

**Annexure - II**  
**Format for disclosure of reasons for encumbrance**

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

|                                                                                   |                                                                            |
|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| Name of listed company                                                            | DFM FOODS LIMITED                                                          |
| Name of the recognised stock exchanges where the shares of the company are listed | BSE Ltd. and<br>National Stock Exchange of India Ltd.                      |
| Name of the promoter(s) / PACs whose shares have been encumbered                  | The Delhi Flour Mills Company Limited                                      |
| Total promoter shareholding in the listed company                                 | No. of shares –1,63,08,380<br>% of total share capital –32.55%             |
| Encumbered shares as a % of promoter shareholding                                 | Pledge:76.03%<br>Arrangement/covenant in the nature of encumbrance: 23.97% |
| Whether encumbered share is 50% or more of promoter shareholding                  | Yes                                                                        |
| Whether encumbered share is 20% or more of total share capital                    | Yes                                                                        |

**Details of all the existing events/ agreements pertaining to encumbrance**

|                                                                                                                                                                            |                                                                                                                                                                              |                                                                                                                                                                                                    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                            |                                                                                                                                                                              | Encumbrance<br><br>(Date of creation of encumbrance:<br>30.09.2019)                                                                                                                                |
| Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance) |                                                                                                                                                                              | Pledge                                                                                                                                                                                             |
| No. and % of shares encumbered                                                                                                                                             |                                                                                                                                                                              | Pledge<br>No. of shares: 1,24,00,000<br>% of total share capital:24.75%<br><br>Arrangement /covenant in the nature of encumbrance :<br>No. of shares: 39,08,380<br>% of total share capital: 7.80% |
| Specific details about the encumbrance                                                                                                                                     | Name of the entity in whose favour shares encumbered (X)                                                                                                                     | IIFL Wealth Finance Limited                                                                                                                                                                        |
|                                                                                                                                                                            | Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity. | NBFC                                                                                                                                                                                               |
|                                                                                                                                                                            | Names of all other entities in the agreement                                                                                                                                 | Listed company and its group companies (if any)<br>–<br>1. N.A<br>2. ...<br>Other entities (if any) – NA                                                                                           |



|                              |                                                                                                                                                                                                                                                                                                                                                   |                                                                                                             |
|------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|
|                              | Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating                                                                                                                                                  | No                                                                                                          |
| Security Cover / Asset Cover | Value of shares on the date of event / agreement (A)                                                                                                                                                                                                                                                                                              | 4,03,87,70,307/-                                                                                            |
|                              | Amount involved (against which shares have been encumbered) (B)                                                                                                                                                                                                                                                                                   | 1,00,00,00,000/-                                                                                            |
|                              | Ratio of A / B                                                                                                                                                                                                                                                                                                                                    | 403.88%                                                                                                     |
| End use of money             | <p>Borrowed amount to be utilized for what purpose –</p> <p>(a) Personal use by promoters and PACs</p> <p>(b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</p> <p>(a) Any other reason (please specify)</p> | <p>Debt Consolidation and General Business purpose of promoter Company (The Delhi Flour Mills Co. Ltd.)</p> |

For The Delhi Flour Mills Co. Ltd.

Authorised Signatory

Signature of Authorised Signatory:

Place: Delhi

Date: 19/10/2019