



September 27, 2023

Compliance Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Fort, Mumbai - 400 001	Compliance Department, National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, G-Block, Bandra Kurla Complex Bandra - (E), Mumbai - 400 051
Scrip Code:- 539889	Scrip Symbol :- PARAGMILK

Dear Sir/Madam,

Sub: Proceedings of Annual General Meeting (“AGM”) held on September 27, 2023

Pursuant to the provisions of Regulation 30, read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed herewith a brief of the proceedings of the Annual General Meeting of the Members of the Company held on Wednesday, September 27, 2023 at 04.30 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The AGM concluded at 05.57 p.m. (IST) (including the time allowed for e-voting at the AGM).

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Parag Milk Foods Limited**

Virendra Varma
Company Secretary and Compliance Officer
FCS No. 10520

Encl: As above



Parag Milk Foods Ltd.,

CIN-L15204PN1992PLC070209

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Summary of Proceedings of the Annual General Meeting of Parag Milk Foods Limited

The 31st Annual General Meeting (“AGM”) of the Members of Parag Milk Foods Limited (“**the Company**”) was held on September 27, 2023 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of Members at a common venue in accordance with the Circulars issued by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”). The meeting commenced at 04.30 p.m. (IST) and concluded at 05.57 p.m. (IST).

Mr. Devendra Shah, Chairman of the Company chaired the Meeting. He commenced the Meeting by welcoming the Members to the 31st Annual General Meeting. The requisite quorum being present, the Chairman called the Meeting to order.

The Chairman informed the Members that in compliance with various circulars issued by the MCA and SEBI, the Annual General Meeting of the Company was being convened through Video Conferencing without physical presence of Members at a common venue, for transacting certain agenda items in the nature of ordinary and special business.

The Board Members (“Directors”) who were attending the AGM duly introduced themselves. The Chairman informed that all the directors of the company were present at the Meeting through Video conferencing except Mr. Narendra Ambwani who could not attend the Meeting as he was travelling and requested for leave of absence. It was further informed that the Interim Chief Financial Officer (CFO), Company Secretary & Compliance Officer were also present at the Meeting.

The Chairman of Stakeholders Relationship Committee, Audit Committee and the Members of Nomination & Remuneration Committee and Chairperson of CSR Committee & Risk Management Committee were also present at the Meeting.

Mr. Virendra Varma, Company Secretary and Compliance Officer of the Company, welcomed the Members to the Meeting and briefed them on certain points relating to participation at the AGM through Video Conferencing. Mr. Varma informed the Members that physical presence of Members at the Meeting was dispensed with pursuant to the MCA circulars, and the applicable statutory registers were available for inspection electronically.

Mr. Virendra Varma further informed that the representatives of Statutory Auditors “M/s Sharp & Tannan”, Secretarial Auditor, “M/s. N L. Bhatia and Associates”, Practising Company Secretary and Internal Auditor, “M/s. Deloitte Touche Tohmatsu India LLP” and Business Heads of the Company, were also attending the Meeting.

He further informed that the Notice of AGM had been sent on September 5, 2023 by electronic mode to all those Members whose e-mail addresses were registered with the Company or respective Depository Participants in accordance with the circulars issued by MCA & SEBI.

He further informed the Members that in compliance with provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Company had provided facility of remote e-Voting to all its Members in respect to all the resolutions as set out in notice convening the AGM.



The following items of business as laid down in the Notice of the AGM dated August 5, 2023, were transacted at the Meeting:

(1)	Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2023 vide Ordinary Resolution
(2)	Re-Appointment of Mr. Devendra Shah as a Director liable to retire by rotation vide Ordinary Resolution
(3)	Ratification of Remuneration to Cost Auditors for FY 2023-24 vide Ordinary Resolution
(4)	Increase in Authorised Share Capital vide Ordinary Resolution
(5)	Payment of Commission to Independent Directors vide Special Resolution
(6)	Payment of Commission to Executive Directors vide Special Resolution
(7)	Revision in Remuneration of Ms. Akshali Shah - Executive Director vide Special Resolution
(8)	Amendment in "Parag Milk Foods Limited" - Employee Stock Option Scheme 2022 vide Special Resolution
(9)	Increase in ESOP Pool of Parag Milk Foods Limited - Employee Stock Option Plan 2022 and authorization to Nomination and Remuneration Committee to determine the Exercise Price on each grant to the Option Grantees vide Special Resolution
(10)	Grant of Options to Employees of Subsidiary Company under Parag Milk Foods Limited- Employee Stock Option Plan 2022 vide Special Resolution

He further informed that as Resolutions representing the above along with Explanatory Statements, had been furnished in the Notice and with consent of the Members present, the Notice convening the meeting along with Explanatory Statement were taken as read.

The Company had engaged services of National Securities Depository Limited ("NSDL") for providing (remote) e-Voting facility for the AGM.

The remote e-voting commenced at 09.00 a.m. (IST) on Sunday, September 24, 2023 and concluded at 05.00 p.m. (IST) on Tuesday, September 26, 2023 and it was informed that Members who were present at the AGM and who had not cast their votes through remote e-Voting had been provided with



an opportunity to cast their votes through the same electronic voting platform of NSDL after conclusion of the Meeting.

The Company Secretary also informed the Members that Mr. Bhaskar Upadhyay partner of M/s. N. L. Bhatia & Associates, Practicing Company Secretaries had been appointed as scrutinizer for remote e-Voting as well as e-voting at the AGM, and he shall scrutinize the votes and hand over the combined report on voting within two working days of the conclusion of the AGM.

The Members were further informed that the combined results of remote e-Voting and Voting at the Meeting, shall be disseminated to the stock exchanges and shall also be uploaded on the website of the Company within due course in accordance with the Listing Regulations and Companies Act, 2013.

With the permission of the Chair, Ms. Akshali Shah – Executive Director, on behalf of the Chairman took the proceedings forward and delivered the speech thanking all stakeholders for their continued support and trust in the journey of Parag Milk Foods Limited.

Ms. Shah informed the Members that the Company's journey that began with farmers was now all geared up to provide complete dairy nutrition to consumers across the globe. The Company had evolved significantly since its inception as a liquid milk company. It had transitioned into a pioneering organization that prioritizes value-added products. The Company had embarked on a global journey, dedicated to delivering comprehensive nutrition to consumers and had now geared itself to become a health and nutrition company that provided innovative protein solutions across the spectrum.

She further stated that Company's industry prominence was firmly anchored in its robust infrastructure, extensive food technology expertise, bolstered by a vast network of dedicated farmers, fortified by highly efficient distribution channels and strong brands. These pillars of strength had set the Company apart in the industry making it an integrated dairy FMCG player.

She further talked about the Company's performance and operations for FY23. The company had been resilient and had grown by 40% on revenue, the core categories Ghee, Cheese had grown by 43.5%.

She further informed that Whey protein business - Avvatar had posted 123% growth and overall protein business had doubled in revenue.

She further informed the Members that Financial Year ('FY2022-23") had been a year of resilience and positive growth, reflected by Company's steady increase in volume. On a consolidated basis; the Company posted industry leading revenue growth of almost 40%. This growth was led by both volume and value. She further added that the gross profit margin stood at 19.7%; while the EBITDA and net profit margin came in at 5.7% and 1.8% respectively.

She further informed that on the business composition front; Value added business constituted 69%; Liquid Milk comprises 9.4%, New age business contributed 3.3%, while SMP constituted 18% to the overall revenue.

Further she talked about Indian dairy industry scenario that it had been on a remarkable growth trajectory, solidifying its position as the world's largest producer and consumer of milk. However, during the year, the industry encountered headwinds in the form of high inflation which resulted in high milk prices. She further added that the milk inflation was the result of (a) Lumpy Skin Disease resulting in



lower output and supply (b) Elevated Energy prices (c) Tight global supply on account of war and high global demand met by exports. Despite these set backs, the Company stood strong and the Company's planned procurement purchases increased by 20% Y-O-Y. Thus, on an average, the Company handled around 18 Lakh litres milk per day signifying meaningful relationship and strong network with our farmer fraternity.

She further informed the Members that Company's innovative impact led marketing activities were yielding results in strengthening the Company's brand. This brand pull thus enabled the Company to undertake series of price intervention ahead of it's competitors which resulted in the Company's gross margins expansion by 610 basis point from 15.2% in Q1FY23 to 21.3% in Q4FY23.

She further added that with a robust foundation in place, along with improving macro environment, the Company is confident of achieving a double-digit business growth in the foreseeable future. Further, the milk prices were also on a stabilization mode, which had enabled improvement in margins.

She further informed the Members that the Company's aim was to be one of the best performing, most trusted and respected dairy FMCG companies in India across stakeholders. She further informed that at the heart of that, lies Company's five strategic priorities

- 1) Strengthening and accelerating the core categories
- 2) Brand Building & Innovation
- 3) Evolve route to Market / Distribution
- 4) Strengthening new age business
- 5) Driving Business Transformation

She further added that the Company had a commanding position in our core categories; Gowardhan Ghee had 20%+ market share in the cow ghee segment and in the cheese category, Go cheese had more than 35% market share. In both of these categories, the Company would continue to focus on driving growth and market share expansion.

She further informed the Members that Consumer was the centre point for Company's business. The Company had continuously aimed to delight its consumers with its innovative and nutritious offerings. She further added that Driven on the same, the Company had embarked on its robust and customer-centric marketing approach. The Company had created and would continue to create impactful marketing and branding campaigns that would consistently strengthen its consumer connections. The Company would be investing on average of around 2.5-3% in its marketing and branding activities to strengthen its brands.

She presented the Company's recent TVC ads and Kaun Banega crorepati Integration.

She further informed that now with Company's rock-solid foundation in place, the Company forge ahead with a mission of expanding its network from around 5 Lakh retail touch points to around 13 - 15 Lakh retail touch points. This would drive strong revenue growth for the Company. She further added that Company's Modern trade business had grown by 42% and Horeca business had grown by 35%. The Company's aim was to strengthen its New age business - premium dairy brand pride of cows and health and nutrition portfolio Avvatar significantly.

She further informed that as the health and nutrition industry was still young but growing significantly garnering 30%+ CAGR, the Company believes that with our world class infrastructure, renowned brands and technology along with razor focussed distribution it was all set to post industry leading



growth and garner sizeable market share ahead. The Company would aim to drive its business transformation through a) Cost optimization, b) digitization of plant and operations, c) Data Analytics, d) Market expansion and penetration and e) strengthening the team for the same. The Company had partnered with a renowned consultant, who would help us in achieving the set goal towards growth and margin expansion.

She further informed that the Company had also strengthened its team in the crucial verticals of sales, finance, and business analytics. This newly appointed team would help the Company to elevate its organization's performance, driving it towards its goals with greater efficiency and effectiveness. Along with strengthening the team, the Company had also collaborated with Deloitte as our internal auditor reflects our commitment to enhancing the robustness of our systems and processes. Their expertise and oversight would play a pivotal role in ensuring transparency and efficiency within the organization.

She further informed that Company's pursuit of growth and success was inherently tied with sustainability across the value chain. Thus, as a trustworthy player in the nutrition industry, the Company was now poised to spread its wings far and wide. Thus All of the Company's accomplishments and upcoming milestones would not had been possible without the members consistent support.

She further expressed her gratitude for the trust and the unwavering support.

Finally, Ms. Shah thanked the stakeholders for their continued support and assured that the Company will perform upto expectations and scale new heights for products and strengthen the brands for long term sustainability of Company.

Members were provided with a facility to ask questions or express their views through the VC platform on the business to be transacted at the AGM. The Shareholders who had registered as speakers expressed their views and their queries/questions were answered satisfactorily by Ms. Shah.

The Chairman ordered activation of e-Voting window for the Members attending the AGM who had not cast their votes by remote e-Voting.

Thereafter, it was informed that the details of the voting results (remote e-Voting and e-Voting at the AGM) on all the resolutions as set out in the Notice of AGM along with the Scrutinizer's Report would be disseminated to the exchanges and would be placed on the Company's website, in due course.

The Chairman thanked the Members for attending and participating in the AGM of the Company and declared the Meeting as concluded at 05.57 p.m. (IST).

Request you to kindly take the same on records.

Thanking you.

Yours Faithfully,

For **Parag Milk Foods Limited**

Virendra Varma
Company Secretary and Compliance Officer
FCS No. 10520