

**MODERN DAIRIES LTD.**

Corporate Office : 98-99, Sub City Centre, Sector 34, Chandigarh -160 022 (INDIA)
Tel : +91-172-2609001, 2609002, Fax : +91-172-2609000
E-mail : info@modern dairies.com, CIN : L74899HR1992PLC032998

Regd. Office & Works : PB No. 3, 136 KM, G.T. Road, Karnal - 132 001 (Haryana)

Ref: MDL/SECT/BSE/
Date: 30th September, 2015

The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001
Tel : 022 – 22721233

**Sub: Outcome of 23rd Annual General Meeting held on 28th September, 2015
and declaration of results of Remote e-voting and Poll at the AGM**

Ref: Modern Dairies Limited (Scrip Code: 519287).

Dear Sir,

Pursuant to Clause 35 of the Listing Agreement and pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, **Modern Dairies Limited** had provided remote e-voting facility to its members to enable them to cast their votes electronically on the resolutions proposed in the Notice of the 23rd Annual General Meeting. The E-Voting period remained open from 25th September, 2015 (9:00 a.m.) upto 27th September, 2015 (5:00 p.m.). Total number of shareholders as on Cut-off date for e-voting were 13470.

The Board of Directors had appointed Mr. G.S. Sarin (FCS No. 4025) of M/s. Sharma Sarin and Associates, Company Secretaries, Chandigarh, as the Scrutinizer for remote e-voting and poll. The Scrutinizer has carried out the scrutiny of all the electronic votes and on the Poll at the 23rd Annual General Meeting and submitted his report on 30th September, 2015. Copy of the Scrutinizer's report is attached.

Based on the Reports of the Scrutinizer, all resolutions as set out in the Notice of the 23rd AGM have been duly approved by the Members with requisite majority.

This is for your information and necessary action please.

Thanks & Regards
For Modern Dairies Limited

(Company Secretary)
Place: Chandigarh
Date: 30th September, 2015

Enclosure. Scrutinizer's Report

Partners

P D Sharma

M.A., LL.B. (A), FCS

G S Sarin

B.Com., LL.B., MFC, FCS



SHARMA SARIN & ASSOCIATES

COMPANY SECRETARIES

OFFICE

SCO 186-188, First Floor, Adj. Ghazal Restaurant,
Sector 17-C, Chandigarh-160 017 (Entry Backside)

Telefax : 0172-5012112, 5079239 Tel. 0172-5079110

e-mail : sharmasarinassociate@yahoo.com

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Website : www.cslaws.com

REPORT OF SCRUTINIZER

(E-VOTING)

[Pursuant to Clause 35B of the Listing Agreement and pursuant to section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

MODERN DAIRIES LIMITED

136 K. M., G.T. ROAD

KARNAL, HARYANA (132001)

Sir

I, G.S. Sarin, Partner of M/s Sharma Sarin and Associates, Company Secretaries, Chandigarh, was appointed as Scrutinizer for the 23rd (Twenty third) Annual General Meeting of the Shareholders of "Modern Dairies Limited" (hereinafter referred to as 'the Company') to be held on Monday, the 28th September, 2015 at 11:00 A.M. at 136 K. M., G.T. ROAD, KARNAL, HARYANA (132001), for the purpose of scrutinizing the E-Voting process in a fair and transparent manner and ascertaining the requisite majority on E-Voting carried out as per Clause 35B of the Listing Agreement and the provisions of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.


The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and Poll on the resolutions contained in the Notice to the 23rd Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and poll is restricted to make a Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited.



We submit our Report as under:

1. As required under Section 101 of the Companies Act, 2013, a notice of the Annual General Meeting of the Company alongwith explanatory statement under section 102 of the Act was sent to the Shareholders by Registered Post for seeking approval of members on the proposed 6 (Six) resolutions as mentioned in the Notice.
2. The E-Voting period remained open from 9.00 AM on Friday, September 25, 2015 upto 5.00 PM on Sunday, September 27, 2015.
3. The Votes were unblocked on September 29, 2015 in the presence of two witnesses, namely, Mr. G. S. Sarin, Company Secretary, residing at # 2274, Sector 47-C, Chandigarh, 160047 and Mr. Rajiv Sanger, residing at H. No 222, Hospital Road, Kotla Nala, Solan, H.P. who are not in employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence.


(G. S. Sarin)


(Rajiv Sanger)

4. The result of the e-voting is as under:

(a) Resolution No. 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:

(i) Voted in favour of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
04	642805	100%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes: Nil

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil



(b) Resolution No. 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.

(i) Voted in favour of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
04	642805	100%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

(c) Resolution No. 3

To ratify the appointment of Statutory Auditors and fix their remuneration for the Financial Year 2015-16.

(i) Voted in favour of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
04	642805	100%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



(iii) Invalid votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

d) Resolution No. 4

To appoint Dr. Renu Vig (DIN: 07234892) as a non executive Independent Director.

(i) Voted in favour of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
04	642805	100%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

(e) Resolution No. 5

To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2016.

(i) Voted in favour of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
04	642805	100%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



(iii) Invalid votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

(f) Resolution No. 6

To approve the Material Related Party transactions with Modern Dairyfarms Limited.

(i) Voted in favour of the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
04	642805	100%

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members voted through e-voting system whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

Thanking you

Yours faithfully

For Sharma Sarin & Associates
Company Secretaries

Place: Chandigarh

Date: 30th September, 2015


G. S. Sarin
Partner

FCS No. 4025, CP No. 2751

**SHARMA SARIN AND ASSOCIATES
COMPANY SECRETARIES
SCO 186-187, FF, SECTOR 17-C,
CHANDIGARH**

**FORM No. MGT-13
Report of Scrutinizer**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

23rd Annual General Meeting of the Equity Shareholders of "Modern Dairies Limited" held on Monday, 28th September, 2015 at 11.00 A.M. at 136 K. M., G.T. ROAD, KARNAL, HARYANA (132001)

Dear Sir,

I, G.S. Sarin, Partner of M/s Sharma Sarin and Associates, Company Secretaries, Chandigarh, was appointed as Scrutinizer for the purpose of votes cast (by E-voting and by poll) on taken on the below mentioned resolutions, at the 23rd Annual General Meeting of the Equity Shareholders of "Modern Dairies Limited" held on Monday, 28th September, 2015 at 11.00 A.M. at 136 K. M., G.T. ROAD, KARNAL, HARYANA (132001)

We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company. No proxies were lodged
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:



(a) Resolution No. 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:

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
54	11621817	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

(b) Resolution No. 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.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
41	3689730	100%



(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

(c) Resolution No. 3

To ratify the appointment of Statutory Auditors and fix their remuneration for the Financial Year 2015-16.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
54	11621817	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil



**(d) Resolution No. 4
To appoint Dr. Renu Vig (DIN: 07234892) as a non executive Independent Director.**

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
54	11621817	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

**(e) Resolution No. 5
To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2016.**

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
54	11621817	100%

(ii) Voted against the resolution:



Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

(f) Resolution No. 6

To approve the Material Related Party transactions with Modern Dairy farms Limited

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
41	3689730	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.
 7. The consolidated result of the votes cast (by E-voting and by poll) is provided as Annexure-1 to this Report.
- Thanking you

Place: Chandigarh

Date: 30th September, 2015

Yours faithfully
For Sharma Sarin & Associates
Company Secretaries




FCS No. 4025, CP No. 2751

Annexure -1

Consolidated Result of Voting (by E-Voting and Poll) for Resolution No. 1 to 6 of the
Notice of the 23rd Annual General Meeting of "Modern Dairies Limited" held on
Monday, 28th SEPTEMBER, 2015 at 11.00 AM

Resolution No.	1	2	3	4	5	6
Type of Resolution	ORDINARY	ORDINARY	ORDINARY	ORDINARY	ORDINARY	SPECIAL
Total Valid Votes Cast	642805	642805	642805	642805	642805	642805
	10979012	3046925	10979012	10979012	10979012	3046925
	11621817	3689730	11621817	11621817	11621817	3689730
Voted in favour of Resolution	642805	642805	642805	642805	642805	642805
	10979012	3046925	10979012	10979012	10979012	3046925
	11621817	3689730	11621817	11621817	11621817	3689730
%	100%	100%	100%	100%	100%	100%

For Sharma Sarin & Associates
Company Secretaries


 G. S. Sarin
 Partner

FCS No. 4025, CP No. 2751

Place: Chandigarh
Date: 30th SEPTEMBER, 2015