

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

27th September, 2019

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

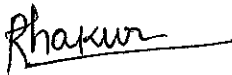
Sub: Report of Scrutinizer
Scrip Code No. : 507621

Dear Sir/Madam,

1. Report of Scrutinizer dated 27th September, 2019, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.
- (2) 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

**CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND VOTING BY
PHYSICAL BALLOT CONDUCTED AT THE 46th ANNUAL GENERAL MEETING OF M/S
MILKFOOD LIMITED**

To

**The Chairman
M/s 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 of the Companies (Management & Administration) Rules, 2014 as amended and 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 46th Annual General Meeting (AGM) held on 26th September, 2019 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 Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of 46th AGM of the members of the Company. My responsibility, as a scrutinizer for the remote e voting and physical ballot process at the AGM is restricted to give a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e voting facilities engaged by the Company and voting through Ballot paper carried out at the venue of meeting.

The remote e voting began on 23rd September, 2019 at 9.00 a.m. and ended on 25th September, 2019 at 5.00 p.m.



At the end of the remote e voting on 25th September, 2019 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.

At the venue of the 46th AGM of the Company held on 26th September, 2019, 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, 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 share Transfer Agent of the Company and the authorizations/proxies lodged with the Company.

After counting the votes casted at the venue of the AGM through ballot paper, the votes cast through remote e voting was unblocked by me in the presence of two 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:

ORDINARY BUSINESS:

Resolution No. 1:

(1) To receive, consider and adopt:

- (a) the audited standalone financial statements of the Company for the financial year ended 31st March, 2019 alongwith the Report of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2019 along with the Report of Auditors thereon.

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	303	0.03	866550	99.97	NIL
	poll	3299428	100	NIL	NIL	NIL
	Total	3299731	79.20	866550	20.80	NIL

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 24th May, 2019 has been passed with requisite majority.

Resolution No. 2:

To appoint a Director in place of Mrs. Preeti Mathur, Director (DIN: 07951647), who retires by rotation at this Annual General Meeting and being eligible, offers herself 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	303	0.03	866550	99.97	NIL
	poll	3299428	100	NIL	NIL	NIL
	Total	3299731	79.20	866550	20.80	NIL

Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 24th May, 2019 has been passed with requisite majority.

SPECIAL BUSINESS:

Resolution No. 3:

Re appointment of Mrs. Asha Gadi (DIN: 00110734) as an Independent Director for a second term:

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 Special Resolution	e-voting	303	0.03	866550	99.97	NIL
	poll	3299428	100	NIL	NIL	NIL
	Total	3299731	79.20	866550	20.80	NIL

Based on the aforesaid results, I report that Special Resolution as contained in Item No. 3 of the Notice of the AGM dated 24th May, 2019 has been passed with requisite majority.

Resolution No. 4:

To ratify the remuneration payable to the Cost Auditors for the financial year 2019-20:

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	294	0.03	866559	99.97	NIL
	poll	3299428	100	NIL	NIL	NIL
	Total	3299722	79.20	866559	20.80	NIL



Based on the aforesaid results, I report that Ordinary Resolution as contained in Item No. 4 of the Notice of the AGM dated 24th May, 2019 has been passed with requisite majority.

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	897994	100	NIL	NIL	NIL
	Total	898288	50.90	866559	49.10	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 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	897994	100	NIL	NIL	NIL
	Total	898288	50.90	866559	49.10	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 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.

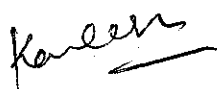
Based on the aforesaid results, I report that, all the resolutions stand passed with the requisite majority.



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

Practicing Company Secretary

ACS 13862

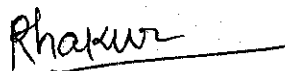
CP No. 10451

Place: Delhi

Date: 27th September, 2019



Countersigned and received the Report



Company Secretary

Dated: 27th September, 2019

MILK FOOD LTD AGM 2019

Date of the AGM: 26 th Sep 2019

Total number of shareholders on record date: '4307' No. of Shares: '4886440'

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group :	2	No. of Shares:	2400084
Public :	37	No. of Shares:	1389457

Detail of the Agenda:

Promoter/Public	Mode of Voting	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
		(1)	(2)	$[(2)/(1)]*100$	(4)	(5)	$[(4)/(2)]*100$	$[(5)/(2)]*100$

1. To receive consider and adopt the audited financial statements of the Company for the year ended March 31, 2019, 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, 2019.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	2400084	2400084	100	2400084	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	2400084	2400084	100	2400084	0	100	0
Public - Institutional holders	E-Voting	378688	375588	99.18	0	375588	0	100
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	378688	375588	99.18	0	375588	0	100
Public-Others	E-Voting	2107668	491265	23.31	303	490962	0.06	99.94
	Poll	0	899344	42.67	899344	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	2107668	1390609	65.98	899647	490962	64.69	35.31
Total		48,86,440	41,66,281	85.26209	32,99,731	8,66,550	79.20087	20.79913



2. To reappoint Mrs. Preeti Mathur, Director(DIN: 07951647), who retires by rotation.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0	0
	Poll	2400084	100	2400084	0	100	2400084	0	100
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	2400084	100	2400084	0	100	2400084	0	100
Public – Institutional holders	E-Voting	375588	99.18	375588	0	375588	0	375588	100
	Poll	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	375588	99.18	375588	0	375588	0	375588	100
Public-Others	E-Voting	491265	23.31	303	490962	0.06	490962	0.06	99.94
	Poll	899344	42.67	899344	0	100	899344	0	100
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	1390609	65.98	899647	490962	64.69	899647	490962	64.69
Total	48,86,440	85.26209	32,99,731	8,66,550	79.20087	32,99,731	8,66,550	79.20087	20.79913

3. To reappoint Mrs. Asha Gadi (DIN: 00110734), as an Independent Director for a second term.

Special Resolution

Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0	0
	Poll	2400084	100	2400084	0	100	2400084	0	100
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	2400084	100	2400084	0	100	2400084	0	100
Public – Institutional holders	E-Voting	375588	99.18	375588	0	375588	0	375588	100
	Poll	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	375588	99.18	375588	0	375588	0	375588	100
Public-Others	E-Voting	491265	23.31	303	490962	0.06	490962	0.06	99.94
	Poll	899344	42.67	899344	0	100	899344	0	100
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	1390609	65.98	899647	490962	64.69	899647	490962	64.69
Total	48,86,440	85.26209	32,99,731	8,66,550	79.20087	32,99,731	8,66,550	79.20087	20.79913



4. To ratify the remuneration payable to Cost Auditors for the financial year 2019-20. Ordinary Resolution

Special Resolution

Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0	0	0	0	0	0
	Poll	2400084	100	2400084	0	2400084	0	100	0	0	100	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0
Public – Institutional holders	Total	2400084	100	2400084	0	2400084	0	100	0	100	0	0	0
	E-Voting	378688	99.18	375588	0	375588	0	375588	0	375588	0	100	0
	Poll	0	0	0	0	0	0	0	0	0	0	0	0
Public-Others	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0
	Total	378688	99.18	375588	0	375588	0	375588	0	375588	0	100	0
	E-Voting	2107668	23.31	491265	294	899344	490971	0.06	99.94	0.06	99.94	0	0
Total	Poll	0	0	0	0	899344	0	100	0	100	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0
	Total	2107668	65.98	1390609	899638	490971	54.69	35.31	79.20066	8.66,559	20.79934	0	0
Total		48,86,440	85.26209	41,66,281	32,99,722	8,66,559	79.20066	20.79934	50.89892	8,66,559	49.10108	35.34	49.10108

5. Remuneration of Ms. Roshini Sanah Jaiswal, Executive Director (Operation). Ordinary Resolution

Special Resolution

Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0
Public – Institutional holders	Total	0	0	0	0	0	0	0	0	0	0	0	0
	E-Voting	378688	99.18	375588	0	375588	0	100	0	375588	0	100	0
	Poll	0	0	0	0	0	0	0	0	0	0	0	0
Public-Others	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0
	Total	378688	99.18	375588	0	375588	0	100	0	375588	0	100	0
	E-Voting	2107668	23.31	491265	294	899344	490971	0.06	99.94	0.06	99.94	0	0
Total	Poll	0	0	0	0	897994	0	100	0	100	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0	0	0	0
	Total	2107668	65.91	1389259	898288	490971	64.66	35.34	50.89892	8,66,559	49.10108	35.34	49.10108
Total		24,86,356	70.98127	17,64,847	8,98,288	8,66,559	50.89892	35.34	50.89892	8,66,559	49.10108	35.34	49.10108



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

Special Resolution

Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0
Public – Institutional holders	Total	0	0	0	0	0	0	0	0	0
	E-Voting	375588	99.18	0	375588	0	375588	0	375588	100
	Poll	0	0	0	0	0	0	0	0	0
Public-Others	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0
	Total	375588	99.18	0	375588	0	375588	0	375588	100
	E-Voting	491265	23.31	294	490971	0.06	490971	0.06	490971	99.94
Total	Poll	897994	42.61	897994	0	100	897994	0	897994	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0	0
	Total	1389259	65.91	898288	490971	64.66	490971	64.66	490971	35.34
		17,64,847	70.98127	8,98,288	8,66,559	50.89892	8,66,559	50.89892	49.10108	
		24,86,356	70.98127	8,98,288	8,66,559	50.89892	8,66,559	50.89892	49.10108	

