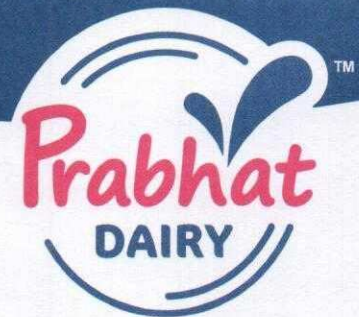


Prabhat Dairy Limited



Where Goodness Begins

August 30, 2018

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.: Notice of 20th Annual General Meeting, Book Closure and E-Voting.

Ref.: Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Dear Sir/Madam,

This is to inform you that the Company has sent notice of 20th Annual General Meeting (AGM) of the Company which is scheduled to be held on Saturday, September 22, 2018 at 2.30 P.M. at the Registered office of the Company scheduled at Gat No.121/2A, Ranjankhol, Post Tilaknagar, Taluka Rahata, Dist Ahmednagar – 413720, to transact the business as set out in the notice sent to all the shareholders. A copy of the said notice is enclosed herewith.

This is to further inform you pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 that the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 15, 2018 to Saturday, September 22, 2018 (both days inclusive) for the purpose of 20th AGM of the Company.

The Company is providing electronic voting (e-voting) facility to the shareholders of the Company through electronic voting system of Karvy Computershare Private Limited on all the resolutions as set out in the notice of the AGM dated August 10, 2018. The cut off date for e-voting is **September 14, 2018**. The e-voting period commences from **9.00 a.m. IST on Wednesday, September 19, 2018** and ends at **5.00 p.m. IST on Friday, September 21, 2018**.



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:

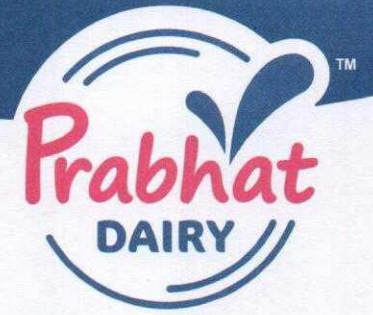
Plot No. D-37/4, TTC Industrial Area, MIDC, Turbhe,
Navi Mumbai - 400705, Maharashtra, India.
T: 022-41287700
W: www.prabhatdairy.in

Pune Office:

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

CIN: L15203PN1998PLC013068

Prabhat Dairy Limited



Kindly take the above information on records

Thanking you

For Prabhat Dairy Limited

Vivek Nirmal
Joint Managing Director
DIN: 00820923



Encl.A/a

Where Goodness Begins

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

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Pune - 411007, Above Reliance Footprint
T: 020 - 25885043
W: www.prabhatdairy.in

CIN: L15203PN1998PLC013068



Notice

PRABHAT DAIRY LIMITED

CIN: L15203PN1998PLC013068

Registered Office: 121/2A, At Post Ranjankhol, Rahata, Dist. Ahmednagar – 413720, Maharashtra

Email: investor@prabhatdairy.in, Website: www.prabhatdairy.in

Tel.: +91-2422-265993, +91-22-41287700, Fax: +91-2422-265816

NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of Prabhat Dairy Limited will be held on Saturday, the **22nd day of September, 2018** at 2:30 p.m. at the registered office of the Company at 121/2A, At Ranjankhol, Taluka Rahata, Dist. Ahmednagar – 413720 Maharashtra, to transact the following business:-

ORDINARY BUSINESS:

1. 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.
2. 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.
3. 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.
4. **To fix the Remuneration of Auditors**
To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

'RESOLVED THAT pursuant to section 142 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the members of the Company at the 19th Annual General Meeting held on August 10, 2017 in respect of the appointment of M/s. MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W) till the conclusion of the 24th Annual General Meeting, the Board of Directors in consultation with the Audit Committee be and is hereby authorised to fix the remuneration of Statutory Auditors for the period commencing from the year 2018-19, until the conclusion of the 24th Annual General Meeting of the Company scheduled in the year 2022.'

SPECIAL BUSINESS:

5. **To approve appointment of Mr. Anoop Krishna (DIN: 08068261) as an Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

'RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and 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 pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anoop Krishna (DIN: 08068261), who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from July 30, 2018, in terms of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years calculated with effect from July 30, 2018, not liable to retire by rotation."

6. **To ratify Remuneration of Cost Auditors:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

'RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the



Company hereby ratifies the remuneration of ₹ 1,50,000/- (Rupees One Lac fifty thousand only) plus applicable taxes and reimbursement of travel and out of pocket expenses, to be paid to M/s. JNP & Associates, Cost Accountants (Firm Registration No. 000572), appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution."

By Order of the Board
For Prabhat Dairy Limited

Place : Navi Mumbai
Date: August 10, 2018

Sd/-
Vivek S. Nirmal
Joint Managing Director
DIN: 00820923

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE / CORPORATE OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING Fifty (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER SHAREHOLDER.

2. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, to the Special Business as set out at Item Nos. 5 and 6 of the AGM Notice, to be transacted at the Meeting is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from Saturday, the 15th day of September, 2018, to Saturday, the 22nd day of September, 2018 (both days inclusive) for the purpose of the 20th Annual General Meeting
5. Members holding shares in electronic form are requested to intimate any change in their address, E-mail Id and signature to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate such changes to the Registrar and Share Transfer Agent of the Company.
6. In terms of circular issued by SEBI, it is mandatory to quote Permanent Account Number ("PAN") for participating in the securities market. Therefore, Members holding shares in dematerialised form are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested

to submit the PAN details to the Registrar and Share Transfer Agent (RTA) of the Company.

Shareholder having shares in physical shares: In terms of notification dated June 08, 2018 issued by Securities & Exchange Board of India (SEBI) request for transfer of shares in physical form shall not be processed by Companies or Registrar w.e.f. December 05, 2018. Therefore if you want to transfer your share on or after December 05, 2018, please get your shares dematerialised.

7. Statutory Registers and documents referred to in the Notice and Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 a.m. to 2:00 p.m. upto the date of the Annual General Meeting and will also be available for inspection at the Meeting.
8. Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, with respect to Directors seeking appointment/re-appointment at the Annual General Meeting, is annexed to this Notice.
9. The Annual Report of the Company for the Financial Year 2017-18, circulated to the members of the Company, is also uploaded on the Company's website www.prabhatdairy.in in the 'Investor Desk' Section.
10. The Ministry of Corporate Affairs, vide its circular No. 17/2012 dated July 23, 2012 have directed the companies to upload information regarding unpaid and unclaimed dividend on the company's website. In terms of the circular, the Company has uploaded the details of unpaid and unclaimed dividend and the same can be viewed on www.prabhatdairy.in.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository Participant(s).

Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled-in 'E-communication Registration Form' annexed to this Notice.

Members holding shares in physical mode are requested to register their E-mail Id with the Company or its RTA and members holding shares in demat mode are

requested to register their E-mail Id with their respective Depository Participants (DP). If there is any change in the E-mail Id already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

12. The Notice of AGM alongwith Annual Report for the year 2017-18 is being sent by electronic mode to all the Members whose E-mail addresses are registered with the Company or Depository Participant(s), unless any member has requested for a physical copy of the same. Physical copy of the Notice of AGM along with Annual Report are being sent to those Members who have not registered their E-mail address with the Company or Depository Participant(s).

13. M/s. MSKA & Associates (formerly known as **MZSK & Associates**), Chartered Accountants (FRN 105047W) was appointed as Statutory Auditors of the Company at the 19th Annual General Meeting held on August 10, 2017 to hold office till the conclusion of the 24th Annual General Meeting of the Company to be held in the year 2022.

Pursuant to notification no: G.S.R. 432 (E) issued by the Ministry of Corporate Affairs on May 7, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting (AGM) has been omitted and hence the Board is not proposing to the members for ratification of appointment of Statutory Auditors at this AGM.

14. E-voting:

- (i) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through E-voting services arranged by Karvy Computershare Private Limited ("Karvy"). The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote E-voting").

- (ii) The facility for voting through electronic voting system or polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote E-voting shall be able to exercise their right at the AGM.
- (iii) The Members who have cast their vote by remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iv) The remote E-voting period commences on Wednesday, September 19, 2018 (9.00 a.m. IST) and ends on Friday, September 21, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Friday, September 14, 2018, may cast their vote by remote E-voting. The remote E-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (v) Mr. Shravan Gupta, Practising Company Secretary (ACS: 27484 CP: 9990) has been appointed as the Scrutinizer to scrutinize the remote E-voting process and voting at the AGM in a fair and transparent manner.
- (vi) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those Members who are present but have not cast their vote electronically using the remote E-voting facility.
- (vii) The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote E-voting in the presence of at least two witnesses, not in employment of the Company, and not later than forty eight hours of the conclusion of the AGM, prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- (viii) The results declared along with the Scrutinizer's report shall be placed on the Company's website www.prabhatdairy.in and on the website of Karvy at <http://evoting.karvy.com> immediately after the result declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited

and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be available for inspection at the Registered Office of the Company.

PROCEDURE AND INSTRUCTIONS FOR e-VOTING

I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.

User – ID For Members holding shares in Demat Form:-

- For NSDL:- 8 Character DP ID followed by 8 Digits Client ID
- For CDSL:- 16 digits beneficiary ID

For Members holding shares in Physical Form:-

- Electronic Voting Event Number (EVEN) followed by Folio Number registered with the company

Password Your Unique password is printed on the AGM Notice/ forwarded through the electronic notice via email

Captcha Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed, for security reasons.

ii. After entering these details appropriately, click on "LOGIN".

iii. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one

lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

iv. You need to login again with the new credentials.

v. On successful login, the system will prompt you to select the "EVENT" i.e., **"Prabhat Dairy Limited"**

vi. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

viii. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

ix. You may then cast your vote by selecting an appropriate option and click on "Submit".

x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email cs.shravangupta@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."



- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
- E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- ### OTHER INSTRUCTIONS
- In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact 040-67162222, (Unit: Prabhat Dairy Ltd.) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
 - You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - The remote e-voting period commences on Wednesday, September 19, 2018 (9.00 A.M. IST) and ends on Friday, September 21, 2018 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 14, 2018, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. September 14, 2018.
 - In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e. September 14, 2018, he/she may obtain the User ID and Password in the manner as mentioned below :
 - If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE> IN12345612345678

Example for CDSL:
MYEPWD <SPACE> 1402345612345678

Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - Members may call Karvy's toll free number 1800-3454-001.
 - Members may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

By Order of the Board
For Prabhat Dairy Limited

Sd/-

Vivek S. Nirmal

Joint Managing Director

DIN: 00820923

Place : Navi Mumbai
Date : August 10, 2018

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 6 of the accompanying Notice dated August 10, 2018.

Item No. 5:

To approve appointment of Mr. Anoop Krishna (DIN: 08068261) as an Independent Director of the Company:

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Anoop Krishna as an Additional Director (Independent) with effect from July 30, 2018. As an Additional Director, Mr. Anoop Krishna holds office upto the date of the Annual General Meeting and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ('the Act') together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Anoop Krishna as a Director of the Company.

The Board of Directors of the Company recommends to appoint Mr. Anoop Krishna as an Independent Director of the Company to hold office for a period of three consecutive years with effect from July 30, 2018, not liable to retire by rotation.

Mr. Anoop Krishna is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given his consent to act as a Director of the Company. The Company has also received a declaration from Mr. Anoop Krishna confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Anoop Krishna fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company.

Mr. Anoop Krishna, aged about 60 years, has a rich experience of more than three decades of Banking Industry. He started his career in 1982 as a Probationary Officer at the age of 24 years and retired as Chief General Manager Corporate Banking in December, 2017. During these long years, he excelled in various assignments and left an indelible mark with his honesty, integrity, diligence, sincerity, proactive customer orientation

and concerted teamwork for achieving organisational goals and individual aspirations. He got amply rewarded and got several promotions and key assignments across the country. During his tenure as Head of Corporate Accounts Group for Delhi, he successfully handled a large business portfolio of more than ₹ 60,000 Crore, which is larger than the Corporate Credit Portfolio of some similar Banks. Prior to his Superannuation on December 31, 2017, he was heading the Mid Corporate Group of State Bank of India as Chief General Manager for Northern and Eastern India based out of SBI Corporate Centre, Mumbai. The area under his jurisdiction stretched from Punjab, Haryana, Delhi, Uttar Pradesh, Jharkhand, Rajasthan, other Northern States upto Bengal and Orissa, comprising of business of around 1000 Corporate with a total exposure of around 1.80 Lakh Crore, a portfolio larger than some Mid sized Banks. He has a rich and varied experience of leading a large team of people operating into complex financial structure and has strength of team building, innovation, lateral thinking and excelling in favourable and adverse situations. At present, he is actively providing his consultancy services for stressed assets in NCLT matters. He is also providing his professional services in the capacity of Director to a mid sized listed NBFC Company viz. Paisalo Digital Limited (formerly known as SE Investments Ltd.).

A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the Registered Office of the Company on all working days between 10:00 am to 1:00 pm.

Mr. Anoop Krishna is not related to any Director and Key Managerial Personnel of the Company. Mr. Anoop Krishna do not hold any shares of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, directly or indirectly concerned or interested, financially or otherwise, in the proposed resolution.

Your Directors recommend the resolution at Item No. 5 of the accompanying Notice for approval of the members of the Company by way of Ordinary Resolution.

Item No. 6:

Ratification of Remuneration of Cost Auditors:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act"), read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to have the audit of its cost records conducted by a cost accountant in practice.

The Board of Directors of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. JNP & Associates, Cost Accountants



as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2019, at a remuneration of ₹ 150,000/- (Rupees One Lac Fifty Thousand only) plus applicable taxes and reimbursement of travel and out of pocket expenses.

M/s. JNP & Associates, Cost Accountants have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

As per the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the Members is sought for passing the resolution as set out in Item no. 6 of the accompanying Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, directly or indirectly concerned or interested, financially or otherwise, in the proposed resolution.

Your Directors recommend the resolution at Item No. 6 of the accompanying Notice for approval of the members of the Company by way of Ordinary Resolution.

By Order of the Board

For Prabhat Dairy Limited

Sd/-

Vivek S. Nirmal

Joint Managing Director

DIN: 00820923

Place : Navi Mumbai

Date: August 10, 2018

ANNEXURE - 1 TO THE NOTICE

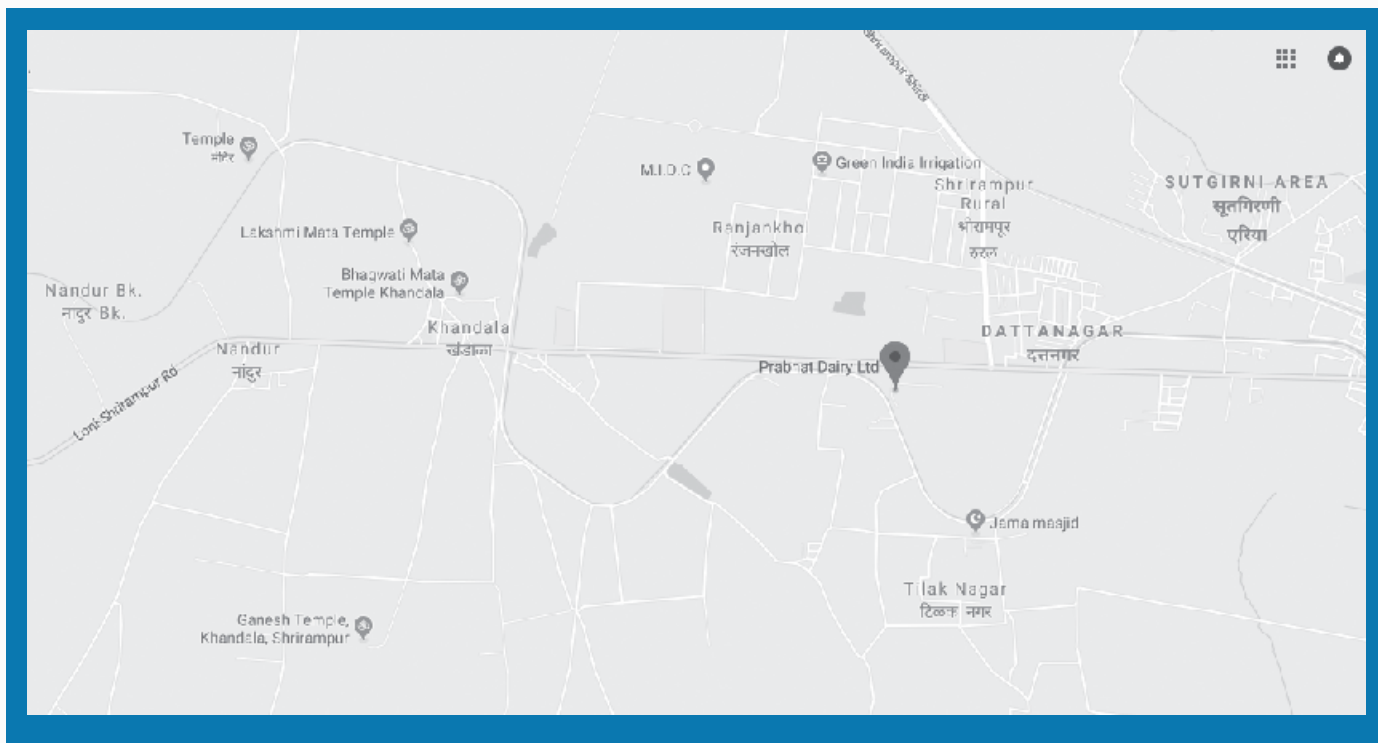
Profile of Directors seeking appointment / re-appointment at the 20th Annual General Meeting pursuant to Secretarial Standards on General Meeting (SS-II) and Regulation 36(3) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015

Name of Director	Mr. Vivek S. Nirmal	Mr. Anoop Krishna
Director Identification Number (DIN)	00820923	08068261
Date of Birth / Age	August 16, 1983/35 years	Januray 01, 1958 / 60 years.
Date of first Appointment	May 01, 2012	July 30, 2018
Expertise in specific General Functional area	Entrepreneurship including business management, marketing, accounts, finance, etc.	Wide experience in finance, debt syndication, due diligence, monitoring of project implementation, case and event specific construction of financial statements, sector analysis, etc.
Qualification	Bachelor of Commerce	BA Honrs
Shareholding in the Company	1,125,000 shares i.e. 1.15% of the total share capital of the Company. He is also a Trustee and Beneficiary of Nirmal Family Trust which holds 45560584 shares i.e. 46.64% of the total shareholding through its Trustee Mr. Sarangdhar R. Nirmal.	NIL
Relationship with Other Director/ KMPs	Mr. Vivek S. Nirmal is the son of Mr. Sarangdhar R. Nirmal, Chairman and Managing Director of the Company	None
No. of Board meetings held during the tenure and attended by the Director during FY 17-18	4/4	N.A.
List of outside Directorships held (Public Limited Companies)	1. Vasavi Finvest Limited	1. Paisalo Digital Limited
Chairman/ Member of the Committee of the Board of Directors of the Company	Mr. Vivek S. Nirmal is a member of the following Committees: Audit Committee Stakeholders' and Relationship Committee Finance Committee	Mr. Anoop Krishna is the Chairman of the Audit Committee.
Chairman/ Member of the Committee of Directors of other Public Limited Companies in which he/ she is a Director	None	None
a) Audit Committee		
b) Stakeholders' Relationship Committee		

Route Map for Venue of Annual General Meeting

Venue of AGM:

Gat No. 121/2A, At post Ranjankhol, Tilaknagar, Taluka Rahata, Dist. Ahmednagar - 413720.



PRABHAT DAIRY LIMITED

CIN: L15203PN1998PLC013068

Registered Office: 121/2A, At Post Ranjankhol, Rahata, Dist. Ahmednagar – 413720, Maharashtra

Email: investor@prabhatdairy.in, Website: www.prabhatdairy.in

Tel.: +91-2422-265993, +91-22-41287700, Fax: +91-2422-265816

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

TWENTIETH ANNUAL GENERAL MEETING

SATURDAY, SEPTEMBER 22, 2018 at 2.30 P.M.

Name of the Member(s)

Registered address

E-mail ID

Folio No/DP ID Client ID

I/We, being the member(s) of Prabhat Dairy Limited holding equity shares of ₹ 10 each of the above named Company, hereby appoint:

1. Name :

Address :

E-mail ID :

Signature :

OR failing him

2. Name :

Address :

E-mail ID :

Signature :

OR failing him

3. Name :

Address :

E-mail ID :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twentieth Annual General Meeting of the Company, to be held on Saturday, the 22nd day of September, 2018 at 2:30 p.m. at the registered office of the Company at 121/2A, At Ranjankhol, Rahata, Dist. Ahmednagar – 413720, Maharashtra and at any adjournment thereof in respect of such resolutions as are mentioned in the notice of the meeting as indicated below:

Resolution No.	Resolutions	For	Against
ORIDNARY BUSINESS			
1.	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.		
2.	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.		
3.	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.		
4.	To fix the Remuneration of Auditors		
SPECIAL BUSINESS			
5.	Ordinary Resolution to approve appointment of Mr. Anoop Krishna (DIN: 08068261) as an Independent Director of the Company.		
6.	Ordinary Resolution to ratify the remuneration of Cost Auditors.		

Signed this _____ day of _____ 2018.

Affix
Re.1/-
Revenue
Stamp

Signature of shareholder : _____ Signature of Proxy holder(s) : _____

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered / Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A proxy need not be a Member of the Company.
- In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the Proxy Form.
- A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
- * It is optional to put a "X" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolutions, your Proxy will be entitled to vote in the manner as He/ She thinks appropriate.
- For the resolutions, explanatory statement and notes, please refer to the Notice of the Twentieth Annual General Meeting.
- Please complete all details including details of member(s) in above box before submission.

FORM FOR UPDATION/REGISTRATION OF E-MAIL ADDRESS

PRABHAT DAIRY LIMITED

121/2A, At Ranjankhol,
Taluka Rahata
Dist. Ahmednagar – 413720 Maharashtra

Sending of Notices, Annual Reports and Accounts & other documents through Electronic Mode

Dear Sirs,

I hereby update/register my e-mail address provided below for receiving the Notices, Annual Reports and Accounts and other documents from the Company through electronic mode:-

E-mail Address:
Name of the Sole /First Holder:
DP ID/Client ID/ Registered Folio No.:
Contact Nos.:
Mobile:
Landline:

.....
Signature of the Sole/First Holder

Date:

Notes:

- (1) The Notices, Annual Reports and Accounts and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories.
- (2) This Form can also be downloaded from the Company's website www.prabhatdairy.in.

PRABHAT DAIRY LIMITED

CIN: L15203PN1998PLC013068

Registered Office: 121/2A, At Post Ranjankhol, Rahata, Dist. Ahmednagar – 413720, Maharashtra

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ATTENDANCE SLIP

(to be handed over at the registration counter)

Twentieth Annual General Meeting

Saturday, September 22, 2018 at 2.30 p.m.

Folio No. / DP ID and Client ID:

Name :

Address :

No. of Shares :

I / We hereby record my / our presence at the Twentieth Annual General Meeting of the Company on Saturday, September 22, 2018 at 2.30 p.m. at the registered office of the Company at 121/2A, At Ranjankhol, Taluka Rahata, Dist. Ahmednagar – 413720, Maharashtra.

First / Sole holder / Proxy

Second holder / Proxy

Third holder / Proxy