

MILKFOOD LIMITED

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

MFL\SCY\2016-17
The Department of Corporate Services,
The BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

30th September, 2016

Sub: 43rd Annual General Meeting ('AGM') and voting results.
Scrip Code No. : 507621

Dear Sir/Madam,

Please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.
- (3) Report of Scrutinizer dated 30th September, 2016, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

Thanking You
Yours Sincerely,
For Milkfood Limited



(Rakesh Kumar Thakur)
Company Secretary


milkfood

Regd. Office : P.O. Bahadurgarh-147021 Distt. Patiala (Punjab)
Phones : 0175-2381404 / 2381415
Fax : 0175-2380248

Milkfood Limited- 43rd Annual General Meeting (AGM) Voting Results

| Date of the AGM: 29 th Sep 2016 | | | | | | | | |
|---|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|-------------------------|
| Total number of shareholders on record date: '4744' 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 : 36 No. of Shares: 1350071 | | | | | | | | |
| Detail of the Agenda: | | | | | | | | |
| Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - In favour | No. of Votes - against | % of Votes In favour on votes polled | % of Votes against on votes polled | Number of members voted |
| | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 | |
| 1.To receive consider and adopt of audited financial statements of the Company for the year ended March 31, 2016, together with the reports of the Board of Directors and Auditors thereon and also audited consolidated financial statements of the Company for the financial year ended on March 31, 2016. | | | | | | | | |
| Ordinary Business | | | | | | | | |
| Mode of voting: (Remote e-voting) | | | | | | | | |
| Promoter and Promoter Group | 2448334 | 0 | - | 0 | 0 | - | - | 0 |
| Public – Institutional holders | 190100 | 187000 | 98.3700 | 0 | 187000 | - | 100.0000 | 1 |
| Public-Others | 2248006 | 489315 | 21.7700 | 12 | 489303 | - | 100.0000 | 5 |
| Total (A) | 4886440 | 676315 | 13.8400 | 12 | 676303 | - | 100.0000 | 6 |
| Mode of voting: (Ballot Paper) | | | | | | | | |
| Promoter and Promoter Group | 2448334 | 2448334 | 100.0000 | 2448334 | 0 | 100.0000 | - | 4 |
| Public – Institutional holders | 190100 | 0 | - | 0 | 0 | - | - | 0 |
| Public-Others | 2248006 | 860961 | 38.3000 | 860961 | 0 | 100.0000 | - | 29 |
| Total (B) | 4886440 | 3309295 | 67.7200 | 3309295 | 0 | 100.0000 | - | 33 |
| Total (A+B) | 4886440 | 3985610 | 81.5646 | 3309307 | 676303 | 83.0313 | 16.9686 | 39 |
| 2.To re-appoint Mr. Amarjeet Kapoor (DIN:00122843), who retires by rotation and being eligible, offer himself for re-appointment. | | | | | | | | |
| Ordinary Business | | | | | | | | |
| Mode of voting: (Remote e-voting) | | | | | | | | |
| Promoter and Promoter Group | 2448334 | 0 | - | 0 | 0 | - | - | 0 |
| Public – Institutional holders | 190100 | 187000 | 98.3700 | 0 | 187000 | - | 100.0000 | 1 |
| Public-Others | 2248006 | 489315 | 21.7700 | 12 | 489303 | - | 100.0000 | 5 |
| Total (A) | 4886440 | 676315 | 13.8400 | 12 | 676303 | - | 100.0000 | 6 |
| Mode of voting: (Ballot Paper) | | | | | | | | |
| Promoter and Promoter Group | 2448334 | 2448334 | 100.0000 | 2448334 | 0 | 100.0000 | - | 4 |
| Public – Institutional holders | 190100 | 0 | - | 0 | 0 | - | - | 0 |
| Public-Others | 2248006 | 860961 | 38.3000 | 860961 | 0 | 100.0000 | - | 29 |
| Total (B) | 4886440 | 3309295 | 67.7200 | 3309295 | 0 | 100.0000 | - | 33 |
| Total (A+B) | 4886440 | 3985610 | 81.5646 | 3309307 | 676303 | 83.0313 | 16.9686 | 39 |
| 3.To rectify the appointment of statutory auditors and fix their remuneration. | | | | | | | | |
| Ordinary Business | | | | | | | | |
| Mode of voting: (Remote e-voting) | | | | | | | | |
| Promoter and Promoter Group | 2448334 | 0 | - | 0 | 0 | - | - | 0 |
| Public – Institutional holders | 190100 | 187000 | 98.3700 | 0 | 187000 | - | 100.0000 | 1 |
| Public-Others | 2248006 | 489315 | 21.7700 | 212 | 489103 | 0.0400 | 99.9600 | 5 |
| Total (A) | 4886440 | 676315 | 13.8400 | 212 | 676103 | 0.0300 | 99.9700 | 6 |
| Mode of voting: (Ballot Paper) | | | | | | | | |
| Promoter and Promoter Group | 2448334 | 2448334 | 100.0000 | 2448334 | 0 | 100.0000 | - | 4 |
| Public – Institutional holders | 190100 | 0 | - | 0 | 0 | - | - | 0 |
| Public-Others | 2248006 | 860961 | 38.3000 | 860961 | 0 | 100.0000 | - | 29 |
| Total (B) | 4886440 | 3309295 | 67.7200 | 3309295 | 0 | 100.0000 | - | 33 |
| Total (A+B) | 4886440 | 3985610 | 81.5646 | 3309507 | 676103 | 83.0363 | 16.9636 | 39 |
| 4.To appoint Mrs. Sushma Sagar (DIN:02582144) as a Non Executive Non Independent Director of the Company. | | | | | | | | |
| Special Business | | | | | | | | |
| Mode of voting: (Remote e-voting) | | | | | | | | |
| Promoter and Promoter Group | 2448334 | 0 | - | 0 | 0 | - | - | 0 |
| Public – Institutional holders | 190100 | 187000 | 98.3700 | 0 | 187000 | - | 100.0000 | 1 |
| Public-Others | 2248006 | 489315 | 21.7700 | 12 | 489303 | - | 100.0000 | 5 |
| Total (A) | 4886440 | 676315 | 13.8400 | 12 | 676303 | - | 100.0000 | 6 |
| Mode of voting: (Ballot Paper) | | | | | | | | |
| Promoter and Promoter Group | 2448334 | 2448334 | 100.0000 | 2448334 | 0 | 100.0000 | - | 4 |
| Public – Institutional holders | 190100 | 0 | - | 0 | 0 | - | - | 0 |
| Public-Others | 2248006 | 860961 | 38.3000 | 860961 | 0 | 100.0000 | - | 29 |
| Total (B) | 4886440 | 3309295 | 67.7200 | 3309295 | 0 | 100.0000 | - | 33 |



| | | | | | | | | |
|---|----------------|----------------|----------------|----------------|---------------|-----------------|-----------------|-----------|
| Total (A+B) | 4886440 | 3985610 | 81.5646 | 3309307 | 676303 | 83.0313 | 16.9686 | 39 |
| 5.To appoint Ms. Gita Bawa (DIN 00111003) as an Independent Director of the Company. | | | | | | | | |
| Special Business | | | | | | | | |
| Mode of voting: (Remote e-voting) | | | | | | | | |
| Promoter and Promoter Group | 2448334 | 0 | - | 0 | 0 | - | - | 0 |
| Public – Institutional holders | 190100 | 187000 | 98.3700 | 0 | 187000 | - | 100.0000 | 1 |
| Public-Others | 2248006 | 489315 | 21.7700 | 12 | 489303 | - | 100.0000 | 5 |
| Total (A) | 4886440 | 676315 | 13.8400 | 12 | 676303 | - | 100.0000 | 6 |
| Mode of voting: (Ballot Paper) | | | | | | | | |
| Promoter and Promoter Group | 2448334 | 2448334 | 100.0000 | 2448334 | 0 | 100.0000 | - | 4 |
| Public – Institutional holders | 190100 | 0 | - | 0 | 0 | - | - | 0 |
| Public-Others | 2248006 | 860961 | 38.3000 | 860961 | 0 | 100.0000 | - | 29 |
| Total (B) | 4886440 | 3309295 | 67.7200 | 3309295 | 0 | 100.0000 | - | 33 |
| Total (A+B) | 4886440 | 3985610 | 81.5646 | 3309307 | 676303 | 83.0313 | 16.9686 | 39 |
| 6.To ratify the remuneration payable to Cost Auditors. | | | | | | | | |
| Special Business | | | | | | | | |
| Mode of voting: (Remote e-voting) | | | | | | | | |
| Promoter and Promoter Group | 2448334 | 0 | - | 0 | 0 | - | - | 0 |
| Public – Institutional holders | 190100 | 187000 | 98.3700 | 0 | 187000 | - | 100.0000 | 1 |
| Public-Others | 2248006 | 489315 | 21.7700 | 212 | 489103 | 0.0400 | 99.9600 | 5 |
| Total (A) | 4886440 | 676315 | 13.8400 | 212 | 676103 | 0.0300 | 99.9700 | 6 |
| Mode of voting: (Ballot Paper) | | | | | | | | |
| Promoter and Promoter Group | 2448334 | 2448334 | 100.0000 | 2448334 | 0 | 100.0000 | - | 4 |
| Public – Institutional holders | 190100 | 0 | - | 0 | 0 | - | - | 0 |
| Public-Others | 2248006 | 860961 | 38.3000 | 859661 | 1300 | 99.8500 | 0.1500 | 29 |
| Total (B) | 4886440 | 3309295 | 67.7200 | 3307995 | 1300 | 99.9600 | 0.0400 | 33 |
| Total (A+B) | 4886440 | 3985610 | 81.5646 | 3308207 | 677403 | 83.0037 | 16.9962 | 39 |
| 7.To approve Related Party Transaction. | | | | | | | | |
| Special Business | | | | | | | | |
| Mode of voting: (Remote e-voting) | | | | | | | | |
| Promoter and Promoter Group | 2448334 | 0 | - | 0 | 0 | - | - | 0 |
| Public – Institutional holders | 190100 | 187000 | 98.3700 | 0 | 187000 | - | 100.0000 | 1 |
| Public-Others | 2248006 | 489315 | 21.7700 | 12 | 489303 | - | 100.0000 | 5 |
| Total (A) | 4886440 | 676315 | 13.8400 | 12 | 676303 | - | 100.0000 | 6 |
| Mode of voting: (Ballot Paper) | | | | | | | | |
| Promoter and Promoter Group | 2448334 | 0 | - | 0 | 0 | - | - | 0 |
| Public – Institutional holders | 190100 | 0 | - | 0 | 0 | - | - | 0 |
| Public-Others | 2248006 | 860961 | 38.3000 | 859661 | 1300 | 99.8500 | 0.1500 | 29 |
| Total (B) | 4886440 | 860961 | 17.6200 | 859661 | 1300 | 99.8500 | 0.1500 | 29 |
| Total (A+B) | 4886440 | 1537276 | 31.4600 | 859673 | 677603 | 55.9218 | 44.0781 | 35 |



Kamlesh Gupta
Company Secretaries

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Gurgaon

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**CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND VOTING BY
PHYSICAL BALLOT CONDUCTED AT THE 43rd ANNUAL GENERAL MEETING OF M/S
MILKFOOD LIMITED**

To

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

Sub: Consolidated Scrutinizer's Report on Remote e voting and on Poll pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management & Administration) Rules, 2014 as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

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 Regulations to scrutinize the remote e voting process and voting by physical ballot conducted at the venue of 43rd Annual General Meeting (AGM) held on 29th September, 2016 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, 2016 at 9.00 a.m and ended on 28th September, 2016 at 5.00 p.m.

At the end of the remote e voting on 28th September, 2016 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.

At the venue of the 43rd AGM of the Company held on 29th September, 2016, the facility to vote through physical ballot was made available to enable the members present in the meeting and who have not cast their vote through remote e voting to cast their votes on all the resolutions mentioned in the Notice of AGM.

After the voting at the AGM was concluded, one ballot box kept for the purpose of casting of votes by the members of the Company present in the meeting and who could not exercise their right to vote through remote e voting 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.

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. Ajit Swain and Mr. Mohd. Saqib who acted as the witnesses as prescribed under Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended.

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 combined details of which are as follows:

Resolution No. 1:

To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2016, together with the reports of the Board of Directors and Auditors thereon and also audited consolidated financial statements of the Company for the financial year ended on March 31, 2016:

| 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 | 12 | 0.00 | 676303 | 100 | Nil |
| | poll | 3309295 | 100 | Nil | Nil | Nil |
| | total | 3309307 | 83.03 | 676303 | 16.97 | Nil |

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 30th May, 2016 has been passed with requisite majority.

Resolution No. 2:

To re-appoint Mr. Amarjeet Kapoor (DIN:00122843), who retires by rotation and being eligible, offers himself for re-appointment:

| 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 | 12 | 0.00 | 676303 | 100 | Nil |
| | poll | 3309295 | 100.00 | Nil | Nil | Nil |
| | total | 3309307 | 83.03 | 676303 | 16.97 | Nil |

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 30th May, 2016 has been passed with requisite majority.

Resolution No. 3:

To ratify the appointment of statutory auditors and fix their remuneration:

| 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 | 212 | 0.03 | 676103 | 99.97 | Nil |
| | poll | 3309295 | 100.00 | Nil | Nil | Nil |
| | total | 3309507 | 83.04 | 676103 | 16.96 | Nil |

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM dated 30th May, 2016 has been passed with requisite majority.

Resolution No. 4:

To appoint Mrs. Sushma Sagar (DIN:02582144) as a Non Executive Non Independent Director of the Company:

| 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. 4 as ordinary resolution | e-voting | 12 | 0.00 | 676303 | 100 | Nil |
| | poll | 3309295 | 100 | Nil | Nil | Nil |
| | total | 3309307 | 83.03 | 676303 | 16.97 | Nil |

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 4 of the Notice of the AGM dated 30th May, 2016 has been passed with requisite majority.

Resolution No. 5:

To appoint Ms. Gita Bawa (DIN 00111003) as an Independent Director of the Company:

| 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 | 12 | 0.00 | 676303 | 100 | Nil |
| | poll | 3309295 | 100 | Nil | Nil | Nil |

| | | | | | | |
|--|-------|---------|-------|--------|-------|-----|
| | total | 3309307 | 83.03 | 676303 | 16.97 | Nil |
|--|-------|---------|-------|--------|-------|-----|

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 5 of the Notice of the AGM dated 30th May, 2016 has been passed with requisite majority.

Resolution No. 6:

To ratify the remuneration payable to Cost Auditors:

| 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 | 212 | 0.03 | 676103 | 99.97 | Nil |
| | poll | 3307995 | 99.96 | 1300 | 0.04 | Nil |
| | Total | 3308207 | 83.00 | 677403 | 17.00 | Nil |

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 6 of the Notice of the AGM dated 30th May, 2016 has been passed with requisite majority.

Resolution No. 7:

To approve Related Party Transaction:

| 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 | 12 | 00 | 676303 | 100 | NIL |
| | poll | 859661 | 99.85 | 1300 | 0.15 | Nil |
| | total | 859673 | 55.92 | 677603 | 44.08 | Nil |

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 7 of the Notice of the AGM dated 30th May, 2016 has been passed with requisite majority.

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 conducted 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, 2016



Witnesses:

1. Ajit K. Saini
(Ajit KV Saini)
C-133, Raju Park
Kharpur, N.D-110062

2. Mohd- Saqib
H-45/4, Batla House,
OKhla, New Delhi -25
MOHD-SAQIB

Countersigned and received the Report:



Chairman
Dated: 30th September, 2016