



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

23rd August, 2021

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, <u>Mumbai – 400 001</u>	National Stock Exchange of India Ltd. (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (E), <u>Mumbai – 400 051</u>
Scrip Code: 519588	Symbol: DFMFOODS

Sub: **Compliance of Regulation 30 and 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')**

Dear Sir/Madam,

This is to inform you that the 28th Annual General Meeting ("AGM") of DFM Foods Ltd. was held on Monday, 23rd August, 2021 at 2:30 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the Shareholders, which concluded at 4.10 P. M. (IST).

This is in compliance with the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India and the provisions of the Companies Act, 2013 and SEBI Listing Regulations.

In this regard, please find enclosed the followings:-

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI Listing Regulations (Annexure - I).
- (2) Report of Scrutinizer dated 23rd August, 2021, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Annexure - II).
- (3) Voting results as required under Regulation 44 of the SEBI Listing Regulations (Annexure-III).

The aforesaid information is available on the company's website: www.dfmfoods.com.

This is for your information and records.

Thanking you.

Yours faithfully,
For DFM Foods Limited

(R.S. Tomer)
Company Secretary



Encl: As above

Regd. Office: 149, 1st Floor, Kilokari, Ring Road, Ashram, New Delhi-110014
Tel.: 7290935048, E-mail: dfm@dfmfoods.com
CIN: L15311DL1993PLC052624



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Annexure-I

PROCEEDINGS OF THE 28th ANNUAL GENERAL MEETING OF DFM FOODS LIMITED

The 28th Annual General Meeting ("AGM") of the Members of DFM Foods Limited (the "Company") was held on Monday, 23rd August, 2021 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) at 149, 1st Floor, Kilokari, Ring Road, Ashram, New Delhi-110014 (Deemed Venue).

The said AGM commenced at 2:30 P.M. (IST) and concluded at 4.10 P.M. (IST). Total 88 (Eighty Eight) members were present for this AGM.

Mr. Raju Singh Tomer, Company Secretary of the Company welcomed the Members and informed that as per the Circulars issued by MCA and SEBI, the AGM was being held electronically and hence the facility of appointing proxy was not applicable.

The members were informed that in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided to the Members the facility to cast their votes electronically on all resolutions set forth in the Notice convening the 28th AGM of the Company. The e-voting platform was kept open for voting from Friday, 20th August, 2021 at 9:00 A.M. and ended on Sunday, 22nd August, 2021 at 5:00 P.M. Further, the members who had not cast their votes earlier through remote e-voting were requested to cast their vote electronically during the meeting.

He also informed that the registers, documents and records as required by law were also kept open for electronic inspection by the members. Auditors certificate in respect of Employees Stock Option Plan and Employee Stock Appreciation Rights Plan- 2020 of the Company was also kept open for electronic inspection during the meeting.

The Company Secretary also informed that the Board of Directors of the Company had engaged the services of Central Depository Services (India) Limited (CSDL) for the remote e- voting and voting through electronic voting system at the AGM and had also appointed Mr. Pradeep Debnath, Company Secretaries as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner.

It was also informed that requisite quorum was being present so the meeting is in order.

After completion of general instructions by Company Secretary, Mr. Hemant Nerurkar, Chairman, Chaired the Meeting and welcomed the Members of the Company. The Chairman informed that the Meeting was held through VC/ OAVM.

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All the Directors were present at the meeting. Chairman introduced himself and also introduced the other Board Members, CFO, Statutory Auditors, Scrutinizer and Secretarial Auditor.

The Chairman delivered his speech and further requested the Company Secretary to provide the summary of the Auditors and Secretarial Auditors Report for the financial year 2020-21. The Company Secretary informed the members that there were no qualification(s), observation(s) or comment(s) of the Statutory Auditors or the Secretarial Auditors in their Report(s) for the year ended 31st March, 2021 and he further informed the page numbers of the reports in the Annual Report.

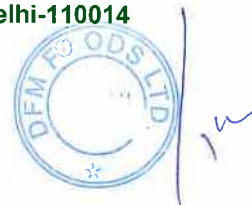
Thereafter, with the consent of the Members present, the Notice convening the 28th AGM of the Company was taken as read.

Thereafter, the Company Secretary read out the resolutions and the type of resolution as under:

Ordinary Business:

Sl. No.	Resolutions	Type of Resolution
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with the reports of the Board of Directors and the Auditors thereon. “RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with the reports of the Board of Directors and the Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted.”	Ordinary Resolution
2.	To declare dividend on the equity shares of the Company for the financial year ended 31st March, 2021. “RESOLVED THAT a dividend at the rate of Rs. 1/- (Rupee One only) per equity share, be and is hereby declared for the financial year ended 31st March, 2021 and the same be paid, as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2021.”	Ordinary Resolution

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Sl. No.	Resolutions	Type of Resolution
3.	To appoint a Director in place of Mr. Manu Anand (DIN: 00396716) who retires by rotation and being eligible offers himself for re-appointment. “RESOLVED THAT Mr. Manu Anand (DIN: 00396716), who retires by rotation at this AGM (Annual General Meeting) and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director liable to retire by rotation.”	Ordinary Resolution

The Chairman initiated Question and Answer Session, whereby the registered speaker shareholders were called out by Company Secretary and they were allowed to ask their questions one by one. Then Mr. Lagan Shastri, Managing Director and CEO of the Company responded to the queries of the Members.

The Chairman, thereafter, thanked all the Members for their active participation and co-operation at the AGM. He informed the members that the e-voting process will continue for the next 15 minutes and will be disabled automatically and then declared the Meeting as closed.

Further, the Chairman informed that the Board of Directors has appointed Mr. Pradeep Debnath, Practicing Company Secretary, as the scrutinizer to supervise the e-voting process. Further, Chairman authorized the Company Secretary to declare the result of the voting and place the results on the website of the Company at the earliest and inform the stock exchanges and other authorities.

Based on the report of scrutinizer, all the resolutions (Ordinary Businesses) have been passed with requisite majority.

Thanking you.

Yours faithfully,
For DFM Foods Limited

(R.S. Tomer)
Company Secretary



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PRADEEP DEBNATH & CO.

Regd. Off. : H-2/206-207, Apra North Ex Plaza, Netaji Subhash Place, New Delhi-110034

Ph : 011- 41500700, Mob.: 9910562121

www.pradeep@teamclv.in , e-mail : pradeepdebnath205@gmail.com

Annexure - II

Ref No

FORM No. - MGT-13

Dated

Report of Scrutinizer(s)

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

TO,
THE CHAIRMAN
DFM FOODS LIMITED
CIN:L15311DL1993PLC052624
149, 1st FLOOR, KILOKARI, RING ROAD, ASHRAM
NEW DELHI -110014.

Dear Sir,

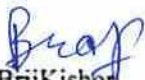
Sub: 28th Annual General Meeting ("AGM") of the Members of DFM Foods Limited held on Monday, August 23, 2021 through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")

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 Limited (the Company) on 11th June, 2021 for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 28th Annual General Meeting of the Equity Shareholders of the Company held on Monday, August 23, 2021 at 2:30 p.m. through VC, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 28th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions.
2. The Notice dated 11th June, 2021 of the 28th AGM was sent to the shareholders in respect of the below mentioned resolutions to be passed at the AGM through electronic mode whose email addresses are registered with the Company / Depositories, in compliance with the MCA circulars dated May 5, 2020 and January 13, 2021 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.



3. The e-voting facility both for e-voting prior to the AGM (remote e- voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services (India) Limited [CDSL].
4. In accordance with the Notice of the 28th AGM and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on July 25, 2021, the remote e-voting commenced at 9:00 AM on August 20, 2021 (Friday) and closed at 5:00 PM on August 22, 2021 (Sunday).
5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC and who had not voted on remote e-voting, voted through e-voting facility provided by CDSL at the AGM.
6. The Equity Shareholders holding shares as on August 16, 2021, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 28th AGM.
7. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e- voting were allowed to cast their votes through e-voting system during the AGM.
8. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting were unblocked on Monday, 23rd August, 2021 after the conclusion of the AGM and was witnessed by two witnesses, Mr.BrijKishor and Mr.Gopal who are not in the employment of the Company. They have signed below in confirmation of the same.


Mr.BrijKishor

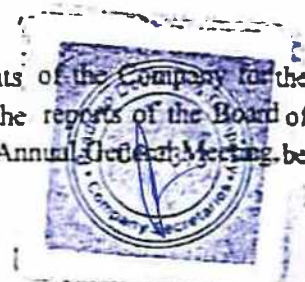
Mr.Gopal 

9. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the voting website of CDSL i.e. <https://www.evotingindia.com/>. Based on the report generated from CDSL and relied upon by me, data regarding the remote e-voting was reviewed and scrutinized.
10. The consolidated results of remote e-voting and voting through electronic voting system at AGM cast in favour or against all the resolutions proposed in the Notice of AGM dated 11th June, 2021 are as under:

a) Resolution-I: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with the reports of the Board of Directors and the Auditors thereon.

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with the reports of the Board of Directors and the Auditors thereon placed before this Annual General Meeting be and are hereby considered and adopted."



(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	120	38582203	99.99
Voting through electronic voting systems at the AGM	6	3704	0.01
Total	126	38585907	100.00

(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	2	130	0.00
Voting through electronic voting systems at the AGM	0	0	0.00
Total	2	130	0.00

(iii) Invalid votes:

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

b) Resolution-2: Ordinary Resolution

To declare dividend on the equity shares of the Company for the financial year ended 31st March, 2021.

"RESOLVED THAT a dividend at the rate of Rs. 1/- (Rupee One only) per equity share, be and is hereby declared for the financial year ended 31st March, 2021 and the same be paid, as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2021."

(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	115	38582188	99.99
Voting through electronic voting systems at the AGM	6	3704	0.01
Total	121	38585892	100.00



(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	8	180	0.00
Voting through electronic voting systems at the AGM	0	0	0.00
Total	8	180	0.00

(iii) Invalid votes:

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

c) **Resolution-3: Ordinary Resolution**

To appoint a Director in place of Mr. Manu Anand (DIN: 00396716) who retires by rotation and being eligible offers himself for re-appointment.

"RESOLVED THAT Mr. Manu Anand (DIN: 00396716), who retires by rotation at this AGM (Annual General Meeting) and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director liable to retire by rotation."

(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	111	38571537	99.96
Voting through electronic voting systems at the AGM	6	3704	0.01
Total	117	38575241	99.97

(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	12	10831	0.03
Voting through electronic voting systems at the AGM	0	0	0.00
Total	12	10831	0.03

(iii) Invalid votes:

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

Thus, based on the Results, the Ordinary Resolutions as contained in Item No. 1 to 3 are passed with requisite majority.

11. The electronic data and all other relevant records relating to remote e-voting and Insta Poll are under my safe custody and will be handed over to Sh. Raju Singh Tomer, Company Secretary, for preserving safely, 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 remote e-voting / e-voting and declare the result accordingly.

Thanking you.

Yours faithfully,



PRADEEP DEBNATH

Pradeep Debnath & Company

Practicing Company Secretary

Membership No.6654

Certificate of Practice No.:7313

ICSI UDIN:F006654C000819488

Place: Noida

Dated: 23rd August, 2021



Raju Singh Tomer



Counter Signed by Company Secretary authorised by Chairman.

Annexure III

Date of the AGM/EGM	23 rd August, 2021
Total number of shareholders on record date	30817
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing /Other Audio Visual Means :	88
Promoters and Promoter Group:	0
Public:	88

Agenda- wise disclosure

Resolution required: (Ordinary/ Special)			Ordinary – 1. Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with the reports of the Board of Directors and the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	37,054,137	37,054,137	100.00	37,054,137	-	100.00	-
	Poll/E-Voting		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	37,054,137	37,054,137	100.00	37,054,137	-	100.00	-
Public- Institutions	Remote E-Voting	1,738,464	1,506,502	86.66	1,506,502	-	100.00	-
	Poll/E-Voting		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,738,464	1,506,502	86.66	1,506,502	-	100.00	-
Public- Non Institutions	Remote E-Voting	11,478,279	21,694	0.19	21,564	130	99.40	0.60
	Poll/E-Voting		3,704	0.03	3,704	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	11,478,279	25,398	0.22	25,268	130	99.49	0.51
Total		50,270,880	38,586,037	76.76	38,585,907	130	100.00	-



Resolution required: (Ordinary/ Special)			Ordinary – 2. Declaration of dividend on the equity shares of the Company for the financial year ended 31st March, 2021.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	37,054,137	37,054,137	100.00	37,054,137	-	100.00	-
	Poll/E-Voting		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	37,054,137	37,054,137	100.00	37,054,137	-	100.00	-
Public- Institutions	Remote E-Voting	1,738,464	1,506,502	86.66	1,506,502	-	100.00	-
	Poll/E-Voting		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,738,464	1,506,502	86.66	1,506,502	-	100.00	-
Public- Non Institutions	Remote E-Voting	11,478,279	21,729	0.19	21,549	180	99.17	0.83
	Poll/E-Voting		3,704	0.03	3,704	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	11,478,279	25,433	0.22	25,253	180	99.29	0.71
Total		50,270,880	38,586,072	76.76	38,585,892	180	100.00	-



Resolution required: (Ordinary/ Special)			Ordinary - 3. Appointment of a Director in place of Mr. Manu Anand (DIN: 00396716) who retires by rotation and being eligible offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	37,054,137	37,054,137	100.00	37,054,137	-	100.00	-
	Poll/E-Voting		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	37,054,137	37,054,137	100.00	37,054,137	-	100.00	-
Public- Institutions	Remote E-Voting	1,738,464	1,506,502	86.66	1,501,806	4,696	99.69	0.31
	Poll/E-Voting		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,738,464	1,506,502	86.66	1,501,806	4,696	99.69	0.31
Public- Non Institutions	Remote E-Voting	11,478,279	21,729	0.19	15,594	6,135	71.77	28.23
	Poll/E-Voting		3,704	0.03	3,704	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	11,478,279	25,433	0.22	19,298	6,135	75.88	24.12
Total		50,270,880	38,586,072	76.76	38,575,241	10,831	99.97	0.03



 Pradeep Development & Company