

Prabhat Dairy Limited



May 7, 2019

Where Goodness Begins

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai Ref. Scrip Code : 539351	National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Ref: Symbol – PRABHAT
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Sub: Notice of Extra Ordinary General Meeting and E-voting

Ref.: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

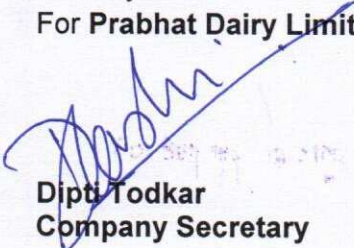
This is to inform you that an Extra Ordinary General Meeting of the Company will be held on **Wednesday, the 29th day of May, 2019 at 12:00 noon** at 121/2A, At post Ranjankhol, Taluka Rahata, Shrirampur, Dist. Ahmednagar – 413720 Maharashtra to transact the business as set forth in the Notice of the Meeting dated April 25, 2019.

The Company is also providing the E-voting facility to the members in accordance with Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Rules, 2015, through Karvy Fintech Private Limited ("KFPL"). The cut-off date for E-voting is May 22, 2019. The remote e-voting shall commence on Sunday, May 26, 2019 (9:00 AM IST) and ends on Tuesday, May 28, 2019 (17:00 PM IST). The remote e-voting module shall be disabled by KFPL for voting after 5.00 P.M IST on May 28, 2019 and voting shall not be allowed thereafter.

The Notice of Extra Ordinary General Meeting of the Company is being enclosed and the same is also available on the Company's website i.e, <http://www.prabhatdairy.in/investor-desk/stock-exchange-fillings.html>.

Kindly take the same on your records.

Thank you
For Prabhat Dairy Limited


Dipti Todkar
Company Secretary



Encl.:A/a

Regd. Office:

Gut No. 121/2 To 121/4 At: Ranjankhol, Po: Tilaknagar,
Tal. Rahata, Dist: Ahmednagar, Pin: 413720,
State: Maharashtra, Country: India.
T: 02422-665550 To 99 F: 02422-265816

Corporate Office:

Plot No. D-37/4, TTC Industrial Area, MIDC, Turbhe,
Navi Mumbai - 400705, Maharashtra, India.
T: 022-41287700
W: www.prabhatdairy.in

Pune Office:

2nd floor, Kataria Chambers, Sanewadi, Aundh,
Pune - 411007, Above Reliance Footprint
T: 020 - 25885043
W: www.prabhatdairy.in

PRABHAT DAIRY LIMITED

CIN: L15203PN1998PLC013068

Registered Office: Gut No. 122, At Post Ranjankhol, Post Tilaknagar, Taluka Rahata, Shrirampur
Ahmednagar, MH-413720

Email: investor@prabhatdairy.in; Website: www.prabhatdairy.in

Tel.: +91-2422-265995, +91-22-41287700

NOTICE OF EXTRA ORDINARY GENERAL MEETING OF EQUITY SHAREHOLDERS OF PRABHAT DAIRY LIMITED

Day	:	Wednesday
Date	:	29 th May, 2019
Time	:	12.00 noon
Venue	:	121/2A, At Post Ranjankhol, Taluka, Rahata, Shrirampur, Ahmednagar, Maharashtra-

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NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting (EGM) (1/2019-20) of the Members of Prabhat Dairy Limited will be held on **Wednesday, 29th May, 2019 at 12:00 noon** at 121/2A, At Ranjankhol, Post Tilaknagar, Taluka Rahata, Shrirampur, Dist. Ahmednagar – 413720 Maharashtra to transact the following special business(es):-

Item No. 1

To consider and, if thought fit, approve the following Special resolution under Section 13 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 45 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“LODR”) for the change of name of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section(s) 4, 13, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities, the consent of the members be and is hereby accorded to change the name of the Company from “PRABHAT DAIRY LIMITED” to “PRABHAT AGRIVET INDUSTRIES LIMITED” as approved by the Registrar of Companies.

RESOLVED FURTHER THAT the Name Clause being Clause I (Name Clause) of the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is “PRABHAT AGRIVET INDUSTRIES LIMITED”.

RESOLVED FURTHER THAT the extant name of the Company wherever appearing in the Memorandum and Articles of Association of the Company be changed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.

RESOLVED FURTHER THAT any of the Board of Directors or the Company Secretary of the Company, be and are hereby severally authorized to file for making application for change of name & to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.”

Item No. 2

To consider and, if thought fit, approve the following special resolution under Section 4, Section 13 and Section 15 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013 for the change of objects of the Memorandum of Association of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section(s) 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s),

regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities, the consent of the members of the Company be and is hereby accorded to replace and substitute Clause III (A) of the Memorandum of Association by the following new Clauses:

1. To manufacture, buy, sell, exchange, alter, improve, import, export, prepare for market and otherwise deal in food products and animal fodder, feed concentrates, feed additives, mineral mixture, vitamins, De-oiled cakes, feed supplement, seeds and foods, food grain, crops as jawar, wheat, rice, milos, maize, pulses, bajra, gram, oil seeds, soya bean, sunflower, grapes, sugarcane, tobacco, potato sweet and otherwise, betel leaves, vegetable of any description, veterinary medicines / biological and products of the like for the use in livestock development.
2. To manufacture, produce, process, use, buy or otherwise acquire, sell, distribute, import, export and deal in and dispose of and or to engage in the business of food stuffs and feeds all kinds and varieties of sea foods, animal foods, brewers, distillers, cold storage, brokers of foods, live and dent stock, agriculture, horticulture, betel leaves, and other allied activities and industries connected with agriculture and horticulture, poultry, dairy farming, breeding hatcheries.
3. To cultivate, produce or deal in any vegetable or fruit products, food items, vegetable oils, neebra oil, oil cakes and by products thereof and to carry on all or any of the business of dairymen, milk contractors, dairy farmers, millers, surveyors, and vendors of milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provision of all kinds, growers of and dealers, in corn, hay and straw, seedsmen and nurserymen and to buy, sell, manufacture and trade in any goods usually traded in any of the above business or any other business inclusive of staple foods and medicinal preparations from milk, vegetable and animal products or any substitute for any, them associated with the farming interests.
4. To undertake, design, prepare, plan, layout, maintain, develop, deal, buy, sell, render, service, distribute, make, establish and run farms, cattles, cattle rearing farms, feed growing lands, laboratories, veterinary aid centers artificial insemination center, experimental farms and research stations in India or elsewhere for conducting experiments, tests and research for developing better qualities of milk and milk products, cattle feeds, manures, food grains and agricultural products, cow buffaloes, cattle rearing centers, and for developing milk strain in cattle by cross breeding or otherwise and increasing production capacity, and also for finding other ways and means of improving other agricultural crops, produce, fodder, crops and cattle feeds of all kinds and to generally carry on the business of sellers, buyers, dealers, distributors, consultants, advisers on problem relating to the administration, organization and working of dairy, dairy farms, training of personnel's thereof, systems of processes relating to the productions, storage, preservation, distribution, marketing and sale thereof and/or relating to the rendering of services in connection therewith.
5. To carry on in India and abroad the business of providing integrated, traditional and internet based various facilities, services, trainings, research, solutions, assistance, applications, processes, skills development, knowledge, consultancy, record management, devices etc. to farmers or other customers in the all the fields but not limited to crop plantation, fodder cultivation, cattle breeding, dairy farming, animal husbandry, medical and para medical facilities, veterinary health care services, medical consultancy services,

diagnosis, various treatments for domestic animals, fodder/ food supply for cattle, tools/ instruments , raw materials, pesticides, fertilizers and all other required components for all types of farming, modern and scientific techniques/ practices of animal husbandry, farming including collective farming, dairy farming, fodder cultivation, productive livestock, advanced breeding services for upgradation of indigenous cattle, subsidy gain from Government, record maintenance of yearly yield and the debt position to ensure economic, financial and social capability of farmers. No finance will be provided to the Farmers.

6. To run, own, acquire, establish, manage, enfranchise, administer, maintain diagnostic centers, scan centers, hospitals, clinics, polyclinics, dispensaries, mobile dispensaries, research centers, institutions, training centers, clinical pathological testing laboratories, X-Ray, sonography/ ultrasound and ECG clinics, artificial insemination centers, Disease Investigation Laboratories, to develop, implement adequate animal health services for protection of livestock, with special emphasis on eradication of most prevalent diseases and to make available the high quality and productive livestock and poultry breeds for multiplication and supply to the farmers by providing advanced breeding services for upgradation of indigenous cattle and buffaloes and to buy, sell, manufacture, import, export, distribute and otherwise deal in all kinds and varieties of medicines, non prescribed drugs, health care products, food preservatives, skin care products, food supplements, health aids, birth control medicines and allied products in India and abroad.
7. To own, open, start, operate, lease, rent, retail or wholesale outlets, shop, showroom, online trading, marketing, sales promotions advertising, import and export for agriculture, horticulture and forestry, food products, Organic fertilizers, Bio fertilizers, Bio-insecticides, Bio-pesticides, Manures, Tissue, Culture, Irrigation, Nursery, Agricultural, horticultural and forestry products and grains , live animals; fresh fruits and vegetables; seeds, natural plants and flowers; foodstuffs for animals, malt, non alcoholic drinks; fruit drinks and fruit juices or any other products whether related to the above or not;
8. Assistance in direction, organization, management and development of agricultural, viticulture holdings; information relating to business organization of agricultural holdings; computer file management; decision assistance in the fields of agriculture, horticulture, viticulture and forestry; collection, input, systematization, processing and management of data in a central file; management and compilation of databases; estimation, calculation and analysis of agronomic, economic and environmental indicators; cost price analysis, economic forecasting; on-line consultancy of external news (agricultural news, weather services) and of account situation (supply order of agricultural inputs; contracts); map visualization and mapping; provision of on-line sales areas for sellers and buyers of goods and services; sale in the fields of agricultural product trading, agriculture, horticulture, viticulture and forestry and using means of communication; retail of products for agriculture, horticulture, viticulture, forestry, gardening, animal nutrition; administrative management of purchases of goods and/or services online on the Internet.

RESOLVED FURTHER THAT Clause III (B) of the memorandum of association be and is hereby replaced and substituted by the following new Clauses and subsequent clauses have been renumbered accordingly:

9. To trade, buy, sell, distribute, indent, manufacture, cultivate, grow, produce, collect, store, make, convert, pack, move, preserve, stock, consign, treat, process, prepare, refine, purify, import, export and generally to deal whether as wholesalers, retailers, stockiest, agent, subagent, indenters, merchants, distributors, consignors, jobbers in and to carry on the business of dairy, dairy products, dairy farming, dairymen, milk contractors, milk collection

centers, dairy farmers, millers, surveyors and vendors of milk, milk products like condenses milk, powdered milk, pasteurized milk, flavoured milk, whole milk powder, skimmed milk powder, fats, cream, cheese, butter, yogurt, margarine, paneer, ghee, and all kind of things and products from milk like sweets, toffees, chocolates, ice creams, and all articles and things made wholly or partly from milk or milk products and/or wherein milk and/or milk products are constituent part and/ or products involving use of milk and/or milk products, and medicinal preparations from milk and dairy products.

10. To create infrastructures and common facilities centre and to establish, run, manage Food Park and Food processing Zone and to acquire, establish, let out, lease ,license, exchange, furnish, occupy, possess and to construct, own, conduct, manage, hire, rent out and also to carry on business of establishing and / or running food park which will assist, support in establishment of small or medium scale industries engaged in manufacturing, processing, preserving, freezing, drying, canning, packing, refining, bottling, buying, selling and dealing whether as wholesalers or retailers or as exporters or imports or as principals or agents, in milk and milk products, agricultural products and services, horticultural products of every description, processed fruits and vegetables, bottled and tinned, processed and packaged foods, chutneys, pickles, pastes, spices, condiments, ketchups, sauces, salad dressings, ready to eat foods, health and instant foods including baby and diet foods, cereals, beverages, cordials, tonics, restorative and extruded food stuff, snacks, jams, jelly, squashes, pickles, sausages, concentrates, extracts, essences, flavours, syrups, sarbats, aerated drinks, liquids, drinks, beverages, juices, flavoured drinks, health and diet drinks, packed drinking water, extruded foods, frozen foods, dehydrated foods, pre cooked foods, canned foods, preserved foods, health foods, fast foods, cream, cheese, butter, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, breakfast foods, protein foods, dietic products, strained, baby foods, instant foods, cereal products, table delicacies and all other items whether natural, artificial or synthetic of charter and consumable provisions of every description for human and /or animal consumption.
11. To undertake the business of acquisition of land and other immovable properties whether cultivating for agricultural purposes and oriented projects all over India and undertake forestry horticulture and other allied activities and to carry on the business of agriculturists, horticulturist, floriculturists, planters, Seri culturists, cultivators, farmers, dealers of produce of soil of water and specially to plant, grow, cultivate, import, export, buy, sell, process, manufacturer, blend, refrigerate, store, package, any other way deal in tea, coffee, tobacco, cinchona, cardamom, rubber, cocoa, jojoba, cereals, food grain, spices, mushrooms, fungai, food stuff potato product, oil and other seeds, all varieties of fruits and vegetables, flowers, coconuts, groundnuts, cashewnuts, almonds and other varieties of edible and in-edibles nuts and all kind of trees whether ornamental or commercial and whether hard and soft wood, soil, or water and all products and by product thereof and to prepare, manufacture and render marketable any such produce to sell, dispose off purchase and deal in such produce either when it is prepared, manufactured and roasted and either by wholesale, retail or other commercial method.
12. To arrange for marketing in India and abroad and sale of the products and by-products of the company and purchase of raw materials, goods, and articles as are necessary for carrying on the business of the company and, for that purpose either to establish its own shops, milk parlors, agencies, or marketing organization or to appoint selling or buying agents or distributors or both (whether individuals, firms or body corporate) in any place in or outside India and to allot, specify, alter or modify their areas of operations or the terms and conditions of their appointments and to pay remunerations to such selling or buying agents or distributors or both by way of commissions.

13. To buy, import, and deal either on cash, deferred payment installments or hire purchase basis in all plant and machinery, implements, accessories, tools, of any description required in connection with dairy, milk centers, milk products, cold storage, deep freeze equipment, cattle feed manufacturing unit, mechanized milking and all types of equipment required for animal husbandry, dairy farming, agricultural equipment for processing and preserving agro based & dairy products.
14. To purchase or otherwise acquire and undertake the whole or any part of, or any interest in the business of the firm and/or companies, organizations carrying on business which the company is authorized to carry on or have identical business with all patents, trade mark, trade design, right or privilege or other property and rights of any kind or every descriptions.
15. To plan out, design, develop and carry out schemes, devices and techniques for modernization of existing plant & machinery parts, spares, accessories and components of all types of machinery with a view to increasing mechanical efficiency, augmenting productivity, lowering costs and economizing expenses of production.
16. To conduct all internal external researchers, investigations, development, experimental works of every description in connection with object of the company or any other items which are likely to facilitate, improve and economies on or promote in any way the business of the company.
17. To establish branches and appoint agents, attorneys, distributors, selling agent and maintain any agencies sub-agencies, in India or any part of the world for the conduct of the business of the company or for the sale of any materials or things for the time being at the disposal of the company for sale.
18. To depute any of the representatives, selling agent, wholesalers, distributors, directors, or other employees of the company to any part of India or abroad for the purposes of promoting and conducting more profitably all or any of the business of the company.
19. To enter into agreement / partnership or joint venture or collaboration for the business or its development / expansion with any party, either Indian or foreign, and to pay in cash or in shares of the company or both for consideration of such agreement.
20. To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts or agents.
21. To act as agents of brokers and as trustees for any person or company and to undertake and perform subcontracts and to do all or part of the above objects in any part of the world and either as principals, agents, factors, trustees, contractors, or otherwise and either alone or jointly with others person, Individual, firm, association, corporate body, municipality, Government or semi Government authorities and either by or through agents, factors, trustees contractors, or otherwise and either alone or jointly with others person, Individual, firm, association, corporate body, Municipality, Government or semi Government authorities, and either by or through agents, subcontractors, trustees or otherwise.
22. To employ required staff or otherwise appoint technical experts, designers, mechanics, engineers whether from India or any other country skilled and unskilled labour for any of the purposes of the company and to remunerate them from time to time, to enter into agreements with them laying down term and conditions of employment, remuneration, commission.

23. To depute any person abroad or in the country or to call for any other person either from abroad or from this country and pay for all such expenses and remuneration as may be required in connection with the company's business.
24. If the company thinks fit, to sell any rights or privileges belonging to the company or which may be acquired by it or any interest in the same, and to grant licenses for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any inventions, or privileges, rights in which the company may be interested.
25. To open depots, shops, parlors, offices and show-rooms in India or elsewhere in different places for stocking, selling, hiring, servicing, buying, reconditioning any material required by the company and for the products and materials for the time being at the disposal of the company and for any other purposes.
26. To train or pay for the training in India or abroad of any member or any of the company's employees of directors or any other candidates in the interests of and for the furtherance of the company's objects.
27. To obtain from any persons, firm or corporate body, whether in India or elsewhere information, formulations, know how, processes, layout, blue prints and expert advice or assistance or financial accommodation for development and implementation of construction, promotion, development, design of schemes, production, manufacture or marketing of any product herein above mentioned and to pay to or to the order of such firms, company corporate body, government authority or person any fee, royalty, shares, bonus remuneration and otherwise compensate them in any other manner for the services rendered by them.
28. To invest surplus funds in shares, stocks, debentures, debenture stock, bonds obligations and securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country, and debentures, debenture stock bonds, obligations and securities issued or guaranteed by any government, sovereign ruler commissioner, public body, or authority, supreme, municipal, local or otherwise whether in India or any foreign country in connection with the business which the company is authorized to carry on and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
29. To enter into contracts, agreements and arrangements with any other company, firm, or person for carrying out by such other company, firm or person in India or elsewhere on behalf of the company any of the objects for which the company is formed or is entitled to carry on.
30. To amalgamate, enter in to partnership, foreign collaboration agreement or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction therewith.
31. To make agreements, contracts for providing technical, scientific, operational, financial and/or marketing collaboration in India or elsewhere and to get availed of technical, scientific operational, financial and/or marketing collaboration from companies, firms, associations, persons, Government, semi-Government or local bodies for carrying out all or any of the object of the company.

32. To promote any other company having similar objects for the purpose of acquiring the whole or any part of the business or property and undertaking or the liabilities of this company or enhance the value of any property or business of this company and to place or guarantee the placing of underwrite, subscribe for, or otherwise acquire all or any part of shares or securities of any such company.
33. To expend money in experimenting and testing and in improving or in seeking to improve any patents, rights, inventions, privileges, processes or information of the company or which the company may acquire or purpose to acquire.
34. To establish, provide, maintain, conduct or otherwise subsidize research laboratories and experimental workshops for scientific, marketing and technical research and experiments and to undertake and carry on all scientific, marketing and technical research, and invention by providing, subsidizing, endowing or assisting laboratories, workshops, by providing for the awards, scholarships and grants to students or intending students or otherwise and generally to encourage promote, and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the company is authorized to carry on.
35. To apply for, obtain for the issue or enactment of order or the Act of legislature of Act of Authority in India, or in any other part of the world for enabling the company to obtain powers, charter, order, regulation, privilege, concession, license, other authority, enactment, authorization, authorities, protection, financial and other help necessary or expedient to carry out or extent any of the objects of the company or for any other purpose which may seem expedient, and to oppose my proceedings, or applications or any other endeavors, steps of measures which seem calculated directly or indirectly or prejudice and company's interest.
36. To nominate Directors, or Managers of any subsidiary company or for any other company in which company is or may be interested.
37. To enter into any arrangements with any Government, Authorities, supreme, Municipal, Local or otherwise or any person, Institution, or company, that may seem conducive to the objects of the company, or any of them, and to obtain, purchase or otherwise acquire, from any such Government, Authority, person, institution, or company, any rights, lease/s, powers, concession, grants, privileges, charters, contracts, licenses, decrees, and concessions which the company may think it desirable to obtain and to carry out, exercise and comply therewith.
38. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of turn to account or otherwise deal with all or any part of the undertaking property or rights of the company for the time being.
39. To search for and to purchase or otherwise acquire from any Government, State or other authority, Institution, person, body corporate any license, lease/s, concessions, grants, quota rights, decrees, rights powers and privileges whatsoever as may seem to the company capable of being turned to account and to work, develop, carry out, exercise and to turn to account the same.
40. To buy, purchase, sell, lease, take on lease, exchange or otherwise acquire lands, buildings, houses, flats, shops, commercial buildings, warehouses, factories, and hereditaments of any tenure or description, vehicles, other movable and immovable properties, and other assets in connection with the business of the company in India or elsewhere whether for residential, business, or other purposes and any rights, easements, advantages and privileges relating thereto and to construct,

alter, improve, decorate, develop, furnish and maintain offices, flats, houses, factories, warehouses, godowns, shops, buildings and other structures, works, and conveniences of all kinds, temporary or permanent either upon the lands or immovable properties purchased or acquired by the company or others, and generally to alter and improve the land and the properties of the company.

41. To construct, purchase, take on lease or on rent, occupy or otherwise acquire construction for the commercial, residential or other purposes for the benefit of the company or its employees, directors or any other person dealing with or associated with the company.
42. To borrow or raise money or secure the payment of money or to receive money on deposits or loan with or without interest or otherwise in such manner as the company may think fit and in particular by the issue of promissory notes, bills of exchange or other negotiable instruments, debentures or debentures stock convertible into shares of this or any other company or perpetual debenture annuities and in security of any such money so borrowed, raised or received, to mortgage, hypothecate, pledge or charge the whole or any part of the property, assets or revenues of the company, present or future, including its uncalled capital by special assignment or otherwise upon such terms as the Board of Directors may deem expedient and also by similar mortgage, charge, or lien to secure and guarantee the performance by the company or any other person or company and obligation undertaken by the company or any other person or company as the case may be and/or to transfer or to convey the same, absolutely or in trust and to give the lenders power of sale and other powers as may deem expedient and to purchase, redeem or pay off any such securities, as also named debentures without security but subject to payment of principal and interest in a manner to be stipulated in relation to issue of such debentures, subject to provisions of the Companies Act, 2013 including its amendments and directives given by Reserve Bank of India.
43. To draw, accept, make, endorse, discount, execute, negotiate or transfer promissory notes, hundies or bills of exchange, bills of lading, warrant, debenture and other negotiable and transferable instruments in connections with the business of the company.
44. To open saving, current or fixed deposit and other accounts with any bank, and to pay into and draw money from such accounts and operate the same and obtain credit facility with or without securities for its business.
45. To assume such social responsibilities and obligations as may from time to time be decided, depending upon the ideologies and social values prevalent at that time and to assist the Government in achieving its various socio economic goals.
46. To pay for any rights or property acquired by the company and to remunerate and person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in the company's capital or any debentures, debenture-stock or other securities of the company or in or about the formation or promotion of the company or the acquisition of property by the company or the conduct of its business whether by cash payment or by the allotment of shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.
47. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debenture stocks mortgages, charges, obligations, instructions and securities of any company or of any authority, supreme, municipal, local or otherwise or of any person, whomsoever, whether incorporated or not and generally to guarantee or become sureties for the performance of any contracts or obligations whether entered into India or elsewhere.

48. To lend and advance money or give credit to any persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the company and to guarantee and give guarantee or indemnities for the payment of money or the performance of contracts or obligations by and such person or company to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company and otherwise to assist any person or company subject to the provisions of the Act.
49. To lend, invest or otherwise employ the money belonging or entrusted to the company in or upon securities of shares or other movable or immovable property or without security upon such terms as may be thought proper and from time to time to very much transactions and investments in such manner as the company may think fit provided that the company shall not carry on the business of Banking as defined by Banking Regulation Act, 1949.
50. To invest and deal with the funds of the company not immediately required in any manner in such assets, properties, securities, shares, bullion, specie or investments or otherwise as may, from time to time, be determined by the Board of Directors and sell or very all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
51. Subject to the provisions of the companies Act, upon any issue of shares, debentures or any other securities of the company to employ brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash or issue of shares, debentures or other securities of the company, by granting options to take the same or in any other manner allowed by law.
52. To lend moneys with or without security and in particular to employees or such other persons, firms, co-operative or other societies or companies and on such terms as may deem expedient, and to customers and others having dealings with the company and to guarantee the performance of contracts by any such person or companies, and subject to the provisions of the Act, to advance money to and or guarantee the payment of money, secured or unsecured, due by, or to guarantee the discharge of liability of such firms or companies whose management is held by the company by themselves or in partnership with other. But not to carry on any business as defined under Banking Regulation Act 1949 or under the Investment Act, 1938.
53. To apply for, purchase or by any other means acquire, protect and prolong and renew and to exercise, develop, grant licenses in respect of and to sell, or otherwise turn to account any inventions, licenses, concessions, rights of privileges, belonging to the company or which it may acquire or any interest in the same, to apply for, take out and register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same in India or any part of the world.
54. To adopt such means for making known the business and/or products of this company or any company in which the company is interested as its agents or representatives deem appropriate including by way of advertisements in press, periodicals, magazines, through cine slides and films, by issues of circulars, posters, calendars, showcards, playing cards, hoarding by radio programs, TV programmers, exhibitions, by publication of books and periodicals, by purchases and exhibition of works of art or interest, and by granting prizes rewards and donations.
55. Subject to the provisions of the Companies Act, 2013 or any other enactments in force to indemnify and keep indemnified members officers, directors, agents and servants of the company against proceeding, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the company and or any loss, damage, or misfortune,

whatever and which shall be caused in execution of the duties of their office or made in relation thereto.

56. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefits of past or present employees or directors of the company or the or the dependents or relations of such persons, and to grant pensions and allowances, to make payments towards insurance, to subscribe or guarantee money for charitable or benevolent objects.
57. The Board of Directors may, subject to the provisions of the Companies Act 2013 or any other enactments, grant retiring pensioners or annuities or other allowances, including allowances on death to any person or to the widow or dependents of any persons in respect of services rendered by him to the company as Managing Director, Manager, or an on officer or employees of the company or of any subsidiary company or of its holding company (if any) notwithstanding that he may have been a Director of the company and may make payments towards insurance or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.
58. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, medical facilities, allowances or emoluments to any persons who are or were at any time in the employment or service of the company, or who are at any time directors or officers of the company and also establish and subsidises and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the company and make payments to or towards the insurance of any such person as aforesaid.
59. To take or hold mortgages, liens and charges to secure payment of the purchase or any unpaid price, balance of the purchase price of any part of that company's property of whatsoever kind sold by the Company or for any money due to the company from purchasers and others.
60. To make donations to such persons or institutions either of cash or any other assets and in particular to remunerate and person or corporation introducing business to remunerate and also to subscribe ,contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, educational, cultural or other institutions or objects or for any exhibition or for any public, objects or for any exhibition or aid in the establishment and support of association funds, trusts, and conveniences for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or of persons having dealings with the Company or the dependants ,relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions , allowances ,gratuities, bonuses, and other termination benefits either by way of annual payments towards insurance and to form and contribute to provident, benefit, scholarship, gratuity, pensions/ superannuation funds, of or for such persons.
61. To remunerate or make donations by cash or other assets or by the allotment of fully or partly paid shares by a call or option on shares, debentures, debenture stock or securities of this or any other company or in any other manner whether out of the Company's capital or profits or otherwise to any person or persons , firm or Company , for services rendered or to be rendered in introducing any property or business to company or in placing or assisting to place or guaranteeing the subscription of any shares, debentures stock or other securities of Company or for any other reason which the Company may think proper.

62. To accept or make gifts or bequests, donations , claims, rights, in cash or in kind whether with or without conditions and whether generous or otherwise from /to any person including the Directors and share –holders of the Company, body corporate ,firm , persons.
63. To provide for the welfare of employees or ex-employees of the company and the wives and families or dependents or connections of such person, by building or contributing to the building of houses, dwelling or chaws or by grants of money, pensions ,allowances bonus, or other funds, institutions or trusts and to provide or subscribe or contribute towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance, Clubs or other assistance as the company shall think fit, and to subscribe or contribute or otherwise to assist to guarantee money to charitable benevolent , religious ,scientific national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by means of locality of public and /or general utility or otherwise.
64. To establish or support association, institution, schools, hospitals, guest houses, clubs, funds, and trusts which may be considered beneficial to any employees or ex-employees and to officers and ex-officers of the Company or the dependants of any of the person.
65. To assist to Government authorities and other institutions for rural development and uplift, creating employment , social development, and other activities for the benefit of general public, either actively or otherwise and by contribution of cash or otherwise and by contribution of cash or otherwise and also to undertake any of the aforesaid activities alone or conjunctiva with others.
66. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other fund, dividend equalization fund, foreign currency rate fluctuation fund, whether for depreciation, or for repairing importing, extending or maintaining any of the property of the company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever that may be conductive to the interest of the Company.
67. Subject to the provisions of the Companies Act 2013, to place, to reserve or to distribute as bonus shares among the members or otherwise to apply, as the company may, from time to time, think fit any moneys received by way of premium on shares or debentures issued at a premium by the company and any moneys received in respect of forfeited shares.
68. To insure whole or any part of the properties, undertakings, contracts, guarantee or obligation of the Company of every nature and kind in any manner whatsoever either fully or partially, and to protect and indemnify part or portion thereof.
69. To refer or agree to refer any claims, demands disputes or any other questions, by or against the Company, or in which the Company is interested or concerned , and whether between the Company and a member or members or his or their representatives or between the Company and a third party , to arbitration in India or at any place outside India in such manner and upon such terms as the company and such person may mutually agree upon in each case as such reference to arbitration may be in accordance with the provisions of the Arbitration Act 1940 and rules of International chamber of Commerce relating to arbitration and to institute legal proceedings or defend in proceedings and to appoint advocates, consultants or advisors in this behalf and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the award.
70. To amalgamate with any other company whose objects are or include objects similar to those of the company ,whether by sale or purchase (for fully or partly paid up shares or otherwise) of the

undertaking subject to the liabilities of this or any such other company as aforesaid with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any other company, as aforesaid or in any other manner.

71. To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the promotion, formation and registration of the company, or the issue of its capital including brokerage and commissions for obtaining applications for taking , placing underwriting or procuring the underwriting of shares, debentures or any other securities of the company.
72. To pay all the preliminary expenses of any company promoted by the company or any company in which this company is or may contemplate being interested, and preliminary expenses may include all or any part of costs and expenses of owners of any business or property acquired by the company.
73. To apply the assets of the company in or towards the establishment, maintenance extension of any association institution or fund connected with any particular trade or business , in general including any association or fund , for the protection of interests of company against loss by bad debts, strikes combination, fire, accidents or otherwise or for the benefits of employees, clerks, workmen or others at any time employed in the company or any of its predecessors in the business or their families or dependants and to aid particularly or otherwise, any association or body or movement having as its object, the solution or settlement, of any industrial or labour problems or the promotion of industry or trade.
74. To let, mortgage, charge, sell or otherwise dispose of any property of the company either absolutely or conditionally in such manner and upon such terms and conditions in all respects as may be thought fit and to accept payments for satisfaction of the same in cash or otherwise.
75. Subject to the provisions of the Act to distribute any property of the company among the members in specie or kind, or in the event of winding up of the company.

RESOLVED FURTHER THAT any Director of the Company and the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

**By order of the Board of Directors
Prabhat Dairy Limited**

Sd/-
**Dipti Todkar
Company Secretary
(Membership No. ACS 21676)**

Date: April, 25, 2019

Place: Navi Mumbai

Registered office: Gut No. 122, At Ranjankhol, Post Tilaknagar, Taluka Rahata, Shirampur, Dist. Ahmednagar – 413720, Maharashtra.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE / CORPORATE OFFICE OF THE COMPANY, NOT LATER THAN 48 (FOURTY- EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING Fifty (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER SHAREHOLDER.

2. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 are enclosed herewith.
4. Members holding shares in electronic form are requested to intimate any change in their address, E-mail Id and signature to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate such changes to the Registrar and Share Transfer Agent of the Company.
5. Members / Proxies / Representatives are requested to bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.
6. Members are informed that in case of joint holders attending the meeting, only such joint holders whose name stands first in the Register of members in respect of such joint holding will be entitled to vote.
7. In terms of circular issued by SEBI, it is mandatory to quote Permanent Account Number ("PAN") for participating in the securities market. Therefore, Members holding shares in dematerialised form are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Registrar and Share Transfer Agent (RTA) of the Company.

Shareholder having shares in physical shares: In terms of notification dated June 08, 2018 issued by Securities & Exchanges Board of India (SEBI) read with Press release vide PR no. 51/2018 dated December 3, 2018, request for transfer of shares in physical form shall not be processed by Company or Registrar after April 1, 2019. Therefore, if you want to transfer your shares, please get your shares dematerialised.

8. All documents referred to in the Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days (Monday to Saturday) between 11:00 a.m. to 2:00 p.m. upto the date of the Extra Ordinary General Meeting and will also be available for inspection at the Meeting.

9. Extra Ordinary General Meeting notice of the Company circulated to the Members of the Company is also uploaded on the Company's website www.prabhatdairy.in in the 'Investor Desk' Section.
10. In accordance with the relevant provisions of Companies Act, 2013 read with the Rules made there under all communications are being sent to the shareholders in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and share transfer agent (in case of physical shareholding). We, therefore request and encourage you to register your email addresses in the records of your Depository Participant (in case of electronic shareholding)/the Company's Registrar and share transfer agent (in case of physical shareholding) mentioning your folio no./demat account details.

However, in case you wish to receive the above shareholder communication in paper form, you may write to the Company's Registrar and Share Transfer agent, Karvy Fintech Pvt. Limited, Unit: Prabhat Dairy Limited, Karvy Selenium Tower B, Plot Nos. 31 & 32, Financial District Nanakramguda Serilingampally Mandal , Hyderabad - 500032 – India or email at suresh.d@karvy.com or to Prabhat Dairy Limited, Plot no. D37/4, TTC Industrial area, Turbhe, Navi Mumbai – 400 705 or email at investor@prabhatdairy.in

Members holding shares in demat mode are requested to register their E-mail address with their respective Depository Participants (DP). If there is any change in the E-mail address already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

11. The Notice of Extra Ordinary General Meeting along with Explanatory Statement is being sent by electronic mode to all the Members whose E-mail addresses are registered with the Company or Depository Participant(s), unless any Member has requested for a physical copy of the same. Physical copy of the Notice of Extra Ordinary General Meeting along with Explanatory Statement is being sent to those Members who have not registered their E-mail address with the Company or Depository Participant(s).
12. In terms of Section 72 of the Companies Act, 2013 and the Rules framed thereunder, a Member of the Company may nominate a person on whom the Shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/ Karvy Fintech Private Limited in case shares are held in Physical form, and to their respective Depository participant, if held in electronic form.

13. Instructions and other information relating to e-voting are as under

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Rules, 2015 and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company is providing e-voting facility through Karvy Fintech Private Limited ("Karvy") on all resolutions set forth in this EGM Notice.

A. In case a Member receives an email from Karvy [for Members whose email addresses are registered with the Company/Depository Participant (s)]

- i. Visit the e-Voting website of Karvy. Open web browser by typing the following URL: <https://www.evoting.karvy.com> either on a Personal Computer or on a mobile.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., Prabhat Dairy Limited i.e. name of the Company.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email alpesh.panchal@kjblp.com / chintan.goswami@kjblp.com with a copy marked to evoting@karvy.com and suresh.d@karvy.com. The scanned image of the above mentioned documents should be in the name format "Corporate Name___ Event No___." The documents should reach the Scrutinizer on or before 17:00 pm on May 28, 2019.
- B. In case of Members receiving physical copy of Notice [for Members whose email addresses are not registered with the Company/Depository Participants(s)]:

- i. E -Voting Event Number – (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
 - iii. The Company has appointed Mr. Alpeshkumar J. Panchal, (ACS 49008; CP 20120) and/or in his absence Mr. Chintan J. Goswami, (ACS 33697; CP 12721), Practicing Company Secretaries and Partners of KJB & Co LLP, Company Secretaries, Mumbai, as the Scrutinizers for conducting the Remote e-voting process as well as voting to be conducted at general meeting through ballot/poll paper in a fair and transparent manner.
- C. The scrutinizer shall immediately after the conclusion of voting at the EGM, count the votes cast at the EGM and thereafter unblock the votes in the presence of at least two witnesses not in employment of the Company. The Scrutinizer's shall submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within a period of not exceeding Two working days from the conclusion of the voting to the Chairperson of the Company or a person authorised by him in writing who shall countersign the same.
- D. The Chairperson or a person authorised by the Chairperson in writing shall declare the result of voting forthwith.
- E. The results of the e-voting along with the scrutinizer's report shall be communicated immediately to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the company are listed and shall be placed on the Company's website (www.prabhatdairy.in) and on the website of Karvy (www.karvy.com) and it will be displayed at the notice board at the registered/corporate office of the Company for a period of at least 3 days immediately after the result is declared by the chairperson or any other person authorised by the chairperson.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Suresh Babu, (Unit: Prabhat Dairy Limited) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or at evoting@karvy.com or phone No. 040 – 6716 1517 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period will be commenced on Sunday, May 26, 2019 (9:00 AM IST) and ends on Tuesday, May 28, 2019 (17:00 PM IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. May 22, 2019, may cast their votes electronically. Any person who is not a Shareholder as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- d. The voting rights of Shareholder shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. May 22, 2019.

e. In case a person has become a Shareholder of the Company after dispatch of Notice of Extra Ordinary General Meeting but on or before the cut-off date for E-voting i.e., May 22, 2019, he/she may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.

ii. Example for NSDL:

MYEPWD <SPACE > IN 12345612345678

Example for CDSL:

MYEPWD <SPACE > 1402345612345678

Example for Physical:

a. MYEPWD <SPACE > XXXX1234567890

iii. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iv. Member may call Karvy's toll free number 1800-3454-001.

v. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose email addresses is available.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER:

Item No -1

The Board of Directors of the Company in its meeting held on 25th April 2019 decided to change the name of the Company from “PRABHAT DAIRY LIMITED” to “PRABHAT AGRIVET INDUSTRIES LIMITED”. The word “dairy” needs to be removed from the name as the Company has transferred its dairy business on slump sale basis. The Company shall be engaged in the business of animal nutrition and cattle feed business. The business activities of the Company should be reflected in the name of the Company.

The name “PRABHAT AGRIVET INDUSTRIES LIMITED” has been duly approved and made available for changing the name by the Registrar of Companies which is valid for 60 days. The necessary approval of stock exchanges also shall be obtained as per requirement of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The proposed change of name will not affect any of the rights of the Company or of the Shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

The Board is of the opinion that the aforesaid resolution is in the best interest of the Company and its shareholders and hence recommends the above Special Resolution for your approval.

None of the Directors and KMP or their relatives is interested financially or otherwise in the above Special resolution except in their capacity as a shareholder of the Company.

Item No. 2:

Post the slump sale of dairy business, the Company shall be engaged in the business of animal nutrition and cattle feed. To enable the Company to continue the aforesaid business, it is proposed to amend the Objects under the Objects Clause of the Memorandum of Association of the company, by replacing the existing Clause III (A) and III (B) with new Clauses. The above amendment would be subject to the approval of the Registrar of Companies, Pune and any other statutory or Regulatory authority, as may be necessary.

The Memorandum of Association proposed to be amended in the manner as mentioned above, is being uploaded on the Company’s website for perusal by the Shareholders. A copy of the existing and proposed Memorandum of Association would also be available for inspection by the members at the registered office of the company on all working days (Monday to Saturday) between 11.00 A.M. to 2.00 P.M. till the date of the general meeting.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association by way of passing a Special Resolution

The Board is of the opinion that the aforesaid resolution is in the best interest of the Company and its shareholders and hence recommends the above Resolution for your approval with Special Resolution.

None of the Directors and KMP or their relatives is interested financially or otherwise in the above resolution except in their capacity as a shareholder of the Company.

**By order of the Board of Directors
Prabhat Dairy Limited**

Sd/-

**Dipti Todkar
Company Secretary
(Membership No. ACS 21676)**

Date: April 25, 2019

Place: Navi Mumbai

Registered office: Gat No. 122, At Ranjankhol, Post Tilaknagar, Taluka Rahata, Shrirampur, Dist. Ahmednagar
– 413720 Maharashtra.

Encl: As above

PRABHAT DAIRY LIMITED

CIN: L15203PN1998PLC013068

Registered Office: Gat No. 122, At Ranjankhol, Post Tialknagar, Taluka, Rahata Ahmednagar,
Shrirampur MH-413720

Email: investor@prabhatdairy.in; Website: www.prabhatdairy.in

Tel.: +91-2422-265995, +91-22-41287700

PROXY FORM

Name of the Member(s): _____

Registered address: _____

E-mail ID: _____ Folio No./Client ID: _____ DP ID: _____

I / We being the member(s) of _____ shares of Prabhat Dairy Limited, hereby appoint -

1) Name _____

Address _____

Email id _____ Signature: _____ Or failing him / her

2) Name _____

Address _____

Email id _____ Signature: _____ Or failing him / her

3) Name _____

Address _____

Email id _____ Signature: _____ Or failing him / her

as my / our proxy and whose signature(s) are appended below to attend and vote (on Poll) for me/ us and on my/ our behalf at the Meeting of the Company to be held at **121/2A, At Post Ranjankhol Rahata, Ahmednagar, Shrirampur Maharashtra - 413720 on Wednesday, 29th May, 2019 at 12.00 noon** and at any adjournment or adjournments thereof in respect of such resolutions and in such manner as are indicated below:

Sr. No.	Particulars
1	Approve the change in the name of the Company from Prabhat Dairy Limited to Prabhat Agrivet Industries Limited as approved by the Central Government, Registrar of Companies, Pune subject to approval of stock exchange(s) and any other regulatory authorities, if require under the applicable laws – Special Resolution
2.	Approve the change in the objects of the Company by altering the Memorandum of Association of the Company – Special Resolution

Signed this _____ day of _____ 2019

Affix Re. 1
Revenue
Stamp

(Signature of shareholder(s))

Signature of Proxy _____

NOTES:

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered / Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the Proxy Form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
- * It is optional to put a "X" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolutions, your Proxy will be entitled to vote in the manner as He/ She thinks appropriate.
6. For the resolution and explanatory statement please refer to the Notice of the Extra Ordinary General Meeting.
7. The Proxy-holder shall prove his/ her identity at the time of attending the Extra Ordinary General Meeting.
8. Please complete all details including details of member(s) in above box before submission.
9. All alterations made in the form of proxy should be initialed.

PRABHAT DAIRY LIMITED

CIN: L15203PN1998PLC013068

Registered Office: Gat No. 122, At Ranjankhol, Post Tialknagar, Taluka, Rahata Ahmednagar,
Shrirampur MH-413720

Email: investor@prabhatdairy.in Website: www.prabhatdairy.in

Tel.: Tel.: +91-2422-265995, +91-22-41287700

ATTENDANCE SLIP

Folio No./ DP ID and Client ID:	
Name:	
Address	
No. of shares	

I/ We hereby record my/ our presence at the Extra Ordinary General Meeting of the Company on Wednesday, May 29, 2019 at 12.00 noon at 121/2A, At Post Ranjankhol, Rahata, Shrirampur, Dist. Ahmednagar – 413720, Maharashtra.

First/ Sole holder/ Proxy _____

Second holder / Proxy _____

Third holder/ Proxy _____

NOTES:

- (1) Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over at the entrance duly signed.
- (2) Shareholder/Proxy holder desiring to attend the meeting should bring his/her copy of the Notice for reference at the meeting.

Route Map

