

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Members of **DFM FOODS LIMITED** will be held on Friday, the 7th day of August, 2015 at 10.00 A.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010 to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2015, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Sandeep Singhal (DIN 00040491), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the re-appointment of Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to fix their remuneration and to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder as amended from time to time and as recommended by the Audit Committee and the Board of Directors, the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells, (Regn. No. 015125N), Chartered Accountants as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty Third Annual General Meeting at such remuneration as may be mutually agreed upon between the Auditors and the Board of Directors of the Company."

Special Business

5. To appoint Ms. Hiroo Mirchandani (DIN 06992518) as an Independent Director of the Company and in this regard, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement, as amended from time to time, Ms. Hiroo Mirchandani (DIN 06992518), be and is hereby appointed as an Independent Director of the Company to

hold office for a period of five consecutive years from the original date of appointment i.e. 30th March 2015 upto 29th March 2020"

6. To adopt new set of Memorandum of Association of the company containing clauses in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 as amended from time to time, the amended set of Memorandum of Association submitted to this meeting be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To adopt new set of Articles of Association of the company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 as amended from time to time, the draft regulations contained in the Articles of Association submitted to this meeting be and is hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To keep registers and returns at a place other than Registered Office of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and in supersession of

the earlier Special Resolution passed in the 16th Annual General Meeting of the members held on 30th July, 2009 the consent of the members of the Company be and is hereby accorded for keeping the Electronic & Physical Registers and Returns required to be maintained by the Company under Section 88 and 92 of the Companies Act, 2013 or any one or more of them at the office of the Registrar and Share Transfer Agent of the Company M/s MCS Share Transfer Agent Ltd., presently situated at F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 or at such other place wheresoever its office will be situated within the National Capital Territory of Delhi.

FURTHER RESOLVED THAT the Registers, Indexes, Returns, Books, Certificates and Documents of the Company required to be maintained and kept open for inspection under the provisions of the Companies Act, 2013, be kept open for such inspection, at the place where they are kept, by the persons entitled thereto, to the extent, in the

manner and on payment of fees, if any, specified in the aforesaid Act during 11:00 AM to 1:00 PM on any working day except when the Registers and books are closed under the provisions of the Act or the Articles of Association of the Company."

By order of the Board
For DFM Foods Limited

Place: Delhi

Dated: 29th June, 2015

Registered Office:

8377, Roshanara Road, Delhi-110 007

CIN: L15311DL1993PLC052624

E-mail: dfm@dfmgroup.in

Website: www.dfmfoods.com

Tel: 011-23826445

Fax: 011-23822409

Parvinder Singh Arora
Company Secretary

NOTES

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf 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. 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 a proxy for any other person or shareholder.
2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 16.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. The statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business under item no(s). 5 to 8 set out above are annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 25th July, 2015 to 7th August, 2015 both days inclusive.
6. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between 8th August, 2015 and 17th August, 2015 to those members whose names shall appear on the Company's Register of Members on 24th July, 2015; in respect of the shares held in dematerialised form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

7. Members/ Proxies should bring the Attendance slip duly filled in for attending the meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address and NECS details immediately to the Company's Registrar & Transfer Agent, M/s. MCS Share Transfer Agent Ltd., F-65, 1st Floor, Okhla Indl. Area, Phase – I, New Delhi – 110 020.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
10. Shareholders are advised that those who have not encashed their dividend warrant(s) so far for the financial year ended 31st March, 2008 onwards may send their outdated dividend warrants for revalidation/ issue of demand draft in lieu thereof before the respective amounts become due for transfer to the "Investor Education and Protection Fund".
11. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar & Transfer Agent M/s. MCS Share Transfer Agent Ltd.
12. The securities of the Company are listed on BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 and the annual listing fee has been paid to it for the financial year 2015-16.
13. At the ensuing Annual General Meeting, Mr. Sandeep Singhal retires by rotation and being eligible offers himself for reappointment and Ms. Hiroo Mirchandani seeks appointment as an Independent Director not liable to retire by rotation. The information or details pertaining to these Directors as required in terms of clause 49 of the

Listing Agreement with the Stock Exchange are furnished in the Report on Corporate Governance published in this Annual Report.

The Directors seeking re-appointment / appointment have furnished the requisite consent / declaration for their re-appointment / appointment.

Mr. Sandeep Singhal and Ms. Hiroo Mirchandani whose re-appointment / appointment are being considered, are neither related inter-se nor to any other Director of the Company.

14. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically.
15. The draft Memorandum and Articles of Association of the Company will be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours, upto the date of the Annual General Meeting.
16. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (which means e-voting from a place other than venue of the General Meeting) to exercise their right to vote at the 22nd Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 22nd AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the General Meeting but shall not be entitled to cast their vote again at the General Meeting.

The Company has appointed Mr. Pradeep Debnath (FCS-6654) of M/s. Pradeep Debnath & Co., Practicing Company Secretaries as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions for members for voting electronically are as under:

- i) The voting period begins on Tuesday, 4th August, 2015 at 10:00 A.M. and ends on Thursday, 6th August, 2015 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 31st July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting at 5:00 P.M. on 6th August, 2015.
- ii) Members holding shares in physical or in demat form as on 31st July, 2015 shall only be eligible for e-voting.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on "Shareholders" tab
- v) Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd /mm /yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for DFM FOODS LTD. to vote.
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option

“YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote
- xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Note for Non-Individual Shareholders & Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 31st July, 2015 may follow the same instructions as mentioned above for e-Voting.

ANNEXURE TO THE NOTICE

STATEMENT

[Pursuant to Section 102 (1) of the Companies Act, 2013]

Item No. 5

Ms. Hiroo Mirchandani was appointed as an Additional Director (Independent) on the Board of the Company during the year, pursuant to the provisions of section 161 and other applicable provisions of the Companies Act, 2013 w.e.f. 30th March, 2015. In view of the same, Ms. Mirchandani shall hold office upto the date of ensuing Annual General Meeting.

In accordance with the provisions of Section 149, 150, 152 and 160 read with Schedule IV of the Companies Act, 2013, rules made thereunder, clause 49 of the listing agreement and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that the above director be appointed as an Independent Director for a term of five consecutive years from the original date of appointment.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Hiroo Mirchandani for the office of Independent Director of the Company. Ms. Hiroo Mirchandani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Ms. Hiroo Mirchandani that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013, and under Clause 49 of the Listing Agreement. In the opinion of the Board, Ms. Hiroo Mirchandani fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Ms. Hiroo Mirchandani is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Ms. Hiroo Mirchandani and her shareholding in

the Company are given in the Corporate Governance Report.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Hiroo Mirchandani is appointed as an Independent Director of the Company.

The letter of appointment issued to Ms. Hiroo Mirchandani is available for inspection by members at the registered office of the Company on all working days, except Saturdays, during business hours, upto the date of the Annual General Meeting.

Ms. Hiroo Mirchandani is interested in the Resolution relating to her appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6 and 7

The existing Memorandum of Association (MoA)/Articles of Association (AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA/ MoA contain references to specific sections of the Companies Act, 1956, which are not in conformity with the Companies Act, 2013. Hence, it is considered expedient to amend the MoA to some extent and wholly replace the existing AoA by a new set of Articles which shall be in conformity with the Companies Act, 2013. The proposed new draft MoA/AoA are being uploaded on the Company's website for perusal by the shareholders. The draft MoA/AoA shall be available for inspection by members during the meeting and also at the registered office of the Company on all working days, except Saturdays, during business hours, upto the date of the Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 6 and 7 of the Notice.

The Board recommends the Special Resolutions set out at Item Nos. 6 and 7 of the Notice for approval by the members.

Item No. 8

In accordance with the Special Resolution passed by the members of the Company at their 16th Annual General Meeting held on 30th July, 2009, the Electronic & Physical Registers and the indexes of members, copies of Annual Returns, certificates

and documents to be annexed thereto are being kept with the then Registrar and Share Transfer Agent of the Company M/s. MCS Ltd.

Now, the Company has appointed new Registrar and Share Transfer Agent i.e. M/s MCS Share Transfer Agent Limited having their office at F- 65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020. As such, it would be desirable to keep the aforesaid documents at office of new Registrar and Share Transfer Agent.

According to the provisions of Section 94 of the Companies Act, 2013, consent of the shareholders is required by way of Special Resolution for keeping the same at any other place other than the Registered Office.

Further, pursuant to the provisions of Section 94(2) of the Companies Act, 2013 and Rules made thereunder it is also proposed that the aforesaid documents be kept open for inspection, by the persons entitled thereto, to the extent, in the manner and on payment of fees, if any as specified in the aforesaid Act during 11:00 AM to 1:00 PM on any working day except when the Registers and books are closed under the provisions of the Act or the Articles of Association of the Company.

Accordingly, the consent of the members is sought by way of a Special Resolution.

The Board of Directors recommends the resolution for approval of members.

None of the Directors, Key Managerial Personnel or their relatives are deemed to be interested in this Resolution.

By order of the Board
For DFM Foods Limited

Place: Delhi

Dated: 29th June, 2015

Registered Office:

8377, Roshanara Road, Delhi-110 007

CIN: L15311DL1993PLC052624

E-mail: dfm@dfmgroupp.in

Website: www.dfmfoods.com

Tel: 011-23826445

Fax: 011-23822409

Parvinder Singh Arora
Company Secretary



Registered Office: 8377, Roshanara Road, Delhi - 110 007
CIN: L15311DL1993PLC052624

ATTENDANCE SLIP

22nd ANNUAL GENERAL MEETING - 7th August, 2015 AT 10.00 A.M.

Reg Folio No

Client ID No

DP ID No

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 22nd ANNUAL GENERAL MEETING of the Company at Air Force Auditorium, Subroto Park, New Delhi - 110 010 on Friday, 7th August, 2015.

.....
Member's/ Proxy's name in BLOCK Letters

.....
Member's/ Proxy's Signature

Note: Please fill this attendance slip and hand it over it over at ENTRANCE OF THE HALL.



Registered Office: 8377, Roshanara Road, Delhi - 110 007
CIN: L15311DL1993PLC052624

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :		Email Id :	
Registered address:		Folio No./*Client Id:	
		DP Id:	

*Applicable for investors holding shares in electronic form

I/We, being the member(s) of shares of the above named Company hereby appoint:

- 1) _____ of _____ having email id _____ or failing him
- 2) _____ of _____ having email id _____ or failing him
- 3) _____ of _____ having email id _____ or failing him

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Friday, 7th August, 2015 at 10.00 a.m. at Air Force Auditorium, Subroto Park, New Delhi - 110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in box below:

Resolutions	For	Against
1. Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors		
2. Declaration of dividend on equity shares		
3. Reappointment of Mr. Sandeep Singhal, who retires by rotation		
4. Appointment of Auditors and fixing their remuneration		
5. Appointment of Ms. Hiroo Mirchandani as Independent Director		
6. Adopt new Memorandum of Association of the Company in accordance with Companies Act, 2013		
7. Adopt new Articles of Association of the Company in accordance with Companies Act, 2013		
8. To keep registers and returns at a place other than Registered Office of the Company		

Signed this day of 2015.

.....
Signature of member

1.
Signature of proxy holder(s)

2.
Signature of proxy holder(s)

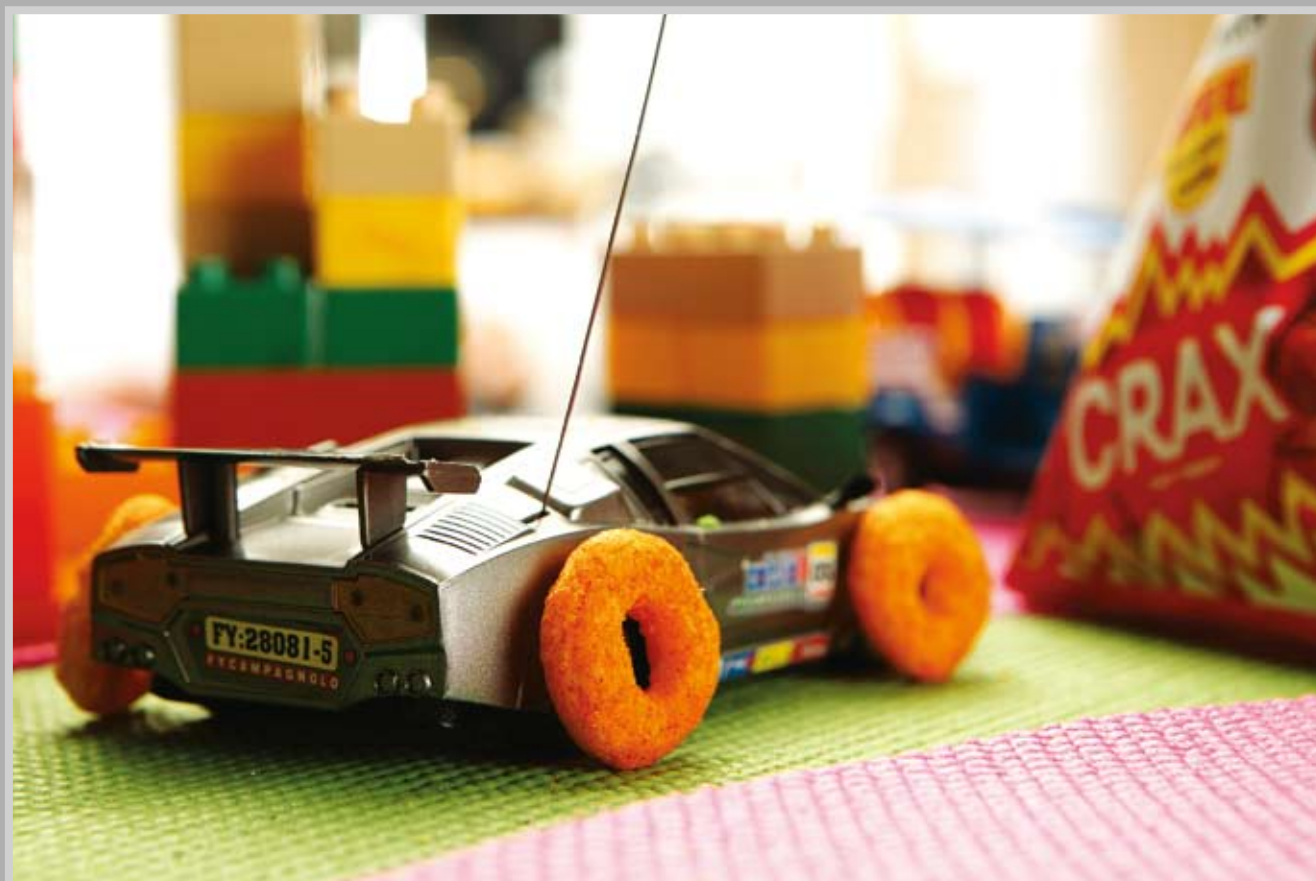
3.
Signature of proxy holder(s)

Affix a
Re. 1/-
Revenue
Stamp

Notes:

- 1. This form, in order to be effective, should be duly completed and deposited at the registered 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. Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.
4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**





DFM Foods Limited is a pioneer in the Indian packaged snack foods business. Established in 1983, our flagship brand CRAX was the first successful packaged snack food in India.

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