

**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: 13<sup>th</sup> September, 2017

The Secretary  
BSE Limited  
PhirozeJeejeebhoy Towers  
Dalal Street, Mumbai-400001

**Sub: Outcome of 25<sup>th</sup> Annual General Meeting held on 11<sup>th</sup> September, 2017  
and declaration of results of Remote e-voting and Poll at the AGM**

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

Dear Sir,

Pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 **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 25<sup>th</sup> Annual General Meeting. The E-Voting period remained open from 8th September, 2017 (9:00 a.m.) upto 10th September, 2017 (5:00 p.m.).

The Board of Directors had appointed Mr. Bhupesh Gupta (Membership No. FCS 4590) of M/s. B. K. Gupta & 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 25<sup>th</sup> Annual General Meeting and submitted his report on 13<sup>th</sup> September, 2017. 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 25<sup>th</sup> 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

*Anubha Garg*  
(Company Secretary)



**CONSOLIDATED SCRUTINIZER REPORT**

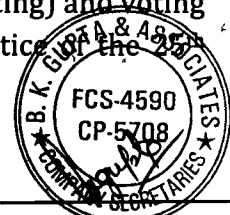
**(Pursuant to Section 108 & 109 of the Companies Act, 2013 and amended Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014**

To  
The Chairman  
**Modern Diaries Limited**

25<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Modern Diaries Limited** held on 11.09.2017 at 11:00 a.m. at the Registered Office of the Company at 136 K.M., G.T. Road, Karnal-132001(Haryana).

Dear Sir,

1. I, **Bhupesh Gupta**, of **B.K. Gupta & Associates**, Practicing Company Secretaries at 49/65, Harpal Nagar, Near Gulmor Hotel, Ferozepur Road, Ludhiana, was appointed as Scrutinizer by the Board of Directors of **Modern Diaries Limited** for the purpose of scrutinizing e-voting process (remote e-voting) and voting by the use of ballot at the meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management And Administration) Rules, 2014 in respect of the below mentioned resolutions proposed at the 25<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on 11.09.2017 at 11:00 a.m. at the Registered Office of the Company at 136 K.M., G.T. Road, Karnal-132001(Haryana), submit our report as under.
2. The Public Advertisement with respect to dispatch of the notices and conducting of voting through electronic means was published in an English Newspaper "**Financial Express**" of wide circulation on **18.08.2017** and a Vernacular Newspaper "**Aaj Samaj**" on **18.08.2017**.
3. The remote e-voting period commenced on **08<sup>th</sup> September, 2017** at **09:00 a.m.** and ended on **10<sup>th</sup> September, 2017** at **05:00 p.m.**, the NSDL Portal was blocked for voting thereafter.
4. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by ballots by the Shareholders on the resolutions proposed in the Notice of the 25<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on 11.09.2017 at 11:00 a.m. at the Registered Office of the Company at 136 K.M., G.T. Road, Karnal-132001(Haryana), submit our report as under.



Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of the ballot at the meeting are conducted in a fair and transparent manner and render Consolidate Scrutinizer Report of the total votes cast in the favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depositories Limited (NSDL) and the report prepared on the basis of votes casted through ballot process.

5. I, hereby submit Consolidated Scrutinizer's Report pursuant to Rule 20(4) (xii) on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.

6. The results of the voting is as under:

**A. Resolution-1: Ordinary Resolution**

Adoption of Companies Audited Balance Sheet, Statement of Profit and Loss, together with report of Board of Auditors & Directors

**i. Voting through Electronic Means**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
15	2981097	99.983

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	500	0.017

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0



**ii. Voting through Ballot**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
46	7842592	100.00

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0

c) **Invalid**votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

**iii. Consolidated E-Voting And Ballot**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
61	10823689	99.999

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	500	0.001

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0



### **RESULT FOR RESOLUTION NO.1**

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 25<sup>th</sup> AGM were more than the votes cast against it, I report that an Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as an Ordinary Resolution .

#### **B. Resolution-2: Ordinary Resolution**

Re-appointment of Mr. Krishan Kumar Goyal (DIN: 00482035) as a Director of the Company who retires by rotation.

##### **i. Voting through Electronic Means**

a) Voted in **favour** of the resolution:

<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of the total number of valid votes cast</b>
14	2981047	99.982

b) Voted **against** the resolution:

<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of the total number of valid votes cast</b>
2	550	0.018

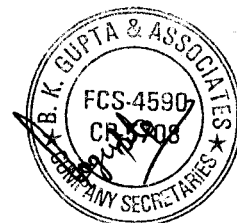
c) **Invalid** votes:

<b>Total Number of members whose votes are declared invalid</b>	<b>Total number of votes cast by them</b>
0	0

##### **ii. Voting through Ballot**

a) Voted in **favour** of the resolution:

<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of the total number of valid votes cast</b>
46	7842592	100.00



b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0

c) **Invalid**votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. **Consolidated E-Voting And Ballot**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
60	10823639	99.999

b) Voted **against** the resolution:

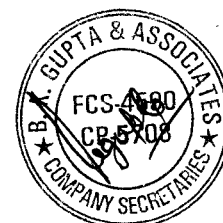
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	550	0.001

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

**RESULT FOR RESOLUTION NO.2**

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 25<sup>th</sup> AGM were more than the votes cast against it, I report that an Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as an Ordinary Resolution .



### C. Resolution-3: Ordinary Resolution

Ratification of Appointment of M/s. Aaryaa & Associates (Firm Reg. No. 015935N) Statutory Auditors of the Company for the Financial Year 2017-18 and to fix their remuneration

#### i. Voting through Electronic Means

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
14	2981047	99.982

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	550	0.018

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

#### ii. Voting through Ballot

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
46	7842592	100.00

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0



c) **Invalid votes:**

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. **Consolidated E-Voting And Ballot**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
60	10823639	99.999

b) Voted **against** the resolution:

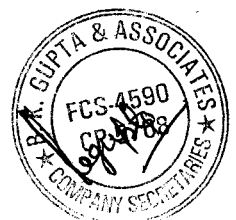
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	550	0.001

c) **Invalid votes:**

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

**RESULT FOR RESOLUTION NO.3**

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 25<sup>th</sup> AGM were more than the votes cast against it, I report that an Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as an Ordinary Resolution .





**D. Resolution-4: Special Resolution**

Re-Appointment of Mr. Krishan Kumar Goyal (DIN: 00482035) as Chairman Cum Managing Director of the Company.

**i. Voting through Electronic Means**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
14	2981047	99.982

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	550	0.018

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

**ii. Voting through Ballot**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
46	7842592	100.00

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0



c) **Invalid votes:**

<b>Total Number of members whose votes are declared invalid</b>	<b>Total number of votes cast by them</b>
0	0

iii. **Consolidated E-Voting And Ballot**

a) Voted in **favour** of the resolution:

<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of the total number of valid votes cast</b>
60	10823639	99.999

b) Voted **against** the resolution:

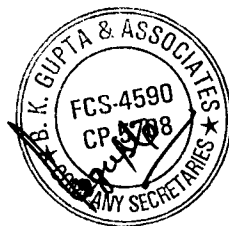
<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of the total number of valid votes cast</b>
2	550	0.001

c) **Invalid votes:**

<b>Total Number of members whose votes are declared invalid</b>	<b>Total number of votes cast by them</b>
0	0

**RESULT FOR RESOLUTION NO.4**

As the number of votes cast in favour of Special Resolution mentioned in the Notice of 25<sup>th</sup> AGM were more than the three fourth of votes cast against it, I report that the Special Resolution in respect of the above mentioned business has been passed by the Shareholders as Special Resolution .



**E. Resolution-5: Special Resolution**

Re-Appointment of Mr. Ashwani Kumar Aggarwal (DIN 00486430) as Executive Director of the Company.

**i. Voting through Electronic Means**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
14	2981047	99.982

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	550	0.018

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

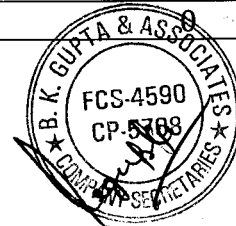
**ii. Voting through Ballot**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
46	7842592	100.00

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	



c) **Invalid votes:**

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. **Consolidated E-Voting And Ballot**

a) Voted in **favour** of the resolution

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
60	10823639	99.999

b) Voted **against** the resolution:

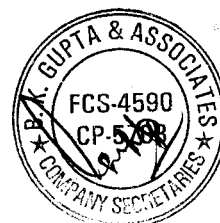
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	550	0.001

c) **Invalid**votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

**RESULT FOR RESOLUTION NO.5**

As the number of votes cast in favour of Special Resolution mentioned in the Notice of 25<sup>th</sup> AGM were more than the three fourth of votes cast against it, I report that the Special Resolution in respect of the above mentioned business has been passed by the Shareholders as Special Resolution.



**F. Resolution-6: Ordinary Resolution**

Ratification of the remuneration of the Cost Auditors for the financial year 2017-18.

**i. Voting through Electronic Means**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
13	2935681	98.46

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	45916	1.54

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

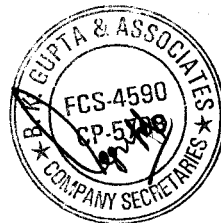
**ii. Voting through Ballot**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
46	7842592	100.00

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0



c) **Invalid votes:**

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. **Consolidated E-Voting And Ballot**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
59	10778273	99.576

b) Voted **against** the resolution:

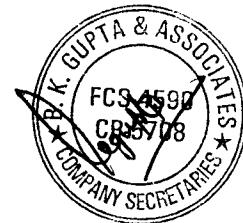
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	45916	0.424

c) **Invalid votes:**

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

**RESULT FOR RESOLUTION NO. 6**

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 25<sup>th</sup> AGM were more than the votes cast against it, I report that the an Ordinary Resolution in respect of the above mentioned business has been passed by the Shareholders as an Ordinary Resolution.




7. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 25<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

**Thanking You.**

Place: Ludhiana  
Dated: 12.09.2017

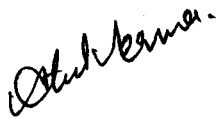
**Yours faithfully,  
For B.K. Gupta & Associates**

  
(Bhishm Gupta)  
C.P. NO: 4590  
Scrutinizer

We the undersigned witness that the votes polled through ballot were opened and processed in our presence. Further votes were unblocked from the e-voting website of National Securities Depositories Limited (NSDL) ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and also opened and processed in our presence at **3.50 p.m.** on 11<sup>th</sup> September, 2017.



(Divyansh Jain)  
8214/17, New Maya Nagar  
Haibowal Kalan, Ludhiana-141001



(Atul Verma)  
B-1-253, Guru Nanak Pura,  
Civil Lines, Ludhiana. - 141001.