

MILKFOOD LIMITED

5th Floor, Bhandari House, 91 Nehru Place, New Delhi-110 019
Ph.: 26460670-4 / 26463773 Fax : 011-26460823
E-mail : milkfoodltd@milkfoodltd.com, Website : www.milkfoodltd.com
CIN : L15201PB1973PLC003746

MFLASCY\2015 - 16

01st October, 2015

The Department of Corporate Services,
The Bombay Stock Exchange Limited
Department of Corporate Services
25, P.J. Towers, Dalal Street
Mumbai-400 001

Sub: Proceedings of the Annual General Meeting of Milkfood Limited held on 29th September 2015, pursuant to the clause 31(d) of the Listing Agreement

Scrip Code No.: 507621

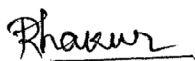
Dear Sir,

Please find enclosed herewith the proceeding of the Annual General Meeting of Milkfood Limited held on 29th September, 2015, as per Clause 31(d) of the Listing Agreement.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully
For Milkfood Limited



Rakesh Kumar Thakur
Company Secretary

Encl: a/a



MILKFOOD LIMITED

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PURSUANT TO THE CLAUSE 31(d) OF THE LISTING AGREEMENT

PROCEEDINGS OF THE ANNUAL GENERAL MEETING OF MILKFOOD LIMITED HELD ON 29TH SEPTEMBER, 2015,

The 42nd Annual General Meeting ("Meeting") of the Members of the Company was held on Tuesday, the 29th September, 2015 at 9:00 A.M., at the Registered Office of the Company at Bahadurgarh, Patiala-147021, Punjab.

Mr. K. K. Kohli chaired the proceedings of the Meeting.

Total 33 Members (including proxies) attended the Meeting as per the records of attendance.

The Chairman informed the Members that pursuant to 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, the Company had extended the remote e-voting facilities to the Members of the Company in respect of all the resolutions to be passed at the Meeting. The remote e-voting commenced at 9:00 A.M. on 26th September, 2015 and ended at 5.00 P. M. on 28th September, 2015.

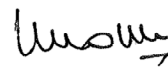
The Chairman informed the members that the voting through physical ballot was made available at the venue of the Meeting for Members present in the meeting and who had not cast their votes through remote e-voting.

He further informed that the Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide remote e-voting facility and have appointed Ms. Kamlesh Gupta, Company Secretary, as the Scrutinizer for conducting the physical ballot and remote e-voting process in fair and transparent manner.

The Chairman apprised the members about the objective and implications of each resolution mentioned in the Notice convening the Meeting. The resolutions were proposed and seconded by members present in the Meeting. On invitation of the Chairman, few members gave their suggestions and raised queries on the Company's business, which were replied by the Chairman.

Thereafter, the Chairman ordered for the physical ballot to be taken at the meeting and requested Ms. Kamlesh Gupta, Scrutinizer for an orderly conduct of the voting. The Chairman announced that the combined result of remote e-voting and the physical ballot will be put on the Company's website and on the website of CDSL on or before 01st October, 2015.

The resolutions on which remote e-voting and physical ballot were carried out are as follows:-



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ORDINARY BUSINESS:-

1. Receive consider and adopt the audited financial statements of the Company for the year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon and also audited consolidated financial statement of the Company for the financial year ended on March 31, 2015 (**Ordinary Resolution**)
2. Re-appointment of Mr. Kewal Krishan Kohli (DIN: 00127337), who retires by rotation and being eligible offers himself for re-appointment (**Ordinary Resolution**).
3. Re-appointment of auditors and fix their remuneration (**Ordinary Resolution**).

SPECIAL BUSINESS:-

4. Adoption of a new set of Article of Association of the Company (**Special Resolution**).
5. Fixation of the limit on borrowing power of the Company (**Special Resolution**).
6. Creation of charge / mortgage on the assets of the Company (**Special Resolution**).
7. Approval of Related Party Transaction (**Ordinary Resolution**).


The meeting concluded with a vote of thanks to the Chair.

Ms. Kamlesh Gupta, scrutinizer, submitted her report on 30th September, 2015, based on which Chairman declared the results. All the resolutions were passed with requisite majority.

The voting results in the prescribed format were notified to the Stock Exchange under Clause 35A of the Listing Agreement. The voting results along with the consolidated scrutinizer's report were uploaded on the websites of the Company and CDSL.

Place: New Delhi
Dated: 01st October, 2015

For Milkfood Limited


K. K. Kohli
Chairman


milkfood

MILKFOOD LIMITED

5th Floor, Bhandari House, 91 Nehru Place, New Delhi-110 019

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CIN : L15201PB1973PLC003746

MFL\SCY\2015 - 16

01st October, 2015

The Department of Corporate Services,
The Bombay Stock Exchange Limited
Department of Corporate Services
25, P.J. Towers, Dalal Street
Mumbai-400 001

Sub: Disclosure of Voting Results of Annual General Meeting of Milkfood Limited held on 29th September 2015, pursuant to the clause 35A of the Listing Agreement

Scrip Code No.: 507621

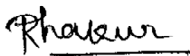
Dear Sir,

Please find enclosed herewith the Disclosure of Voting Results of the Annual General Meeting of Milkfood Limited held on 29th September, 2015, as per Clause 35A of the Listing Agreement and also find Combined Scrutinizer's Report.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully
For Milkfood Limited



Rakesh Kumar Thakur
Company Secretary

Encl: a/a



Regd. Office : P.O. Bahadurgarh-147021 Distt. Patiala (Punjab)

Phones : 0175-2381404 / 2381415

Fax : 0175-2380248

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CIN : L15201PB1973PLC003746

MFL\SCY\2015 - 16

1st October, 2015

The General Manager
The Bombay Stock Exchange Limited
Department of Corporate Services
25, P.J. Towers, Dalal Street
Mumbai-400 001

Sub: Disclosure of Voting Results of the 42nd Annual General Meeting of the Company held on 29th September, 2015 as per the requirement of Clause 35A of the Equity Listing Agreement

Scrip Code No.: 507621

Dear Sirs,

As per the requirement of Clause 35A of the Equity Listing Agreement, given below are the details of the voting results at the Annual General Meeting of the Company as per the format prescribed under the said clause.

Details of Voting Results

Date of the AGM/EGM	29 th September, 2015
Total Number of shareholders on record date Cut-off date for e-voting: 22 nd September, 2015	4696
No. of shareholders present in the meeting either in person or through proxy:	
-Promoters and Promoter Group	4
-Public	29

Agenda-wise

No.	Details of the Agenda	Resolution Required (Ordinary/Special)	Mode of voting (Poll/E-voting)	Remarks
1.	To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon and also consolidated financial statement of the Company for the financial year ended on March 31, 2015.	Ordinary	E-voting, poll	The resolution was passed with requisite majority
2.	To re-appoint Mr. Kewal Krishan Kohli (DIN: 00127337), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E-voting, poll	The resolution was passed with requisite majority

milkfood



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3.	To re-appoint auditors M/s. Madan & Associates and fix their remuneration.	Ordinary	E-voting, poll	The resolution was passed with requisite majority
4.	To adopt a new set of Article of Association of the Company.	Special	E-voting, poll	The resolution was passed with requisite majority
5.	To fix the limit of borrowing power of the Company.	Special	E-voting, poll	The resolution was passed with requisite majority
6.	To create charge / mortgage assets of the Company.	Special	E-voting, poll	The resolution was passed with requisite majority
7.	To approve Related Party Transaction.	Ordinary	E-voting, poll	The resolution was passed with requisite majority

The voting details are annexed herewith in the prescribed format.

This may also be considered as compliance of Clause 31(d) of the Listing Agreement.

Yours faithfully,
For Milkfood Limited

Rakesh



Rakesh Kumar Thakur
Company Secretary

milkfood

Regd. Office : P.O. Bahadurgarh-147021 Distt. Patiala (Punjab)

Phones : 0175-2381404 / 2381415

Fax : 0175-2380248

MILKFOOD LIMITED AGM AS ON DATE 29/09/2015

Date of the AGM: 29 th Sep 2015

Total number of shareholders on record date: '4696' No. of Shares: '4886440'							
No. of Shareholders present in the meeting either in person or through proxy:							
Promoters and Promoter Group :		4	No. of Shares:	2448334			
Public :		29	No. of Shares:	1047250			
Detail of the Agenda:							

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
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1. To receive consider and adopt of audited financial statements of the Company for the year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon and also audited consolidated financial statement of the Company for the financial year ended on March 31, 2015.

ORDINARY BUSINESS							
Mode of voting: (Remote e-voting)							
Promoter and Promoter Group	2448334	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	190100	187000	98.3700	0	187000	0.0000	100.0000
Public-Others	2248006	665597	29.6100	176294	489303	26.4900	73.5100
Total (A)	4886440	852597	17.4500	176294	676303	20.6800	79.3200
Mode of voting: (Ballot Paper)							
Promoter and Promoter Group	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
Public – Institutional holders	190100	0	0.0000	0	0	0.0000	0.0000
Public-Others	2248006	683963	30.4300	683963	0	100.0000	0.0000
Total (B)	4886440	3132297	64.1000	3132297	0	100.0000	0.0000
Total (A+B)	4886440	3984894	81.5500	3308591	676303	83.0283	16.9716

2. To re-appoint Mr. Kewal Krishan Kohli (DIN : 00127337), who retires by rotation.

ORDINARY BUSINESS							
Mode of voting: (Remote e-voting)							
Promoter and Promoter Group	2448334	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	190100	187000	98.3700	0	187000	0.0000	100.0000
Public-Others	2248006	665597	29.6100	176294	489303	26.4900	73.5100
Total (A)	4886440	852597	17.4500	176294	676303	20.6800	79.3200
Mode of voting: (Ballot Paper)							
Promoter and Promoter Group	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
Public – Institutional holders	190100	0	0.0000	0	0	0.0000	0.0000
Public-Others	2248006	683963	30.4300	683963	0	100.0000	0.0000
Total (B)	4886440	3132297	64.1000	3132297	0	100.0000	0.0000
Total (A+B)	4886440	3984894	81.5500	3308591	676303	83.0283	16.9716

3. To re-appoint auditors and fix their remuneration.

ORDINARY BUSINESS							
Mode of voting: (Remote e-voting)							
Promoter and Promoter Group	2448334	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	190100	187000	98.3700	0	187000	0.0000	100.0000
Public-Others	2248006	665597	29.6100	176275	489322	26.4800	73.5200
Total (A)	4886440	852597	17.4500	176275	676322	20.6800	79.3200
Mode of voting: (Ballot Paper)							
Promoter and Promoter Group	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
Public – Institutional holders	190100	0	0.0000	0	0	0.0000	0.0000
Public-Others	2248006	683963	30.4300	683963	0	100.0000	0.0000
Total (B)	4886440	3132297	64.1000	3132297	0	100.0000	0.0000
Total (A+B)	4886440	3984894	81.5500	3308572	676322	83.0278	16.9721

For MILKFOOD LIMITED

Rhaur

Company Secretary

4. To adopt new set of Article of Association of the Company.							
SPECIAL BUSINESS							
Mode of voting: (Remote e-voting)							
Promoter and Promoter Group	2448334	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	190100	187000	98.3700	0	187000	0.0000	100.0000
Public-Others	2248006	665597	29.6100	176294	489303	26.4900	73.5100
Total (A)	4886440	852597	17.4500	176294	676303	20.6800	79.3200
Mode of voting: (Ballot Paper)							
Promoter and Promoter Group	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
Public – Institutional holders	190100	0	0.0000	0	0	0.0000	0.0000
Public-Others	2248006	683963	30.4300	683963	0	100.0000	0.0000
Total (B)	4886440	3132297	64.1000	3132297	0	100.0000	0.0000
Total (A+B)	4886440	3984894	81.5500	3308591	676303	83.0283	16.9716
5. To fix the limit on borrowing power of the Company.							
SPECIAL BUSINESS							
Mode of voting: (Remote e-voting)							
Promoter and Promoter Group	2448334	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	190100	187000	98.3700	0	187000	0.0000	100.0000
Public-Others	2248006	665597	29.6100	176294	489303	26.4900	73.5100
Total (A)	4886440	852597	17.4500	176294	676303	20.6800	79.3200
Mode of voting: (Ballot Paper)							
Promoter and Promoter Group	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
Public – Institutional holders	190100	0	0.0000	0	0	0.0000	0.0000
Public-Others	2248006	683963	30.4300	683963	0	100.0000	0.0000
Total (B)	4886440	3132297	64.1000	3132297	0	100.0000	0.0000
Total (A+B)	4886440	3984894	81.5500	3308591	676303	83.0283	16.9716
6. To create charge / mortgage on the assets and properties of the Company.							
SPECIAL BUSINESS							
Mode of voting: (Remote e-voting)							
Promoter and Promoter Group	2448334	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	190100	187000	98.3700	0	187000	0.0000	100.0000
Public-Others	2248006	665597	29.6100	176294	489303	26.4900	73.5100
Total (A)	4886440	852597	17.4500	176294	676303	20.6800	79.3200
Mode of voting: (Ballot Paper)							
Promoter and Promoter Group	2448334	2448334	100.0000	2448334	0	100.0000	0.0000
Public – Institutional holders	190100	0	0.0000	0	0	0.0000	0.0000
Public-Others	2248006	683963	30.4300	683963	0	100.0000	0.0000
Total (B)	4886440	3132297	64.1000	3132297	0	100.0000	0.0000
Total (A+B)	4886440	3984894	81.5500	3308591	676303	83.0283	16.9716
7. To approve Related Party Transaction.							
SPECIAL BUSINESS							
Mode of voting: (Remote e-voting)							
Promoter and Promoter Group	2448334	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	190100	187000	98.3700	0	187000	0.0000	100.0000
Public Others	2248006	665597	29.6100	176294	489303	26.4900	73.5100
Total (A)	4886440	852597	17.4500	176294	676303	20.6800	79.3200
Mode of voting: (Ballot Paper)							
Promoter and Promoter Group	2448334	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	190100	0	0.0000	0	0	0.0000	0.0000
Public-Others	2248006	683963	30.4300	683963	0	100.0000	0.0000
Total (B)	4886440	683963	14.0000	683963	0	100.0000	0.0000
Total (A+B)	4886440	1536560	31.4453	860257	676303	55.9859	44.0140

For MILKFOOD LIMITED

Rhakar

Company Secretary

Kamlesh Gupta
Company Secretaries

763, HBT, Saraswati Vihar
Near Sahara Mall
Gurgaon

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

**CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND VOTING BY
PHYSICAL BALLOT CONDUCTED AT THE 42ND AGM OF M/S MILKFOOD LIMITED**

To

The Chairman
Milkfood Limited
P.O. Bahadurgarh
Distt. Patiala
Punjab 147021

42nd Annual General Meeting (AGM) of the members of M/s Milkfood Limited (the Company) held on 29th September, 2015 at 9.00 a.m. at the Registered Office of the Company at P.O. Bahadurgarh, Distt. Patiala, Punjab.

Sub: Passing of resolutions through remote e-voting and physical ballot conducted at the 42nd Annual General Meeting

I, Kamlesh Gupta, a Company Secretary in practice have been 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 Agreement to conduct the remote e voting process and voting by physical ballot conducted at the venue of 42nd annual general meeting held on 29th September, 2015 at 9.00 a.m.

The Company has appointed M/s Central Depository Services (India) Limited (CDSL) as the Service Provider for the purpose of extending the facility of remote e voting to the members of the Company.

The remote e voting began on 26th September, 2015 at 9.00a.m and ended on 28th September, 2015 at 5.00 p.m.

At the end of the remote e voting on 28th September, 2015 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.

At the venue of the 42nd AGM of the Company held on 29th September, 2015, the facility to vote through physical ballot was made available to enable the members to cast their vote present in the meeting and who have not cast their vote through remote e voting.

After the voting at the AGM was concluded, one ballot box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the Company. No Ballot papers were incomplete and/or otherwise found defective



After counting the votes cast at the venue of the AGM through ballot paper, the votes cast through remote e voting was unblocked by me in the presence of Mr. Lalita Prasad and Mr. Subhash Yadav who acted as the witnesses as prescribed under Rule 20.

Thereafter, I as a Scrutinizer duly compiled the details of the remote e voting and the physical voting conducted at the venue of the AGM by way of ballot paper, the details of which are as follows:

The Combined result of e-voting and of poll are as under:

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. 1 as ordinary resolution	e-voting	176294	20.68	676303	79.32	Nil
	poll	3132297	100.00	NIL	NIL	NIL
	total	3308591	83.03	676303	16.97	NIL

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. 2 as ordinary resolution	e-voting	176294	20.68	676303	79.32	Nil
	poll	3132297	100.00	NIL	NIL	NIL
	total	3308591	83.03	676303	16.97	NIL

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. 3 as ordinary resolution	e-voting	176275	20.68	676322	79.32	Nil
	poll	3132297	100.00	NIL	NIL	0
	total	3308572	83.03	676322	16.97	0

Item No. of Notice	Voting method	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	%age of	Nos.	%age of	



			total no. of valid votes cast (favour and against)		total no. of valid votes cast (favour and against)	
Item No. 4 as special resolution	e-voting	176294	20.68	676303	79.32	Nil
	poll	3132297	100.00	NIL	NIL	NIL
	total	3308591	83.03	676303	16.97	NIL

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 special resolution	e-voting	176294	20.68	676303	79.32	Nil
	poll	3132297	100.00	NIL	NIL	0
	total	3308591	83.03	676303	16.97	0

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 special resolution	e-voting	176294	20.68	676303	79.32	Nil
	poll	3132297	100.00	NIL	NIL	NIL
	Total	3308591	83.03	676303	16.97	NIL

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. 7 as ordinary resolution	e-voting	176294	20.68	676303	79.32	Nil
	poll	683963	100.00	NIL	NIL	NIL
	total	860257	55.99	676303	44.01	NIL



Note: percentage of votes cast in favour or against the resolutions are calculated based on the valid votes cast through Remote E Voting and voting by Physical Ballot at the venue of the meeting.

All the resolutions stand passed under e-voting and poll with the requisite majority.

The ballot papers and all the relevant records relating to the remote e voting and physical voting is under my safe custody and will be handed over to the Company Secretary after the Chairman signs the minutes.

Thanking you

Yours faithfully



Kamlesh Gupta

Company Secretary

Membership No. 13862

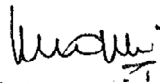
CP No. 10451

Place: Gurgaon

Date: 30th September, 2015



Countersigned and received the Report:



Chairman

Dated: 30th September, 2015

Witnesses:

1. ~~_____~~

RAJITA PRASAD

2. Subhash Jadar.

Subhash Jadar.