



MODERN DAIRIES LTD.

Corporate Office : 92/99, Sub. City Centre, Sector 34, Chandigarh - 160 022 (INDIA)
Tel : 91-172-2609002, Fax : 91-172-2609000
E-mail : info@moddairies.com

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

Corporate Identity No. (CIN) L74899HR1992PLC032998

Ref: MDL/SECT/BSE/

Date: 26th September, 2014

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

**SUB : OUTCOME OF 22ND ANNUAL GENERAL MEETING HELD ON 24TH SEPT, 2014
AND DECLARATION OF RESULTS OF E-VOTING AND POLL**

Dear Sir,

Pursuant to Clause 35B 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, **Modern Dairies Limited** (the Company) had provided e-voting facility to its members to enable them to cast their votes electronically on the resolutions proposed in the Notice of the 22nd Annual General Meeting. The E-Voting period remained open from Tuesday, September 16, 2014 at 9.00 AM upto Thursday, September 18, 2014 at 6.00 PM.

Further, in line with section 107 of the Companies Act, 2013, voting by show of hands was not permitted at the Annual General meeting where e-voting has been offered to the members. Therefore, at the 22nd AGM, voting was conducted by means of poll.

The Board of Directors had appointed Mr. G.S. Sarin of M/s Sharma Sarin and Associates, Company Secretaries, Chandigarh, as the Scrutinizer for e-voting and poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received till 6.00 PM on 18th September, 2014 and on the Poll at the 22nd Annual General Meeting and submitted his report on 20th September, 2014 and 25th September, 2014, respectively.

The results of the evoting and poll are as under :-





Resolution No.	1	2	3	4	5	6	7	10	11
	Adoption of Audited Balance Sheet as at 31.03.2014 Statement of Profit & Loss for the year ended on that date, and the Directors and Auditors Reports thereon.	Reappointment of Mr. Ashwani Kumar Aggarwal, who retires by rotation.	Appointment of Walker Chandiok & Co. LLP, Chartered Accountants, as Auditors and fixing their remuneration.	Appointment of Dr. Bhupendra Nath Mathur as an independent Director.	Appointment of Prof. Satish Kapoor as an independent Director.	Appointment of Dr. Avtar Krishan Vashisht as an independent Director.	Appointment of Mr. Krishan Kumar Goyal as Chairman & Managing Director of the Company.	Approval under Section 180(1)(c) of the Companies Act, 2013 regarding borrowing powers to the Board of Directors.	Approval under section 186 regarding powers to the Board of Directors to invest.
Type of Resolution	Ordinary	Ordinary	Ordinary	Ordinary	Ordinary	Ordinary	Special	Special	Special
Total Valid E-voting	265399	265399	265399	265399	265399	265399	265399	265399	265399
Votes Cast	10069050	10068650	10069050	10069050	10069050	10069050	3135735	10068850	10068250
Total	10334449	10334049	10334449	10334449	10334449	10334449	3401134	10333849	10333649
Voted in favour of Resolution	265399	265399	265399	264799	264799	264799	265399	265299	264799
Poll	10069050	10068650	10069050	10068850	10068850	10069050	3135735	10068850	10068250
Total	10334449	10334049	10334449	10333649	10333649	10333849	3401134	10334149	10333749
%	100.00%	100.00%	100.00%	99.99%	99.99%	99.99%	100.00%	99.999%	99.994%
Voted against Resolution	0	0	0	600	600	600	0	100	600
Poll	0	0	0	200	200	0	0	0	0
Total	0	0	0	800	800	600	0	100	600
%	0.00%	0.00%	0.00%	0.01%	0.01%	0.01%	0.00%	0.001%	0.01%



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Based on the Reports of the Scrutinizer, all resolutions as set out in the Notice of the 22nd 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)



Place: Chandigarh

Date: 26th September, 2014

Enclosure. Scrutinizer's Report

**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

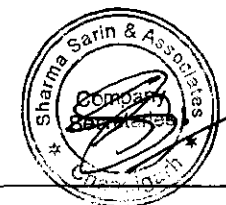
22nd Annual General Meeting of the Equity Shareholders of "Modern Dairies Limited" held on Wednesday, 24th September, 2014 at 11.00 A.M. at 136 K. M., G.T. ROAD, KARNAL ,HARYANA (132001)

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 the poll taken on the below mentioned resolutions, at the 22nd Annual General Meeting of the Equity Shareholders of "Modern Dairies Limited" held on Wednesday, 24th September, 2014 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 boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were 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. 7 (Seven) authorizations / 7 (seven) proxies were lodged with the Company.



3. I did not find any poll papers invalid.

4. The result of the Poll is as under:

(a) Resolution No. 1

Adoption of Audited Balance Sheet as at 31st March, 2014, Statement of Profit & Loss for the year ended on that date, and the Directors and Auditors Reports 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
53	10334449	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

Reappointment of Mr. Ashwani Kumar Aggarwal, who retires by rotation.



(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
52	10334049	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:

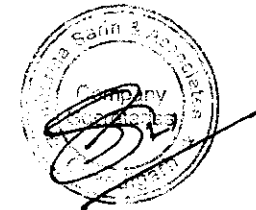
Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

(c) Resolution No. 3

Appointment of Walker Chandiook & Co. LLP, Chartered Accountants, as Auditors and fixing their remuneration.

(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
53	10334449	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

Appointment of Dr. Bhupendra Nath Mathur as an 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
51	10333649	99.99%

(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
2	800	00.01%



(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

Appointment of Prof. Satish Kapoor as an 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
51	10333649	99.99%

(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
2	800	00.01%

(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

Appointment of Dr. Avtar Krishan Vashisht as an 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
52	10333849	99.99%

(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
1	600	00.01%

(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

(g) Resolution No. 7

Appointment of Mr. Krishan Kumar Goyal as Chairman & Managing Director of the Company.

(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	3401134	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

(h) Resolution No. 8

Appointment of Mr. Ashwani Kumar Aggarwal as Executive Director of the Company.

(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
52	10334049	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

(i) Resolution No. 9

Approval under Section 180(1)(c) of the Companies Act, 2013 regarding borrowing powers to the Board of Directors.

(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
51	10334149	99.999%

(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
1	100	00.001%

(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



(j) Resolution No. 10

Approval under Section 180 (1) (a) of the Companies Act 2013 for mortgaging and/or charging, the whole or substantially the whole of the Company undertakings in favour of the Lenders, Financial Institutions, Banks, Agents and/or Trustees etc..

(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
50	10333749	99.999%

(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
1	100	00.001%

(iii) Invalid votes:

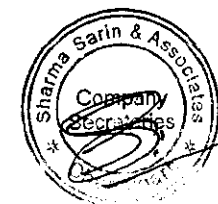
Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

(k) Resolution No. 11

Approval under section 186 regarding powers to the Board of Directors to invest.

(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
48	10333049	99.99%



(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
2	600	00.01%

(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: 26th Septmber, 2014

Yours faithfully
For Sharma Sarin & Associates

Company Secretaries



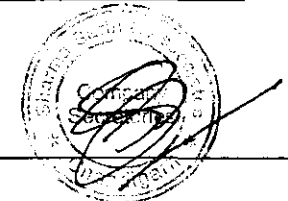
G. S. Sarin
Partner

FCS No. 4025, CP No. 2751

Annexure -1

Consolidated Result of Voting (by E-Voting and Poll) for Resolution No. 1 to 11 of the
Notice of the 22nd Annual General Meeting of "Modern Dairies Limited" held on
Wednesday, 24TH SEPTEMBER, 2014 at 11.00 AM

Resolution No.		1	2	3	4	5	6	7	8	9	10	11
Type of Resolution		Ordinary	Ordinary	Ordinary	Ordinary	Ordinary	Ordinary	Special	Special	Special	Special	Special
Total Valid Votes Cast	E-voting	265399	265399	265399	265399	265399	265399	265399	265399	265399	265399	265399
	Poll	10069050	10068650	10069050	10069050	10069050	10069050	3135735	10068650	10068850	10068450	10068250
	Total	10334449	10334049	10334449	10334449	10334449	10334449	3401134	10334049	10334249	10333849	10333649
Voted in favour of Resolution	E-voting	265399	265399	265399	264799	264799	264799	265399	265399	265299	265299	264799
	Poll	10069050	10068650	10069050	10068850	10068850	10069050	3135735	10068650	10068850	10068450	10068250
	Total	10334449	10334049	10334449	10333649	10333649	10333849	3401134	10334049	10334149	10333749	10333049
	%	100.00%	100.00%	100.00%	99.99%	99.99%	99.99%	100.00%	100.00%	99.999%	99.999%	99.994%
	E-voting	0	0	0	600	600	600	0	0	100	100	600



Voted against Resolution	Poll	0	0	0	200	200	0	0	0	0	0	0
	Total	0	0	0	800	800	600	0	0	100	100	600
	%	0.00%	0.00%	0.00%	0.01%	0.01%	0.01%	0.00%	0.00%	0.001%	0.001%	0.01%

Place: Chandigarh

Date: 25th SEPTEMBER, 2014

For Sharma Sarin & Associates
Company Secretaries



S. Sarin
Partner

FCS No. 4025, CP No. 2751