

MILKFOOD LIMITED

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E-mail : milkfoodltd@milkfoodltd.com, Website : www.milkfoodltd.com
CIN : L15201PB1973PLC003746

24th January, 2020

MFL\SCY\2019 - 20
The Manager (Listing)
The BSE Limited
1st Floor, New Trading Ring,
Rotunda Building
P J Towers, Dalal Street,
Fort, Mumbai-400 001

Sub: Report of Scrutinizer
Scrip Code No. : 507621

Dear Sir/Madam,

Please find enclosed revised report of Scrutinizer dated 24th January, 2020, Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 and Revised Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

This is for your information and records.

Thanking You
Yours Sincerely,
For Milkfood Limited



(Rakesh Kumar Thakur)
Company Secretary



Kamlesh Gupta
Company Secretaries

763, HBH, Saraswati Vihar
Near Sahara Mall
Gurugram

#9873436986, e mail: cskamlesh.gupta@gmail.com

To

**The Chairman
M/s Milkfood Limited
P.O. Bahadurgarh
Distt. Patiala
Punjab 147021**

Sub: Revised Consolidated Scrutinizer's Report on Remote e voting and on Poll with respect to the Resolutions No. 5 & 6 passed in the Annual General Meeting held on 26th September, 2019.

I, Kamlesh Gupta, a Company Secretary in practice was appointed as the Scrutinizer by the Board of Directors of the Company pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with the Listing Regulations to scrutinize the remote e voting process and voting by physical ballot conducted at the venue of 46th Annual General Meeting (AGM) held on 26th September, 2019 at 9.00 a.m.

With regard to the Resolutions No. 5 & 6, relating to the revision of remuneration of specified Promoters namely Ms. Roshini Sanah Jaiswal and Mr. Karamjit Jaiswal, passed in the AGM held on 26th September, 2019, I would like to mentioned that Promoter Group Companies namely, M/s. Blue Skies Investments Private Limited and M/s. Snowwhite Holdings Private Limited had declared to the Company, M/s. Milkfood Limited, through a letter dated 15-09-2019 that they are no longer form part of the Promoter Group because of the change of their shareholding pattern and therefore they voted on the Resolutions No. 5 & 6 in which the Promoters' namely Ms. Roshini Sanah Jaiswal and Mr. Karamjit Jaiswal were interested.

But now, In respect of the same, certain concerns have been raised and in the interest of fairness and with a view to uphold high standards of corporate governance, the Board has without prejudice to its stand has decided in their meeting held on 23rd January, 2020 that the voting on Poll by M/s. Blue Skies Investments Private Limited and M/s. Snowwhite Holdings Private Limited on the Resolutions No. 5 & 6, should not be taken into account.

Accordingly, the BOD has required me to amend my Report, without any prejudice, in respect of these two Resolutions only i.e. Resolutions No. 5 & 6.

The amended Report with respect to the Resolutions No. 5 & 6 on which the Promoter Group Companies namely, M/s. Blue Skies Investments Private Limited and M/s. Snowwhite Holdings Private Limited had casted their votes on Poll is enclosed after excluding their votes on these two items.



The amended Report is in continuation and is in the partial modification of the earlier Report given to the Company on 27th September, 2019.

My earlier Report dated 27th September, 2019 in respect of all other Resolutions i.e. Resolutions No. 1 to 4 passed in the AGM held on 26th September, 2019 will remain same.

SPECIAL BUSINESS:

Resolution No. 5:

Remuneration of Ms. Roshini Sanah Jaiswal, Executive Director (Operations):

Item No. of Notice	Voting method	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	%age of total no. of valid votes cast (favour and against)	Nos.	%age of total no. of valid votes cast (favour and against)	
Item No. 5 as ordinary resolution	e-voting	294	0.03	866559	99.97	NIL
	poll	849744	100	NIL	NIL	NIL
	Total	850038	49.52	866559	50.48	NIL

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 5 of the Notice of the AGM dated 24th May, 2019 has not been passed with requisite majority.

Resolution No. 6:

Remuneration of Mr. Karamjit Jaiswal, Chief Mentor (Administration & General):

Item No. of Notice	Voting method	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	%age of total no. of valid votes cast (favour and against)	Nos.	%age of total no. of valid votes cast (favour and against)	
Item No. 6 as ordinary resolution	e-voting	294	0.03	866559	99.97	NIL
	poll	849744	100	NIL	NIL	NIL
	Total	850038	49.52	866559	50.48	NIL

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 6 of the Notice of the AGM dated 24th May, 2019 has not been passed with requisite majority.

Note:

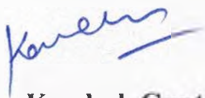
Percentage of votes cast in favour or against the resolutions are calculated based on the valid votes cast though remote e voting and voting by physical ballot conducted at the venue of the meeting.



Based on the aforesaid results, I report that all the resolutions as set in the Notice of AGM dated 24th May, 2019 except the resolutions no. 5 & 6 are passed with the requisite majority.

Thanking you

Yours faithfully



Kamlesh Gupta

Practicing Company Secretary

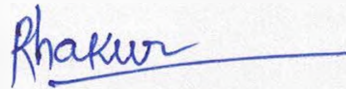
ACS 13862

CP No. 10451

Place: Delhi

Date: 24th January, 2020

Countersigned and received the Report



Company Secretary

Dated: 24th January, 2020