

September 29, 2016

To,	To,
Compliance Department, BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Fort, Mumbai- 400001	Compliance Department, National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, G-Block, Bandra-Kurla Complex Bandra-(E), Mumbai-400051
Code No:- 539889	Code No. PARAGMILK

Dear Sir,

Sub: Declaration of Voting Results of the 24th Annual General Meeting ("AGM") of the Company pursuant to regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

With reference to the captained subject, we wish to inform that the 24th Annual General Meeting of the Company was duly convened on 29th September, 2016 at 11.30 am at Navalmal Firodia Seminar Hall, Mahratta Chamber of Commerce, Industries and Agriculture, MCCIA Trade Tower, A-Wing, 5th Floor, Senapati Bapat Road, Pune- 411016-Maharashtra.

In accordance with the applicable provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has provided the facility of remote-evoting, and the facility for electronic voting system ('Insta Poll') at the AGM on all resolutions set out in the Notice of the AGM . The Company had appointed Mr. Mohammed Aabid of M/s. Aabid & Co., Company Secretaries as Scrutinizer to supervise the entire voting process in a fair and transparent manner.

Pursuant to regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Consolidated Voting Results in the prescribed format by SEBI vide their circular no. CIR/CFD/CMD/8/2015 dated November 4, 2015.

Further the Consolidated Report of the Scrutinizer on remote e-voting and electronic Voting (Inst Poll) conducted at the AGM is also enclosed.

The Results above are being uploaded on the Company website.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For Parag Milk Foods Limited

Rachana Sanganeria

Company Secretary & Compliance Officer

ACS No. 10280









Date of the AGM/FGM			PARAG MILK FOODS LIMITED	ODS LIMITED				
Total number of shareholders on			29-09-2016					
No. of shareholders present in the meeting of	e cithor in any		8317					
Promoters and Promoter Group:	ruici ili person or tu	rough proxy:						
Public:			4					
No. of Shareholders attended the meeting through Video Conferencing	rough Video Confere	undina	41					
Promoters and Promoter Group:	0	Sucil 8						
Public:			Not Applicable		The second second			
			Not Applicable					
Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Con	ORDINARY - Consider and adopt the Audited Financial Statements of the Company for	Audited Financial S	statements of the C	ompany for the fin	ancial year ended N	the financial year ended March 31 2016 together the	
Whether promoter/ promoter group are	uchous of the p	neports or the Directors and Auditors thereon	rs thereon				801,010, 22, 2010, 108	eriier with the
interested in the agenda/resolution?	N <sub>O</sub>							
		No. of shares held No. of votos	No of for	% of Votes Polled on outstanding			% of Votes in	% of Votes
	E-Voting	Œ	polled (2)	(3)=[(2)/(1)		against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll					0	_	0,000
Promoter and Promoter Group	Postal Ballot (if applicable)	39941189	100,004		23730720	0	10	
	Total		0	0.0000	00	0	0.0000	0,0000
	E-Voting		23/30/20	59.4142	23730720	0	100	0.000
	Poll		11426110	42.3347	11426110	0	100 0000	0.0000
	Postal Ballot (if	26989950	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	applicable)		0				0.0000	0.000
	Total		11426110	47 3347	00	0	0.0000	0.0000
	E-Voting		3089	0.0100	11426110	0	100	0
	Poll		257229	1 400	3089	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if	17183443	537163	1.49/0	257229	0	100.0000	0.0000
	Total		0	0.0000	00	0	0 0000	
	Total		260318	1.515	260318	0	0.000	0.0000
	Total	84114582	35417148	42.1058	35417148	0 0	100 0000	0
Resolution No.	2						COOOL	0.0000
	ORDINARY - Consid	der and adopt the A	direct Connection					
Whather required: (Ordinary/ Special)	with the Report of	with the Report of the Auditors thereon	u	rinanciai Statemei	nts of the Company	for the financial ye	mpany for the financial year ended March 31, 2016, together	, 2016, together
interested in the agenda/resolution?								
	No							





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if 39941189						30011			No. of shares held No. of votes		ORDINARY - Appointment of Mr. Ramesh Chandak (DIN: 000)55591 had a second of the secon		84114582			(if 1/183443					26989950				ot (if 39941189			No. of shares held No. of votes		ORDINARY - Ratification of appointment of M/s. Haribhakti & CO. LLP , Chartered Accountants, (Firm Registration No. 103523W) as Statutory Auditors	
11426110	11426110	11176110	Charles and the second	23730720	0		23730720	0		Citations (Div.	nesh Chandak (DIN: i		35417148	260318	0		257770	01102411	11/26110		0	11426110	23730720	0	89			eld No. of votes		itment of M/s. Harib	
42.3347 0.0000	42.3347		29.4142	E0 4140	0.0000	7474.60	50 4143		% of Votes Polled on outstanding shares	DOLL UP SPITOCOZOOO	00026581125 22 124		42.1058	1.515	0.0000	1.49/0								0,000	59.4142		(1)/(2)/=(0)	% of Votes Polled on outstanding shares		hakti & CO. LLP , Ch	
11426110 00	11426110		23730720	00	3	23/30/20	23		tes – in	ependent Director			35100653	260318	00	257229	3089	11109615	00		3		00		23730720		favour (4)	No. of Votes – in		artered Accountan	
0		0	0	0		0	0	-	es -	of the Company			316495		٥	0		316495	0			316405					against (5)	No. of Votes –		ts, (Firm Registratio	
0.0000	200000	100,0000	100	0.0000		100.0000	0.0000	(6)=[(4)/(2)]*100	% of Votes in favour on votes polled				V901 06	0.0					0.0000	0.0000			0.0000		0 100.0000	0.0000	(6)=[(4)/(2)]*100	% of Votes in favour on votes polled		on No. 103523W) a	
0 0000	0.0000	0,0000		0.0000		0.0000	0.0000	(7)=[(5)/(2)]*100	% of Votes against on votes polled			0.8936		0.0000			0.0000		0 0000	0.0000	2.7699		0.0000			$\stackrel{\smile}{\sim}$	100	% of Votes against on votes polled		s Statutory Auditor	



E-Voting   132510   42,3347   1147510   0   0   1   1   1   1   1   1   1		100 0000	0	35417148	42.1058	3541/148	70041140		
E-Voting   11326110   0   11426110   0   100.0000		0.0000	0	260318	1.515	260318	8/11/1600	Total	
E-Voting   1325110   24.3347   11425110   0   11425110   0   11425110   0   11425110   0   11425110   0   11425110   0   11425110   0   100000   100000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   10000000   10000000   11425110   11425110   10   11425110   10   11425110   10   11425110   10   11425110   10   11425110   10   11425110   10   11425110   10   11425110   10   11425110   10   11425110   10   11425110   10   11425110   10   11425110   10   11425110   10   11425110   10   11425110   10   11425110   10   11425110   10   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   1000000   100000000		0.0000	0	00	0.0000	0		Total	
		100.0000	0	25/229	1.7570		1/103443	Postal Ballot (if	ublic- Non Institutions
E-Voting   143511   12512   13347   1147511   10   11   11   10   11   11   10   11   11   10   11   11   10   11   11   10   11   11   10   11   11   10   11   11   10   11   11   10   11   11   10   11   11   10   11   11   10   11   11   10   11   11   10   11   11   10   11   11   10   11   11   11   10   11		100.0000	0	3089	1 4970	257229	17180140	Poll	
E-Voting   Polity	)	100	O STATE OF THE PARTY OF	11426110	00100	PRUE		E-Voting	
E-Voting   2009   2000   200	<u>J</u>	0.0000	0	00	0.000	11426110		Total	
E-Voting   132510   42,334   132510   0   14	0	0.000				<b>5</b>		applicable)	Public- Institutions
E-Voting		DOD.DOT		00	0.0000	0	26989950	Postal Rallot (if	
E-Voting   1426110   42.347   11426110   0   11     Poll   257229   1.4970   257229   0   100.000     Postal Ballot (if applicable)   17183443   257229   0   0.0000   0   0.0000     Postal Ballot (if applicable)   17183443   257229   0   0.0000   0   0.0000     Postal Ballot (if applicable)   0   0.0000     Post	10			11426110	42.3347	11426110		Poll	
E-Voting   1426110   42.3447   11426110   0   11     Poll				23730720	59.4142	23/30/20		E-Voting	
E-Voting   2132510   42:347   11425110   0   11	)			00	0.0000	0		Total	
E-Voting   Poll   42.347   11426110   0   11   11   10   0   11   11	ŏ			02,007,007				applicable)	Promoter and Promoter Group
E-Voting	0			00770770	59.4142	23730720	39941189	Dotte Date of the second	
E-Voting   1345(110   42.3347   11426(110   0   11   3089   0.0180   3044   45   98.543   257229   0.0180   3044   45   98.543   257229   0.0000	3000	(6)=[(4)/(2)]*100	against (5)		(3)=[(2)/(1)]* 100	0		E-Voting	
		% of Votes in favour on votes	No. of Votes –	No. of Votes – in	otes Polled standing		No. of shares held	Mode of Voting	Category
								NO	C I securior:
	dumbe	irm Registration N	ost Accountants (Fi	Associate, Pune, C	ad 3 Desnpande & 7	or or ref a. Halallo			interested in the agenda/resolution?
E-Voting         11426110         42.3347         11426110         0           Poll         3089         0.0180         3044         45           Postal Ballot (lif         17183443         257229         1.4970         257229         0           applicable)         0         0.0000         00         0         0           Total         84114582         35417148         42.1058         35417103         45						ation of M/s Harsh	ication of Remuner	ORDINARY - Ratif	Resolution required: (Ordinary/ Special)
E-Voting         11426110         42.3347         11426110         0           Poll         3089         0.0180         3044         45           Postal Ballot (if applicable)         17183443         257229         1.4970         257229         0         0           Total         0         0.0000         0.0000         0         0         0         0         0           Total         84114582         35417148         42.1058         35417103         45         45	222							6	Resolution No.
E-Voting   11426110   42.3347   11426110   0	1/20			354		1	OCHITCO		
E-Voting   11426110   42.3347   11426110   0	077						8/11/160	Total	
E-Voting         11426110         42.3347         11426110         0           Poll         3089         0.0180         3044         45           Postal Ballot (if         17183443         257229         1.4970         257229         0         1	3							applicable) Total	- Section 11 Structure 11 Struc
11425110 42.3347 11426110 0 3089 0.0180 3044 45	000			25			1718344	Postal Ballot (if	Public Non Institution
11426110 42.3347 11426110 0	OOT					308		Poll	
	200		10	11		1142611		E-Voting	





#### SCRUTINIZERS REPORT

(Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management & Administration) Rules 2014 as amended by Companies (Management & Administration ) Rules 2015.

Dated:-September 29th, 2016

To,
The Chairman,
Parag Milk Foods Limited("the Company")
Flat No.1, Plot No.19, Nav Rajasthan Soc.,
behind Ratna, Memorial Hospital,
S.B. Road, Shivaji Nagar,
Pune - 411016, Maharashtra

Dear Sir,

Sub- Scrutinizer Report of E-Voting/Physical Instapoll Voting casted at 24th Annual General Meeting of the Company.

I, CS Mohammed Aabid, partner of Aabid & Co., Practicing Company Secretaries, Mumbai had been appointed as the Scrutinizer by the Board of Directors of the Company through Resolution dated 24 June 2016 for the purpose of scrutinizing the process of voting through remote e-voting and use of Instapoll at the 24<sup>th</sup> Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration ) Rules 2014 as amended by the Companies (Management & Administration) Rules, 2015 in respect of the below mentioned Resolutions proposed through notice dated 24th June 2016 at the 24<sup>th</sup> Annual General Meeting of the Company held on 29th September, 2016 at 11.30 am at Navalmal Firodia Seminar Hall, Mahratta Chamber of Commerce, Industries and Agriculture, MCCIA Trade Tower, A-Wing, 5th Floor, Senapati Bapat Road, Pune-411016-Maharashtra.

The Notice of the 24<sup>th</sup> Annual General Meeting for passing the ordinary business along with Statement setting out material facts under Section 102 of the Act in respect of resolutions proposed through special business to be passed by the shareholders of the Company through e-voting and poll process were duly sent to the shareholders.

The Company has availed the e-voting facility offered by Karvy Computershare Private Limited ("Karvy") for conducting remote e-voting by the shareholders of the Company. The Company has also provided voting through poll in respect of shareholders who availed the facility for voting at the 24<sup>th</sup> Annual General Meeting.

The members holding shares either in physical or dematerialized form as on the cutoff date i.e. 22nd September, 2016 were entitled to vote on the proposed resolutions to be passed at the 24<sup>th</sup> AGM. In terms of the aforesaid notice and as per the provisions of Section 108 of the Companies Act, 2013

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Mumbai Suburban Office:

4, Jainika Apartment, Opp Malcolm Baug, Next to Dena Bank,

BID &

FCS No. 6579

MUMBAI

S. V. Road, Jogeshwari (West), Mumbai - 400 102

T: +91 22 26793092 / +91 98336 48830 IE: jog@aacs.in

read with Rule 20 of the Companies (Management&Administration) Rules 2014 as amended by the Companies (Management&Administration) Rules 2015 the voting period for remote e-voting commenced on 26<sup>th</sup> September 2016 at 9.00 a.m. and ended on 28<sup>th</sup> September 2016 at 5.00 p.m. Further the members and their proxies if any exercised their voting rights at the poll conducted at the 24<sup>th</sup> Annual General Meeting of the Company.

On conclusion of the voting at the 24<sup>th</sup> Annual General Meeting, the votes cast at the meeting were scrutinized first and thereafter the votes cast through remote e-voting were reviewed on the basis of the data downloaded from Karvy e-voting system in presence of 2 witnesses.

I, now submit my consolidated report on the results of e-voting and poll conducted in relation to the Resolutions considered at the 24<sup>th</sup> AGM held on 29th September 2016 at Mumbai.

## **Resolution No 1:**

To Receive, Consider And Adopt The Audited Standalone Financial Statements Of The Company As On 31stMarch 2016 The Statement Of Profit And Loss For The Financial Year Ended As At That Date And The Directors' Report And The Auditors' Report Thereon.

#### (i) Voted In Favour Of The Resolution:

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting	46	11429199	32.27
Instapoll	41	23987949	67.73
Total	87	35417148	100

## (ii) Voted Against The Resolution:

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting			
Instapoll			
Total			THE RESERVE OF THE PARTY OF THE

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting			
Instapoll			
Total		-	



	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting			
Instapoll			
Total		-81.	

## **Resolution No 2:**

To Receive, Consider And Adopt The Audited Consolidated Financial Statement For The Financial Year Ended 31st March, 2016 Together With The Report Of The Auditors Thereon.

## (i) Voted In Favour Of The Resolution:

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting	46	11429199	32.27
Instapoll	41	23987949	67.73
Total	87	35417148	100

# (ii) Voted Against The Resolution:

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting		-	
Instapoll	-		
Total	-		

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting	•		
Instapoll	-		
Total	-		



	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting			
Instapoll			
Total			

#### Resolution no 3:

To Appoint A Director In Place Of Mr. B.M. VYAS (DIN-00043804), Who Retires By Rotation And Being Eligible, Offers Himself For Re-Appointment.

## (i) Voted In Favour Of The Resolution:

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting	45	11429134	32.27
Instapoll	41	23987949	67.73
Total	86	35417083	100

# (ii) Voted Against The Resolution:

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting			
Instapoll		_	
Total			

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting	1	65	100
Instapoll		-	100
Total	1		
	4	65	100



	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting			
Instapoll			
Total			-

## Resolution no 4:

To Ratify The Appointment Of M/S Haribhakti &Co., LLP, Statutory Auditors And Fix Their Remuneration.

## (i) Voted In Favour Of The Resolution:

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting	45	11112704	31.65
Instapoll	41	23987949	68.34
Total	86	35100653	99.99

## (ii) Voted Against The Resolution:

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting	1	316495	0.01
Instapoll			0.01
Total	1	316495	0.01

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting			
Instapoll			
Total			

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting			-
Instapoll			
Total		. // // // // // // // // // // // // //	

## **SPECIAL BUSINESS:**

## Resolution no 5:

Appointment Mr. Ramesh Chandak (DIN: 00026581) as an Independent Director:

# (i) Voted In Favour Of The Resolution:

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting	46	11429154	32.27
Instapoll	41	23987949	67.72
Total	87	35417103	99.99

## (ii) Voted Against The Resolution:

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting	1	45	0.01
Instapoll			0.01
Total	1	45	0.01

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting		- 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
Instapoll			
Total			

FCS No. 8579 MUMBAI

## (iv) Invalid Votes:

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting			
Instapoll			
Total			

## Resolution no. 6:

Ratification of remuneration of Cost Auditor.

## (i) Voted In Favour Of The Resolution:

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting	46	11429199	32.27
Instapoll	41	23987949	67.73
Total	87	35417148	100

# (ii) Voted Against The Resolution:

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting	-		
Instapoll	-		
Total			

	Number of members voted through electronic voting system and Instapoll	Number of Votes cast (Shares)	% of total number of the valid votes cast
E- voting			
Instapoll			
Total			

voted through electronic voting system and Instanoll	(Shares)	% of total number of the valid votes cast
-		
-		
	system and Instapoll	

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Compliance Officer for safe keeping.

Thanking You,

Yours faithfully,

For and on behalf of Aabid & Co.

CS Mohammed Aabid

Partner

Membership No: -F6579

CP No: - 6625