



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 Sept., 2019

M/s. BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001

Dear Sir,

Sub: Submission of voting results of AGM held on 28th September, 2019, along with Combined Scrutinizer Report

Reg: Scrip Code: 519287

This is to inform you that the 27th Annual General Meeting of Modern Dairies Limited ("the Company") was held on Saturday, the 28th September, 2019.

In this regard and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Companies Act, 2013 please find attached herewith the Combined Scrutinizer Report.

Please acknowledge the receipt of the same.

Thanking you

Yours truly,
For **MODERN DAIRIES LIMITED**

Mansi
Mansi Gupta
Authorised Signatory

CONSOLIDATED SCRUTINIZER REPORT

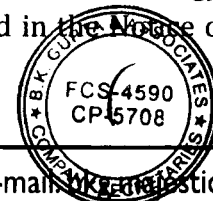
(Pursuant to Section 108 & 109 of the Companies Act, 2013 and amended Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014

To
The Chairman
Modern Dairies Limited

27th Annual General Meeting of the Equity Shareholders of **Modern Dairies Limited** held on 28.09.2019 at 11:30 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 SCF-47, Near Abiss, Rishi Nagar Market, Ludhiana, was appointed as Scrutinizer by the Board of Directors of **Modern Dairies 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 27thAnnual General Meeting of the Equity Shareholders of the Company held on 28.09.2019 at 11:30 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 **07.09.2019** and a Vernacular Newspaper "**Aaj Samaj**" on **07.09.2019**.
3. The remote e-voting period commenced on **25th September, 2019 at 09:00 a.m.** and ended on **27th September, 2019 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 there under 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



27th 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

Consideration and adoption of the audited financial statements of the company for the financial year ended 31st March, 2019 together with the reports of the Directors' and Auditors' thereon.

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
2	52	22.414

- b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	77.586

- 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
35	9715519	100.000

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
37	9715571	99.998

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.002

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 numbers of votes cast in favor of Ordinary Resolution mentioned in the Notice of 27th 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

To Appoint a Director in Place of Mr. Krishan Kumar Goyal, Chairman and Managing Director of the company, who retires at this annual general meeting and being eligible offered himself for re-appointment.

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
2	52	22.414

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	77.586

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
29	3279204	100.000



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
2	2828972

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
31	3279256	99.995

b) Voted **against** the resolution:

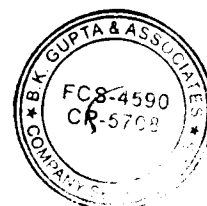
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.005

c) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
2	2828972

RESULT FOR RESOLUTION NO.2

As the numbers of votes cast in favour of Ordinary Resolution mentioned in the Notice of 27th 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

Re-Appointment of M/s. Aaryaa & Associates, Chartered Accountants as Statutory Auditors of the company from conclusion of 27th AGM to conclusion of 30th AGM 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
2	52	22.414

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	77.586

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
35	9715519	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
37	9715571	99.998

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.002

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 27th 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. Satish Kumar Kapoor as a Non-Executive Independent Director of the company for the second term of three consecutive years.

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
2	52	22.414

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	77.586

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
35	9715519	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
37	9715571	99.998

b) Voted **against** the resolution:

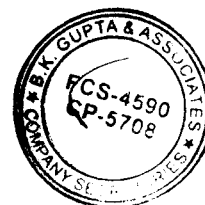
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.002

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.4

As the number of votes cast in favour of Special Resolution mentioned in the Notice of 27th AGM were more than the three fourth of votes cast against it, I report that an Special Resolution in respect of the above mentioned business has been passed by the Shareholders as a Special Resolution .



E. Resolution-5: Special Resolution

Re-Appointment of Mr. Avtar Krishan Vashisht as an Non-Executive Independent Director of the company for the second term of three consecutive years.

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
2	52	22.414

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	77.586

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
35	9715519	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
37	9715571	99.998

b) Voted **against** the resolution:

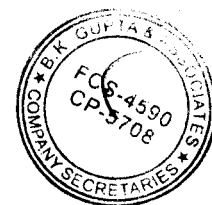
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.002

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 27th AGM were more than the three fourth of votes cast against it, I report that a Special Resolution in respect of the above mentioned business has been passed by the Shareholders as a Special Resolution.



F. Resolution-6: Ordinary Resolution

Ratify the Remuneration of the Cost Auditors M/s, Aggarwal Vimal & Associates for the financial year ending 31st March, 2020.

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
2	52	22.414

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	77.586

c) **Invalid** votes:

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

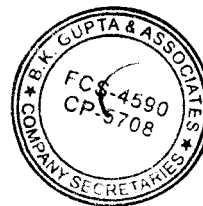
ii. Voting through Ballot

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
35	9715519	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
37	9715571	99.998

b) Voted **against** the resolution:

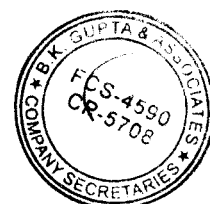
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.002

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 numbers of votes cast in favour of an Ordinary Resolution mentioned in the Notice of 27th 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.



G. Resolution-7: Special Resolution

Adoption of New Set of Memorandum of Association/Articles of Association as per Companies Act, 2013.

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
2	52	22.414

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	77.586

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
35	9715519	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
37	9715571	99.998

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.002

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.7

As the numbers of votes cast in favour of Special Resolution mentioned in the Notice of 27th AGM were more than the three fourth of votes cast against it, I report that Special Resolution in respect of the above mentioned business has been passed by the Shareholders as a Special Resolution.



H. Resolution-8: Special Resolution

Approval of Remuneration paid to Mr. Krishan Kumar Goyal as Managing Director from 1st April 2017.

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
2	52	22.414

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	77.586

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
29	3279204	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
2	2828972

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
31	3279256	99.995

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.005

c) **Invalid votes:**

Total Number of members whose votes are declared invalid	Total number of votes cast by them
2	2828972

RESULT FOR RESOLUTION NO.8

As the numbers of votes cast in favour of Special Resolution mentioned in the Notice of 27th AGM were more than the three fourth of votes cast against it, I report that Special Resolution in respect of the above mentioned business has been passed by the Shareholders as a Special Resolution.



I. Resolution-9: Special Resolution

Approval of Remuneration paid to Mr. Ashwani Kumar Aggarwal as an Executive Director from 1st April 2017.

iv. Voting through Electronic Means

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

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
2	52	22.414

e) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	77.586

f) **Invalid** votes:

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

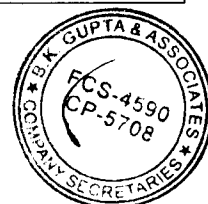
v. Voting through Ballot

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

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
34	9715119	100.00

e) 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



f) **Invalid votes:**

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

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

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

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
36	9715171	99.998

e) Voted **against** the resolution:

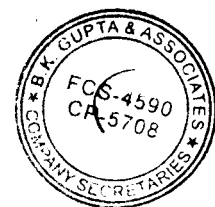
Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	180	0.002

f) **Invalid votes:**

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

RESULT FOR RESOLUTION NO.9

As the numbers of votes cast in favour of Special Resolution mentioned in the Notice of 27th AGM were more than the three fourth of votes cast against it, I report that Special Resolution in respect of the above mentioned business has been passed by the Shareholders as a Special Resolution.

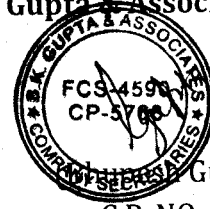


7. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 27th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You.

Place: Ludhiana
Dated: 30.09.2019

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



(B.K. 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) and also opened and processed in our presence at 04.18 p.m. on 28th September, 2019.

Himanshu

1. Himanshu

Mohit Verma

2. Mohit Verma