	62	15.78	100.00	100.00	79.76	63.90
% of votes cast against	38	84.22	0.0	0.0	20.24	36.10

Invalid votes:

Number of Members whose votes were invalid	Number of votes cast/held by them
3	88



8-B, Shayam Bhuvan, Ground Floor,
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LLPIN: AAM-3002

KJB & CO LLP

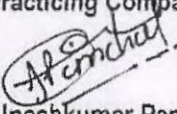
COMPANY SECRETARIES

Based on the foregoing, the above resolutions as proposed in the Notice shall be deemed to have been rejected/approved on the date of the EOGM of Equity Shareholders of the Company i.e. May 29, 2019.

The electronic and physical data and all other relevant records relating to the E-voting and Poll is under my safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the minutes of the EOGM.

Thanking You.

For KJB & CO LLP,
Practicing Company Secretaries


Alpeshkumar Panchal
Partner

Mem No. - 49008

C. P. No. - 20120

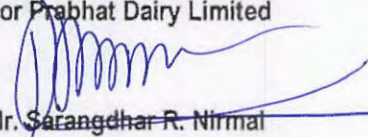
Date: May 30, 2019.

Place: Mumbai.



Countersigned by:

For Prabhat Dairy Limited


Mr. Sarangdhar R. Nirmai
Chairman & Managing Director
DIN: 00035234

