

**MODERN DAIRIES LTD.**

Corporate Office : 98/99, Ind. City Centre, Sector-34, Chandigarh - 160 022 (INDIA)
Tel. : +91-172-2690001-2690002, Fax : +91-172-2690000
E-mail : info@moderndairies.com, CIN : L748999HR1992PLC0121990

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

**Ref: MDL/SECT/BSE/
Date: 01st October, 2022**

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

Dear Sir,

Sub: Submission of voting results of AGM held on 30th September, 2022, along with Combined Scrutinizer Report

Reg: Scrip Code: 519287

This is to inform you that the 30th Annual General Meeting of Modern Dairies Limited ("the Company") was held on Friday, the 30th September, 2022 through Video Conferencing or Other Audio-Visual Means (VC/OAVM).

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**





SANGER & ASSOCIATES
COMPANY SECRETARIES & TRADEMARK AGENT
OFFICE: SCO 47, SECOND FLOOR, SECTOR-4, PANCHKULA – 134112
Phone: 01724044139 | Mob: +919736700139, 917018265149
Email id: sangerassociates@gmail.com
Peer Review Certificate no. 1217/2021

FORM No. MGT-13

Report of Scrutinizer(s)

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

CONSOLIDATED SCRUTINIZER'S REPORT

To,
The Chairman
MODERN DAIRIES LIMITED
CIN L74899HR1992PLC032998
136 K.M., G.T. ROAD, KARNAL, HR 132001 IN

30TH Annual General Meeting of the Members of Modern Dairies Limited Held on Friday the 30th September, 2022 at 11:00 a.m. Through Video Conferencing / Other Audio-Visual Means

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on remote e-voting & e-voting conducted pursuant to section 108 & 109 of the Companies Act, 2013 ("the Act") read with rules 20 & 21 of the Companies (Management & Administration) Rules, 2014 further read with General Circular Nos. 20/2020, 21/2021, 02/2021, 20/2020, 17/2020 and 14/2020 issued by the Ministry of Corporate Affairs (MCA)

I, Rajeev Kumar Sanger, Proprietor of Sanger & Associates, Practicing Company Secretary appointed as Scrutinizer by the Board of Directors of MODERN DAIRIES LIMITED for the purpose of scrutinizing remote e-voting process and e-voting as per



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Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with MCA circulars dated May 5, 2020, January 13, 2021, December 14, 2021 and May 05, 2022 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 and January 15, 2021 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on resolution(s) set out in the notice convening the 30TH Annual General Meeting of the Members of Modern Dairies Limited Held on Friday the 30th September, 2022 at 11:00 a.m. at through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), in a fair and transparent manner. I hereby submit my report as under in respect of the below mentioned resolution

The MCA vide its general circular has allowed companies to convene General Meeting of members through VC / OAVM during the present times of COVID-19 pandemic crisis. Voting by means of poll at the AGM by filing physical ballot papers is therefore dispensed with as no physical AGM is convened. Members who have not voted during the remote e-voting period but attending the AGM, are now allowed to cast their vote by e-voting conducted at the AGM. The e-voting process thus includes the consolidated number of e-votes cast during the remote e-voting period and the e-votes cast at the AGM.

Responsibility

My responsibility as a Scrutinizer for the remote e-voting process and e-voting conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report for the votes casted 'in favour' or 'against' the resolutions as stated in the said Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facility conducted at AGM, in a fair and transparent manner.





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Based on confirmation received from the Company, I submit my report as under:

1. The Notice Dated 27th August, 2022, as confirmed by the company was sent to the shareholders in respect of the below mentioned resolutions proposed at the meeting of the company through electronic mode to those members whose email addresses are registered with the Company/ Depositories in compliance with the MCA Circular dated 5th May, 2020 read with circular dated 8th April 2020, 13th April 2020, 13th January, 2021, December 14, 2021 and May 05, 2022 and SEBI Circular dated 12th May, 2020, 15th January, 2021 and 13th May, 2022.
2. The members holding shares in physical mode or not having email ID registered with their Depository Participants or Registrar & Share Transfer Agent of the company, were given special facility to get their email ID registered to receive the notice electronically and participate in remote e-voting process. As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with the Circular, the company has given a public advertisement in “Financial Express” (English Newspaper) and Jansatta (Hindi Newspaper) on Tuesday 6th September, 2022.
3. The said Notice was dispatched on the basis of Register of Members made available by RTA of the Company and the list of beneficial owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 27TH August. 2022
4. As per Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has published advertisement about providing E-voting facility in Newspapers named “Financial Express” (English Newspaper) and Jansatta (Hindi Newspaper) on Tuesday 6th September, 2022.





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5. The Members of the Company as on the 'cut-off' date i.e. Friday, 23rd September, 2022, were entitled to vote on the resolutions as set-out in Item Nos. 1. to 7. of the Notice convening the 30th AGM of the Company.
6. The Company had provided remote e-voting facility offered by National Securities Depository Limited (NSDL) to the shareholders of the Company.
7. The remote e-voting was kept open for 3 days from 09:00 AM on Tuesday, 27th September, 2022 and remained open up to 5:00 PM on Thursday, 29th September, 2022.
8. During the 30th AGM of the Company held on 30th Day of September, 2022, The Company has also provided e-voting facility for 30 minutes after the conclusion of the Annual General Meeting, for shareholders who have not voted during the above-mentioned period.
9. The results of voting through remote e-voting and e-voting are as under:





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a) Resolution No. 1

ORDINARY BUSINESS: To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2022, together with the reports of the Directors' and Auditors' thereon.:

I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	94	8887003.00	99.9997
Voting through Polling paper (in person or by proxy)	0	0	0
Total	94	8887003.00	99.9997

II. Voted against the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	6	28	0.0003
Voting through Polling paper (in person or by proxy)	0	0	0.00
Total	6	28	0.0003





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III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0





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b) Resolution No. 2

ORDINARY BUSINESS: 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 reappointment

I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	91	8886787.000	99.9973
Voting through Polling paper (in person or by proxy)	0	0	0
Total	91	8886787.000	99.9973

II. Voted against the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	9	244.000	0.0027
Voting through Polling paper (in person or by proxy)	0	0	0.00
Total	9	244.000	0.0027





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III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0





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c) Resolution No. 3

ORDINARY BUSINESS: To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	92	8886987.000	99.9995
Voting through Polling paper (in person or by proxy)	0	0	0
Total	92	8886987.000	99.9995

II. Voted against the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	8	44.000	0.0005
Voting through Polling paper (in person or by proxy)	0	0	0.00
Total	8	44.000	0.0005





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III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0





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d) Resolution No. 4

SPECIAL BUSINESS: To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2023 and pass the following resolution as an Ordinary Resolution:

I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	92	8886987.000	99.9997
Voting through Polling paper (in person or by proxy)	0	0	0
Total	92	8886987.000	99.9997

II. Voted against the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	7	29	0.0003
Voting through Polling paper (in person or by proxy)	0	0	0.00
Total	7	29	0.0003

III. Invalid Votes;





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Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0





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e) Resolution No. 5

SPECIAL BUSINESS: Appointment of Dr. Sanjay Kaushik (DIN: 09631258) as a Non-Executive Independent Director of the Company.

I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	92	8886802.000	99.9974
Voting through Polling paper (in person or by proxy)	0	0	0
Total	92	8886802.000	99.9974

II. Voted against the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	8	229.0	0.0026
Voting through Polling paper (in person or by proxy)	0	0	0.00
Total	8	229.0	0.0026





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III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0





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η Resolution No. 6

SPECIAL BUSINESS: Appointment of Dr. Meena Sharma (DIN: 07241589) as a Non-Executive Independent Director of the Company.

I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	91	8886787.00	99.9974
Voting through Polling paper (in person or by proxy)	0	0	0
Total	91	8886787.0	99.9974

II. Voted against the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	8	229	0.0026
Voting through Polling paper (in person or by proxy)	0		0.00
Total	8	229	0.0026

III. Invalid Votes;

Mode of Voting	Total number of members	Total number of votes cast by them
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	whose votes were declared invalid	
E-voting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0





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g) Resolution No. 7

SPECIAL BUSINESS: Appointment of Mr. Ajay Kumar Sharma (DIN: 09710194) as a Non-Executive Independent Director of the Company.

I. Voted in favour of the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	91	8886787.000	99.9973
Voting through Polling paper (in person or by proxy)	0	0	0
Total	91	8886787.000	99.9973

II. Voted against the resolution;

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	9	244.000	0.0027
Voting through Polling paper (in person or by proxy)	0	0	0.00
Total	9	244.000	0.0027





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III. Invalid Votes;

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Thanking You,
Yours Faithfully

**For M/s Sanger & Associates
Company Secretaries**



CS Rajeev Kumar Sanger
M. No. A58369
C.O.P. No. 22007
UDIN: A058369D001107318
Date: 01.10.2022
Place: Panchkula

Counter Signed by

KRISHAN
KUMAR
GOYAL

Digitally signed
by KRISHAN
KUMAR GOYAL
Date: 2022.10.01
13:06:48 +05'30'

Krishan Kumar Goyal
Chairman
Date: 01.10.2022
Place: Chandigarh