

**MODERN DAIRIES LTD.**

Corporate Office : 98-99, Sub City Centre, Sector 34, Chandigarh -160 022 (INDIA)  
Tel. : +91-172-2609001, 2609002, Fax : +91-172-2609000  
E-mail : info@modern dairies.com, CIN : L74899HR1992PLC032998

Regd. Office & Works : PB No. 3, 136 KM, G.T. Road, Karnal - 132 001 (Haryana)

**Ref: MDL/SECT/BSE****Date: 28<sup>th</sup> September, 2024**

M/s. BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai-400001

Dear Sir,

**Sub: Submission of voting results of AGM held on 27<sup>th</sup> September, 2024, along with Combined Scrutinizer Report**

**Reg: Scrip Code: 519287**

This is to inform you that the 32<sup>nd</sup> Annual General Meeting of Modern Dairies Limited (“the Company”) was held on Friday, the 27<sup>th</sup> September, 2024 through Video Conferencing or Other Audio-Visual Means (VC/OAVM).

In this regard and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Companies Act, 2013 please find attached herewith the Combined Scrutinizer Report.

Please acknowledge the receipt of the same.

Thanking you

Yours truly,  
For **MODERN DAIRIES LIMITED**

**SHRUTI JOSHI** Digitally signed by SHRUTI JOSHI  
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**COMPANY SECRETARY**



**FORM No. MGT-13**

**Report of Scrutinizer(s)**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

**CONSOLIDATED SCRUTINIZER'S REPORT**

To,  
The Chairman  
MODERN DAIRIES LIMITED  
CIN L74899HR1992PLC032998  
136 K.M., G.T. ROAD, KARNAL, HR 132001 IN

32<sup>nd</sup> Annual General Meeting of the Members of Modern Dairies Limited Held on Friday, the 27<sup>th</sup> September, 2024 at 11:00 a.m. Through Video Conferencing / Other Audio-Visual Means

**Sub.: Consolidated Scrutinizer's Report on remote e-voting & e-voting at the 32<sup>ND</sup> Annual General Meeting ("AGM") conducted pursuant the section 108 & 109 of the Companies Act, 2013 ("the Act") read with rules 20 & 21 of the Companies (Management & Administration) Rules, 2014 further read with General Circular Nos. 20/2020, 21/2021, 02/2021, 20/2020, 17/2020 and 14/2020 issued by the Ministry of Corporate Affairs (MCA)**

Dear Sir,

I, Rajeev Kumar Sanger, Proprietor of Sanger & Associates, Practicing Company Secretary, was appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed at their Board Meeting held on 10<sup>TH</sup> August, 2024, for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at AGM of the

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Company held on Friday, the 27<sup>th</sup> September, 2024 at 11:00 A.M through VC/ OAVM facility in compliance with the provisions of Section 96, 101, 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and in accordance with the terms of circulars issued by Ministry of Corporate Affairs i.e. General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) and in accordance with the terms of circulars issued by Securities and Exchange Board of India i.e. Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as “SEBI Circulars”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the resolutions forming part of the AGM Notice dated 29<sup>th</sup> August, 2024 (“AGM Notice”).

### **Responsibility**

My responsibility as a Scrutinizer for the remote e-voting process and e-voting conducted at the AGM is restricted to make a Consolidated Scrutinizer’s Report for the votes casted ‘in favour’ or ‘against’ the resolutions as stated in the said Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facility conducted at AGM, in a fair and transparent manner.

**Based on confirmation received from the Company, I submit my report as under:**

1. In compliance with the MCA Circulars and SEBI Circulars, the AGM Notice along with Annual Report for the Financial Year (“F.Y.”) 2023-24 was

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**SANGER & ASSOCIATES**  
**COMPANY SECRETARIES & TRADEMARK AGENT**  
OFFICE: SCO 47, SECOND FLOOR, SECTOR-4, PANCHKULA – 134112  
Phone: 01724044139 | Mob: +919736700139  
Email id: [sangerassociates@gmail.com](mailto:sangerassociates@gmail.com)  
Peer Review Certificate no. 3031/2023

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dispatched by the Company on Tuesday, 3<sup>rd</sup>, September, 2024 only by electronic mode to all those members, whose e-mail address were registered with the Company/ Registrar and Share Transfer Agent/ Depositories.

2. The members holding shares in physical mode or not having email ID registered with their Depository Participants or Registrar & Share Transfer Agent of the company, were given special facility to get their email ID registered to receive the notice electronically and participate in remote e-voting process. As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with the Circular, the company has given a public advertisement in “Financial Express” (English Newspaper) and Jansatta (Hindi Newspaper) on Tuesday 3<sup>RD</sup> September, 2024.
3. The said Notice was dispatched on the basis of Register of Members made available by RTA of the Company and the list of beneficial owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 30<sup>th</sup> August.2024
4. As per Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has published advertisement about providing E-voting facility in Newspapers named “Financial Express” (English Newspaper) and Jansatta (Hindi Newspaper) on Tuesday 3<sup>rd</sup> September, 2024.
5. The Members of the Company as on the 'cut-off' date i.e., Friday, 20<sup>th</sup> September, 2024, were entitled to vote on the resolutions as set-out in Item Nos. 1. to 10. of the Notice convening the 32<sup>nd</sup> AGM of the Company.
6. The Company had provided remote e-voting facility offered by National Securities Depository Limited (NSDL) to the shareholders of the Company.



7. The remote e-voting was kept open for 3 days from Tuesday, 24<sup>th</sup> September, 2024 at 09:00 A.M. and remained open to 5:00 PM on Thursday 26<sup>th</sup> September, 2024
8. During the 32<sup>nd</sup> AGM of the Company held on Friday, the 27<sup>th</sup> September, 2024 at 11:00 A.M., The Company has also provided e-voting facility for 30 minutes after the conclusion of the Annual General Meeting, for shareholders who have not voted during the above-mentioned period.
9. The results of voting through remote e-voting and e-voting are as under:

**a) Resolution No. 1**

**ORDINARY BUSINESS: To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2024, together with the reports of the Directors' and Auditors' thereon.**

**I. Voted in favour of the resolution;**

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting and E-voting at Meeting	185	12647483.000	99.9949
Voting through Polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>185</b>	<b>12647483.000</b>	<b>99.9949</b>

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# **SANGER & ASSOCIATES**

**COMPANY SECRETARIES & TRADEMARK AGENT**

OFFICE: SCO 47, SECOND FLOOR, SECTOR-4, PANCHKULA – 134112

Phone: 01724044139 | Mob: +919736700139

Email id: [sangerassociates@gmail.com](mailto:sangerassociates@gmail.com)

Peer Review Certificate no. 3031/2023

## II. Voted against the resolution;

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting and E-voting at Meeting	10	648.000	0.0051
Voting through Polling paper (in person or by proxy)	0	0	0.00
<b>Total</b>	<b>10</b>	<b>648.000</b>	<b>0.0051</b>

## III. Invalid Votes;

<b>Mode of Voting</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Remote E-voting and E-voting at Meeting	0	0
Voting through Polling paper (in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

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**b) Resolution No. 2**

**ORDINARY BUSINESS: To appoint a director in place of Mr. Krishan Kumar Goyal (DIN: 00482035), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment.**

**I. Voted in favour of the resolution;**

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting and E-voting at Meeting	182	9070140.000	99.9928
Voting through Polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>182</b>	<b>9070140.000</b>	<b>99.9928</b>

**II. Voted against the resolution;**

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting and E-voting at Meeting	10	648.000	0.00714
Voting through Polling paper (in person or by proxy)	0	0	0.00
<b>Total</b>	<b>10</b>	<b>648.000</b>	<b>0.00714</b>

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### III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of vote cast by them
Remote E-voting and E-voting at Meeting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0

### c) Resolution No. 3

**ORDINARY BUSINESS: To re-appoint Statutory Auditors and fix their remuneration.**

#### I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting and E-voting at Meeting	185	12647483.000	99.9949
Voting through Polling paper (in person or by proxy)	0	0	0
Total	<b>185</b>	<b>12647483.000</b>	<b>99.9949</b>

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## II. Voted against the resolution;

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting and E-voting at Meeting	10	648.000	0.0051
Voting through Polling paper (in person or by proxy)	0	0	0.00
<b>Total</b>	<b>10</b>	<b>648.000</b>	<b>0.0051</b>

## III. Invalid Votes;

<b>Mode of Voting</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Remote E-voting and E-voting at Meeting	0	0
Voting through Polling paper (in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

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**d) Resolution No. 4**

**SPECIAL BUSINESS: To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2025.**

**I. Voted in favour of the resolution;**

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting and E-voting at Meeting	185	12647483.000	99.9949
Voting through Polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>185</b>	<b>12647483.000</b>	<b>99.9949</b>

**II. Voted against the resolution;**

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting and E-voting at Meeting	10	648.000	0.0051
Voting through Polling paper (in person or by proxy)	0	0	0.00
<b>Total</b>	<b>10</b>	<b>648.000</b>	<b>0.0051</b>

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### III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting and E-voting at Meeting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0

#### e) Resolution No. 5

**SPECIAL BUSINESS: To approve the material related party transactions with Nabha Commerce Private Limited.**

### I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting and E-voting at Meeting	177	4684796.000	99.9862
Voting through Polling paper (in person or by proxy)	0	0	0
Total	<b>177</b>	<b>4684796.000</b>	<b>99.9862</b>

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**II. Voted against the resolution;**

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting and E-voting at Meeting	<b>10</b>	648.000	0.01383
Voting through Polling paper (in person or by proxy)	0	0	0.00
<b>Total</b>	<b>10</b>	<b>648.000</b>	<b>0.01383</b>

**III. Invalid Votes;**

<b>Mode of Voting</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Remote E-voting and E-voting at Meeting	0	0
Voting through Polling paper (in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**f) Resolution No. 6**

**SPECIAL BUSINESS: To approve the material related party transactions with Modern Dairyfarms Limited**

**I. Voted in favour of the resolution;**

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting and E-voting at Meeting	177	4684796.000	99.9862
Voting through Polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>177</b>	<b>4684796.000</b>	<b>99.9862</b>

**II. Voted against the resolution;**

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting and E-voting at Meeting	10	648.000	0.01383
Voting through Polling paper (in person or by proxy)	0	0	0.00
<b>Total</b>	<b>10</b>	<b>648.000</b>	<b>0.01383</b>



### III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting and E-voting at Meeting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0

### g) Resolution No. 7

**SPECIAL BUSINESS: To re-appoint Dr. Meena Sharma (DIN: 07241589) as a non-executive Independent Director for second term**

### I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting and E-voting at Meeting	184	12647083.000	99.9917
Voting through Polling paper (in person or by proxy)	0	0	0
Total	<b>184</b>	<b>12647083.000</b>	<b>99.9917</b>



**II. Voted against the resolution;**

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting and E-voting at Meeting	11	1048.000	0.0083
Voting through Polling paper (in person or by proxy)	0	0	0.00
<b>Total</b>	<b>11</b>	<b>1048.000</b>	<b>0.0083</b>

**III. Invalid Votes;**

<b>Mode of Voting</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Remote E-voting and E-voting at Meeting	0	0
Voting through Polling paper (in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**h) Resolution No. 8**

**SPECIAL BUSINESS: To re-appoint Mr. Ajay Kumar Sharma (DIN: 09710194) as a non-executive Independent Director for second term**

**I. Voted in favour of the resolution;**

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting and E-voting at Meeting	185	12647483.000	99.9949
Voting through Polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>185</b>	<b>12647483.000</b>	<b>99.9949</b>

**II. Voted against the resolution;**

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting and E-voting at Meeting	10	648.000	0.00512
Voting through Polling paper (in person or by proxy)	0	0	0.00
<b>Total</b>	<b>10</b>	<b>648.000</b>	<b>0.00512</b>

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### III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting and E-voting at Meeting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0

#### i) Resolution No. 9

**SPECIAL BUSINESS: To Approve Issue of Warrants Convertible into Equity Shares of the Company on Preferential Allotment Basis to Promoter and Promoter Group**

### IV. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting and E-voting at Meeting	175	4440503.000	99.9854
Voting through Polling paper (in person or by proxy)	0	0	0
Total	<b>175</b>	<b>4440503.000</b>	<b>99.9949</b>

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**V. Voted against the resolution;**

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting and E-voting at Meeting	11	649.000	0.0146
Voting through Polling paper (in person or by proxy)	0	0	0.00
<b>Total</b>	<b>11</b>	<b>648.000</b>	<b>0.00512</b>

**VI. Invalid Votes;**

<b>Mode of Voting</b>	<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Remote E-voting and E-voting at Meeting	0	0
Voting through Polling paper (in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

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j) **Resolution No. 10**

**SPECIAL BUSINESS: To Increase the Authorised Share Capital of The Company and Consequent Amendment in The Memorandum Of Association**

**I. Voted in favour of the resolution;**

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting and E-voting at Meeting	185	12647483.000	99.9949
Voting through Polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>185</b>	<b>12647483.000</b>	<b>99.9949</b>

**II. Voted against the resolution;**

<b>Mode of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-voting and E-voting at Meeting	10	648.000	0.0051
Voting through Polling paper (in person or by proxy)	0	0	0.00
<b>Total</b>	<b>10</b>	<b>648.000</b>	<b>0.0051</b>



### III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting and E-voting at Meeting	0	0
Voting through Polling paper (in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Thanking You,  
Yours Faithfully  
**For M/s Sanger & Associates**  
**Company Secretaries**

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CS Rajeev Kumar Sanger  
M. No. F13092  
C.O.P. No. 22007  
UDIN: F013092F001361626  
**Date: 28.09.2024**  
**Place: Panchkula**

**Counter Signed by Chairman/person  
authorized by chairman**

KRISHAN  
KUMAR GOYAL

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KUMAR GOYAL  
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Krishan Kumar Goyal  
Managing Director  
DIN: 00482035  
**Date: 28.09.2024**  
**Place: Chandigarh**