

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of Modern Dairies Limited will be held at its Registered Office at 136 K.M., G.T. Road, Karnal-132001 (Haryana) on Monday, the 28th September, 2015 at 11:00 a.m to transact the following business:-

AS ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. 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 re-appointment.
3. To ratify the appointment of Statutory Auditors and fix their remuneration for the Financial Year 2015-16 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time and pursuant to the resolution passed by the members at the 22nd Annual General Meeting (AGM) held on 24th September, 2014 in respect of appointment of the Statutory Auditors, M/s. Walker Chandio & Co. LLP, Chartered Accountants, (Firm Reg. No. 001076N), till the conclusion of the AGM to be held in the year 2019, the Company hereby ratifies and confirms the appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants, (Firm Reg. No. 001076N) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company to be held in the year 2016 to examine and audit the accounts of the Company for the Financial Year 2015-16 on such remuneration as may be fixed by the Board of Directors of the Company."

AS SPECIAL BUSINESS:

4. To appoint Dr. Renu Vig (DIN: 07234892) as a Non Executive Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013, and the rules framed there under read with relevant Schedules of

the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement Dr. Renu Vig (DIN: 07234892), who was appointed as a Non Executive Independent Director (Additional Director) of the Company by the Board of Directors with effect from 1st July, 2015, pursuant to the provisions of Section 149 and 161 (1) and other applicable provisions of the Companies Act, 2013 and who holds office up to the date of 23rd Annual General Meeting and who has submitted a declaration that she meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years commencing from 28th September, 2015."

5. To approve the Material Related Party transactions with Modern Dairyfarms Limited and in this regard to consider and, if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT the approval of the Members of the Company be and is hereby accorded pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under and pursuant to the provisions of the revised Clause 49 of the Listing Agreement entered into with the Stock Exchanges, including any amendment, modification, variation or re-enactment thereof, to the Board of Directors of the Company to enter into transactions for sale/ purchase of goods and to provide / avail services to / from Modern Dairyfarms Limited, a related party, under Section 2(76) of the Companies Act, 2013 and under the applicable Accounting Standard, subject to a maximum aggregate transactions of ₹ 225 Crores in a financial year on such terms and conditions as may be mutually agreed between the Company and Modern Dairyfarms Limited at the prevailing market prices and at arms length basis".

"RESOLVED FURTHER THAT the Board of Directors and/ or any of the Key Managerial Personnel of the Company be and is/ are hereby authorized jointly and/or severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

6. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2016 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time and such other permissions as may be necessary, the shareholders hereby ratify the remuneration of ₹ 60,000/- plus service tax and out of pocket expenses payable to M/s. Aggarwal Vimal & Associates, Cost Accountants, who were appointed by the Board of Directors of the Company to conduct the audit of the Cost records of the Company for the Financial Year ending 31st March, 2016.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board

Place : Chandigarh
Dated: 8th August, 2015

Anubha Garg
Company Secretary

Registered Office:

136 K.M., G.T. Road,
Karnal –132001 (Haryana)
CIN: L74899HR1992PLC032998
Email: secretarial@moderndairies.com

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

3. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, is annexed hereto.
4. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. Members who wish to obtain any information on the Company or view the Accounts for the financial year ended 31st March, 2015, may send their queries at least 10 days before the Annual General Meeting to the Company Secretary at Company’s Office at SCO 98-99, Sub-City Centre, Sector 34, Chandigarh-160022.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2015 to 28th September, 2015 (both days inclusive).
8. Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their addresses, bank details, mandate etc., to their respective Depository Participant (DP). These changes will be automatically reflected in Company’s records, which will help the Company to provide efficient and better services to the Members. The Members holding shares in physical form are requested to intimate immediately change of address, if any, to the Company’s Registrar and Transfer Agent.
9. As per the provisions of the Companies Act, 2013 and the rules made thereunder and the Listing Agreement, the Shareholders can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. Shareholders who have not registered their e-mail address with the Company can now register the same by submitting duly filled-in ‘E-Communication Registration Form’ attached at the end of this report (also available on our website www.moderndairies.com), with MCS Share Transfer Agent Limited / Investors Service Department of the Company. The Members holding shares in electronic form are requested to register their e-mail addresses with their Depository Participants only. Even after registering for e-communication the Shareholders of the Company are entitled to receive such communication in physical form, upon request.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding

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shares in physical form can submit their PAN to the Company / MCS Share Transfer Agent Limited.

11. Soft copy of the Annual Report for the financial year 2014-15 is being sent to all the Members, whose email IDs are registered with the Company/ Depositors Participant(s) for communication purposes. For Members who have not registered their email address, physical copies of the Annual Report for the financial year 2014-15 is being sent in the permitted mode.
12. Soft copy of the Notice of the 23rd Annual General Meeting of the Company, inter-alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 23rd Annual General Meeting of the Company, inter-alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for the financial year 2014-15 will also be available on the Company's website www.moderndairies.com for their download. For any communication, the Members may also send requests at email ID: secretarial@moderndairies.com
14. Procedure for "Remote E-Voting"
Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - I. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - II. The remote e-voting period commences on 25th September, 2015 (9:00 a.m.) and ends on 27th September, 2015 (5:00 p.m.). During this period Members of the Company, holding shares either in

physical form or in dematerialized form, as on the cut-off date of 21st September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.

A. In case a Member receives an email from NSDL:

- i) Open email and open PDF file, viz; "Moderndairies e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - iii) Click on Shareholder – Login
 - iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) Home page of "e-voting" opens. Click on "e-Voting: Active Voting Cycles".
 - vii) Select "EVEN" of Modern Dairies Limited.
 - viii) Now you are ready for "e-voting" as "Cast Vote" page opens.
 - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi) Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail to sharmasarinassociate@yahoo.com or secretarial@moderndairies.com with a copy marked to evoting@nsdl.co.in.
 - xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- ### **B. In case a Member receives physical copy of the Notice of AGM:**
- i) Initial User ID and Password is provided with the copy of this notice in separate slip.
 - ii) Please follow all steps from Sl. No. A(ii) to Sl. No. A(xi) above, to cast vote.

- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com
- IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
- V. You can also update your mobile number and e-mail ID in the user profile details of the folio, which may be used for sending future communication(s).
- VI. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 21st September, 2015.
- VII. Mr. Gurvinder Singh Sarin, MFC, LLB, FCS, Practising Company Secretary (Membership No. FCS 4025) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VIII. The scrutiniser shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in the favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- IX. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.moderndairies.com and on the website of NSDL and communicated to the BSE Limited.
- 15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection, at the Registered Office of the Company, during normal business hours (9:00 AM to 5:00 PM) on all working days (except on public holidays), upto the date of the Annual General Meeting.

By order of the Board

Place : Chandigarh
 Dated: 8th August, 2015

Anubha Garg
 Company Secretary

Registered Office:

136 K.M., G.T. Road,
 Karnal –132001 (Haryana)
 CIN: L74899HR1992PLC032998
 Email: secretarial@moderndairies.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 4

The Board of Directors of the Company appointed Dr. Renu Vig (DIN: 07234892) as Additional Non Executive Independent Director of the Company, pursuant to the provisions of the Companies Act, 2013, and the rules framed thereunder and clause 49 of the Listing agreement.

In terms of Section 149 read with Clause No. 49 (II)(A) (1) of the Listing Agreement, every listed Company is required to appoint an Independent Woman Director. Further Section 149(10) of the Companies Act, 2013 provides that the Independent Directors shall hold office for a term upto 5 consecutive years and shall not be liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Companies Act, 2013.

Dr. Renu Vig is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing her candidature for the office of Director of the Company.

The Company has also received declaration from her that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Dr. Renu Vig fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Agreement. Dr. Renu Vig is independent of the management of the Company.

Details as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange are provided as a part of notice.

Copy of the draft letter for appointment of Dr. Renu Vig as an Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for appointment of Dr. Renu Vig as a Non Executive Independent Director for a period of 5 consecutive years with effect from 28th September, 2015.

Dr. Renu Vig is interested in the resolution set out at Item No. 4 of the Notice with regard to her appointment.

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The relatives of Dr. Renu Vig may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM NO. 5

Modern Dairyfarms Limited is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and under the applicable Accounting Standard.

The Audit Committee of Directors and the Board of Directors of the Company in their meetings held on 29th May, 2015 approved the related party transactions with Modern Dairyfarms Limited for sale / purchase of goods and to provide / avail services to / from Modern Dairyfarms Limited, a related party, subject to a maximum aggregate transactions of ₹ 225 Crores in a financial year. Under the provisions of revised Listing Agreement entered into with the stock Exchange, a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The clause further provides that all Material Related Party Transactions shall require approval of the shareholders through special resolution. Since the transactions with Modern Dairyfarms Limited are estimated to be upto ₹ 225 crores in a financial year, which exceeds 10% of the annual consolidated turnover of the Company as per the audited financial statement as on 31st March, 2015, the transactions are required to be approved by the shareholders as a Special Resolution. The said transactions are in the ordinary course of business of the Company and wherever required are on a cost plus appropriate mark-up in adherence with the arms length principle.

Other details as required as per the Companies (Meetings of Board and its Powers) Rules, 2014.

1. Name of the Related Party : Modern Dairyfarms Limited
2. Name of the Director or key managerial personnel who is related, if any : Mr. Krishan Kumar Goyal, Chairman & Managing Director and Mr. Ashwani Kumar Aggarwal, Executive Director of the Company.

3. Nature of relationship : Related Party

4. Nature, material terms, monetary value and particulars of the contract or arrangement:

Sale / purchase of goods / provide / avail services to / from Modern Dairyfarms Limited, at the prevailing market prices and at arms length basis

5. Monetary value:

Estimated amount upto ₹ 225 crores in a Financial Year.

6. Any other information relevant or important for the Members to take a decision on the proposed resolution.: Nil

The copies of the contract setting out the terms and conditions is available at the registered office of the Company for inspection by any Member of the Company during business hours.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 5 of the Notice for approval of transactions with Modern Dairyfarms Ltd.

Mr. Krishan Kumar Goyal, Chairman & Managing Director and Mr. Ashwani Kumar Aggarwal, Executive Director are interested in the resolution set out at Item No. 5 of the Notice.

The relatives of Mr. Krishan Kumar Goyal, Chairman & Managing Director and Mr. Ashwani Kumar Aggarwal, Executive Director of the Company may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM NO. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016 subject to the ratification of the remuneration payable to the Cost Auditors by the shareholders of the Company in accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6

of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

By order of the Board

Place : Chandigarh
Dated: 8th August, 2015

Anubha Garg
Company Secretary

Registered Office:
136 K.M., G.T. Road,
Karnal –132001 (Haryana)
CIN: L74899HR1992PLC032998
Email: secretarial@modern dairies.com

INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT IN ANNUAL GENERAL MEETING FIXED ON 28TH SEPTEMBER, 2015, PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

1. Name of the Director : Mr. Krishan Kumar Goyal

Date of Birth : 06.09.1956

Date of Appointment : 16.07.2012

Expertise in specific functional area : Mr. Krishan Kumar Goyal, aged 58 years, is a Commerce & Law graduate. He is energetic and dynamic person. He has a vast experience in manufacturing industry and is well versed with the modern management practices. He is also Mg. Director of Modern Steels Ltd.

He has served many positions in the Confederation of Indian Industry (CII) including Chairman, CII Chandigarh Council (NR) from 2003-2006. He has also served as member of Board of Governors, Punjab Engineering College, Chandigarh.

Qualification : B.Com, LLB

List of outside Directorships held :

- i) Modern Steels Limited
- ii) PHI Business Solutions Limited
- iii) Chandigarh Finance Pvt. Ltd.
- iv) Bharat Forgings Pvt. Ltd.

Chairman/Member of the Committee of the Board of Directors of the Company : Nil

Chairman/Member of the Committee of Directors of other Companies : Nil

Shareholding in the Company : As on 31st March 2015, Mr. Krishan Kumar Goyal holds 2295943 Equity Shares of the Company.

2. Name of the Director : Dr. Renu Vig

Date of Birth : 07.10.1963

Date of Appointment : 01.07.2015

Expertise in specific functional area : Dr. Renu Vig, aged 51 years is PhD with specialization in Artificial Intelligence and Neural Networks. Dr. Renu Vig has vast experience of more than 28 years in academic and administration. She is Director in UIET since Sept, 2009, Professor in UIET since 2005, Dean, Faculty of Engineering, Panjab University, Chandigarh, Guiding PhD Research in the area of Signal Processing, Network and Software Security. She has Published 71 papers and is Co-author of 2 books.

Qualification : PhD - specialization in Artificial Intelligence and Neural Networks.

List of outside Directorships held: Nil

Chairman/Member of the Committee of the Board of Directors of the Company : Nil

Chairman/Member of the Committee of Directors of other Companies : Nil

Shareholding in the Company : As on 31st March 2015, Dr. Renu Vig holds NIL Equity Shares of the Company.

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MODERN DAIRIES LIMITED

CIN: L74899HR1992PLC032998

Registered Office: 136 K.M., G.T. Road, Karnal - 132001 (Haryana)

Email: secretarial@modern dairies.com, **Website:** www.modern dairies.com

Phone: (0172) 2609001/2, **Fax:** (0172) 2609000

GREEN INITIATIVE IN CORPORATE GOVERNANCE

Dear Shareholder,

In case you have not registered your email address for receiving communication from Company in electronic mode, you may submit the Registration Form given herein below to the Share Transfer Agents namely M/s. MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110 020 or to the Company at its office at Modern Dairies Limited, S.C.O. 98-99, Sub City Centre, Sector 34, Chandigarh-160 022. Shareholders holding shares in demat mode are requested to register their email addresses with their respective Depository Participants.

E-COMMUNICATION REGISTRATION FORM

(As per the provisions of the Companies Act, 2013 and the rules made thereunder and the Listing Agreement)

Folio No. / DP ID & Client ID :

Name of 1st Registered Holder :

Name of Joint Holder(s) :

Registered Address :

E-mail ID (to be registered) :

I/we shareholder(s) of Modern Dairies Limited agree to receive communication from the Company in electronic mode. Please register my/our above e-mail id in your records for sending communication through e-mail.

Signature:

Date:

Note : Shareholder(s) are requested to keep the Company / Depository Participant informed as and when there is any change in the e-mail address.



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ATTENDANCE SLIP

MODERN DAIRIES LIMITED

CIN: L74899HR1992PLC032998

Registered Office: 136 K.M., G.T. Road, Karnal - 132001 (Haryana)

Email: secretarial@moderndairies.com, **Website:** www.moderndairies.com

Phone: (0172) 2609001/2, **Fax:** (0172) 2609000

23RD ANNUAL GENERAL MEETING

Member's / Proxy's name in Block Letters _____

Address _____

No. of Shares held _____

I / We hereby record my/our presence at the 23rd Annual General Meeting of the Company at 136 K.M., G.T. Road, Karnal –132001 (Haryana) at 11:00 a.m.

Member's Folio / DP ID-Client ID No.

Member's/Proxy's signatures

Note:

1. Please complete the Attendance Slip and handover at the entrance of the Meeting venue.
2. Soft copy of the Annual Report for FY 2014-15 and the Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Depository Participant / Company through email only unless any member has requested for a hard copy of the same. Members receiving soft copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy and copy of the Annual Report for 2014-15 is being sent separately.
4. Shareholders are requested to bring their copy of the Notice alongwith them at the Annual General Meeting as the copies of the same will not be distributed at the meeting.



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PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management & Administration) Rules, 2014]

MODERN DAIRIES LIMITED

CIN: L74899HR1992PLC032998

Registered Office: 136 K.M., G.T. Road, Karnal - 132001 (Haryana)

Email: secretarial@modern dairies.com, **Website:** www.modern dairies.com

Phone: (0172) 2609001/2, **Fax:** (0172) 2609000

Name of the member(s): _____

Registered Address: _____

Email ID: _____

Folio No./Client ID/DPID: _____

I/We, being the member(s) of _____ holding _____ shares of above named Company, hereby appoint:-

1. Name: _____ Address: _____
Email ID: _____ Signature: _____ or failing him

2. Name: _____ Address: _____
Email ID: _____ Signature: _____ or failing him

3. Name: _____ Address: _____
Email ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on **Monday, the 28th September, 2015 at 11:00 a.m** at Registered Office at : 136 K.M., G.T. Road, Karnal –132001 (Haryana) and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. Adoption of Audited Balance Sheet as at 31st March, 2015, Statement of Profit & Loss for the year ended on that date, and the Directors' and Auditors' Reports thereon.
2. Reappointment of Mr. Krishan Kumar Goyal (DIN: 00482035), who retires by rotation.
3. Ratification of appointment of Walker Chandiook & Co. LLP, Chartered Accountants, as Statutory Auditors and fixing their remuneration for the Financial Year 2015-16.

Special Business

4. Appointment of Dr. Renu Vig (DIN: 07234892) as a non executive Independent Director for a period of 5 years.
5. Ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31st March, 2016.
6. Approval of Material Related Party Transactions with Modern Dairyfarms Limited.

Signed this ____ day of _____ 2015

Signature of Shareholder

Signature of Proxy holder(s)

Affix
revenue
stamp
₹1

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.