

23rd April, 2020

BSE Limited PhirozeJeejeebhoy Towers, Dalal Street, Fort, <u>Mumbai – 400 001</u> Scrip Code: 519588	National Stock Exchange of India Ltd. (NSE) Exchange Plaza, BandraKurla Complex, Bandra (E), <u>Mumbai – 400 051</u> Scrip Code: DFMFOODS
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Sub: Declaration of Results of Postal Ballot (including remote E-voting)

Dear Sir/Madam,

This has reference to our earlier letter dated 9th March, 2020, wherein the Company had duly intimated to the Stock Exchange(s) about seeking the consent of the members by way of special resolutions vide postal ballot / electronic voting with respect to the following items of business:

1. Approval of ‘DFM Employees Stock Appreciation Rights Plan 2020 (“ESAR 2020”/”PLAN”)
2. Approval of proposed Grant of Employee Stock Appreciation Rights equal to or exceeding 1% of issued capital to specified employees.

In this regard, we wish to inform you that pursuant to provisions of Sections 108 & 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the members of the Company have passed the Resolutions 1 and 2 with requisite majority as stated in the Postal Ballot Notice dated 9th March, 2020. The Resolutions in the Notice dated 9th March, 2020 will be deemed to have been passed on 22nd April, 2020 i.e the last date of receipt of duly completed Postal ballot forms and e-voting.

In view of the national lockdown due to COVID-19 announced by the Government of India, the Scrutinizer has not received nor the Company or RTA any postal ballot forms between Tuesday, 24th March, 2020 (9.00 a.m. IST) to Tuesday, 22nd April, 2020 (5.00 p.m. IST). Accordingly, votes received only by means of e-voting have been considered in the Scrutinizer’s Report.

Further, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results by postal ballot(including e-voting)(**Annexure - 1**)along with scrutinizer’s report(**Annexure – 2**). The same has been also uploaded on the Company’s website at www.dfmfoods.com.



Corporate Office: 1401-1411, 14th Floor, Logix City Center,
Sector-32, Noida-201301 (U.P.)
Tel. : 0120- 6013232

This is for your information and records.

Thanking you.

Yours faithfully,
For **DFM Foods Limited**

RAJU SINGH
TOMER

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RAJU SINGH TOMER
Date: 2020.04.23
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(R.S. Tomer)
Company Secretary

Encl: As above

Annexure I

Date of the AGM/EGM/Postal Ballot	9 th March, 2020 (voting start date from 24 th March, 2020, 9.00 AM IST to 22 nd April, 2020, 5.00 PM IST)
Total number of shareholders on record date	11248
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	NA

Agenda- wise disclosure

Resolution required: (Ordinary/ Special)			Special– 1. APPROVAL OF ‘DFM EMPLOYEES STOCK APPRECIATION RIGHTS PLAN 2020 (“ESAR 2020”/“PLAN”)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – infavour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37054137	-	-	-	-	-	-
	Poll		37054137	100.0000	37054137	-	100.0000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		37054137	100.0000	37054137	-	100.0000	-
Public- Institutions	E-Voting	452671	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		452671	-	-	-	-	-
Public- Non Institutions	E-Voting	12601572	7636	0.0606	7332	304	96.0189	3.9811
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		12601572	7636	7332	304	96.0189	3.9811
Total		50108380	37061773	73.9632	37061469	304	99.9992	0.0008

Resolution required: (Ordinary/ Special)			Special– 2. APPROVAL OF PROPOSED GRANT OF EMPLOYEE STOCK APPRECIATION RIGHTS EQUAL TO OR EXCEEDING 1% OF ISSUED CAPITAL TO SPECIFIED EMPLOYEES					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – infavour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37054137	-	-	-	-	-	-
	Poll		37054137	100.0000	37054137	-	100.0000	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		37054137	100.0000	37054137	-	100.0000	-
Public- Institutions	E-Voting	452671	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		452671	-	-	-	-	-
Public- Non Institutions	E-Voting	12601572	7636	0.0606	7332	304	96.0189	3.9811
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		12601572	0.0606	7332	304	96.0189	3.9811
Total		50108380	37061773	73.9632	37061469	304	99.9992	0.0008

All the above resolutions have been passed with requisite majority.

For **DFM Foods Limited**

(R.S. Tomer)
Company Secretary

RAJU SINGH
TOMER

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RAJU SINGH TOMER
Date: 2020.04.23
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PRADEEP DEBNATH & CO.

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Report of Scrutinizer(s)

(For e-voting and Postal Ballot Forms)

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies(Management and Administration) Rules, 2014]

To,
The Chairman of the Board,
DFM Foods Ltd.,
8377, Roshanara Road,
Delhi - 110007

Sub: Scrutinizer's Report on Postal Ballot & E-voting process – Postal Ballot Notice dated 9th March, 2020

Dear Sir,

I, Pradeep Debnath, Proprietor of M/s Pradeep Debnath & Co, Practicing Company Secretary was appointed as Scrutinizer by the Board of Directors of DFM Foods Ltd. (the Company) for the purpose of conducting Postal Ballot and E-voting processes in respect of, submit our report as under:

1. In terms of Sections 108 & 110 of the Companies Act, 2013 read with Rule 20 & Rule 22 of the Companies (Management and Administration) rules, 2014, the Company has issued a Postal Ballot Notice dated 9th March, 2020 for passing special resolutions as mentioned therein. As confirmed to me, the Company had completed dispatch of Postal ballot Notices and Postal Ballot Form on 20th March, 2020 through:
 - a) Email to members (as on 13th March, 2020 being the cut of date) whose email addresses are registered in the records of the depository participants viz. National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] and the Company's registrar and Share transfer Agent viz MCS Share Transfer Agent Ltd.; and
 - b) Physical mode by Speed Post along with postage prepaid self-addressed Business Reply Envelope to other members who have not registered their email id's at their registered address.
 - c) The Company has also published an newspaper advertisement in all editions of "Financial Express" (English) and Delhi edition of "Jansatta" (Hindi) newspapers on 21st March, 2020.
2. The shareholders of the company holding shares as on the cut-off date of 13th March, 2020 were entitled to vote on the resolution as contained in the Notice of Postal Ballot.
3. The Postal Ballot Voting and E-voting commenced from Tuesday, 24th March, 2020 at 9.00 a.m. and ended on Wednesday, 22nd April, 2020 at 5.00 p.m. (inclusive of both the days).
4. In wake of the COVID-19 Pandemic, the Government of India announced lockdown throughout the Country for a period of 21 days from the midnight of 24th March, 2020 till 14th April, 2020. The Nationwide Lockdown was further extended by the Central

Government from 14th April, 2020 till 3rd May, 2020. It may kindly be noted that the Company had completed the dispatch of pre-paid Business Reply Envelopes to all the Shareholders of the Company whose email ids were not registered with the Company / Depositories on 20th March 2020 by way of Speed Post in order to provide an option to these shareholders to assent / dissent to the Postal Ballot Resolutions.

However, in view of the national lock down announced by the Government from the midnight of 24th March 2020, all services related to post were suspended by the Postal Authorities and I have not received any postal ballot forms nor the Company or RTA during the period between Tuesday, 24th March, 2020 (9.00 a.m. IST) to Wednesday, 22nd April, 2020 (5.00 p.m. IST). Accordingly votes received only by means of remote E-voting have been considered while preparing this Report.

5. The management of the company is responsible to ensure the compliance with the requirements of the companies Act, 2013 and the rules relating to Postal Ballot and E-voting on the resolutions contained in the notice of the Postal Ballot, my responsibility as a scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the total votes cast, votes in favor and against including invalid votes (if any) on resolutions contained in the said notice, based on the Report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL).
6. The votes on remote e-voting were unblocked at around 6:15P.M on 22nd April, 2020, after conclusion of voting ended on 22nd April, 2020 at 5:00 P.M. in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>) and the same are being handed over to the Company Secretary of the Company, who is duly authorised by the Chairman of the Company.
7. The total votes cast in favour or against all the resolutions proposed in the Notice of Postal Ballot dated 9th March, 2020 are as under:

1. RESOLUTION NO. 1 (SPECIAL RESOLUTION) – APPROVAL OF ‘DFM EMPLOYEES STOCK APPRECIATION RIGHTS PLAN 2020 (“ESAR 2020”/“PLAN”).

(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
Remote e-voting	9	37061469	99.9992
Voting by postal ballot	-	-	-
Total	9	37061469	99.9992

(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
Remote e-voting	1	304	0.0008

Voting by postal ballot	-	-	-
Total	1	304	0.0008

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total Number of votes cast by them
-	-

Thus, based on the Results, the Special Resolution as contained in Item No. 1 is passed with requisite majority.

2. RESOLUTION NO. 2 (SPECIAL RESOLUTION) –APPROVAL OF PROPOSED GRANT OF EMPLOYEE STOCK APPRECIATION RIGHTS EQUAL TO OR EXCEEDING 1% OF ISSUED CAPITAL TO SPECIFIED EMPLOYEES.

(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
Remote e-voting	9	37061469	99.9992
Voting by postal ballot	-	-	-
Total	9	37061469	99.9992

(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
Remote e-voting	1	304	0.0008
Voting by postal ballot	-	-	-
Total	1	304	0.0008

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total Number of votes cast by them
-	-

Thus, based on the Results, the Special Resolution as contained in Item No. 2 is passed with requisite majority

8. All the relevant records of voting along with other related papers, register and records pertaining to votes cast electronically are in my safe custody and will be handed over to the Company Secretary of the Company for safe custody after the lockdown is over, who is duly authorised by the Chairman of the Company.

You may kindly consider the aforesaid position of the votes cast by the members, through e-voting and declare the result accordingly.

Thanking you.

Yours faithfully,

Pradeep Debnath
F 6654



PRADEEP DEBNATH

Pradeep Debnath & Company

Practicing Company Secretary

Membership No.6654

Certificate of Practice No.:7313

ICSI UDIN: F006654B000170972

Place: New Delhi

Dated: 23rd April, 2020

Counter Signed by Chairman/ Company Secretary authorised by Chairman.

RAJU SINGH
TOMER

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RAJU SINGH TOMER
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