

## NOTICE

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of **DFM FOODS LIMITED** will be held on Monday, the 1<sup>st</sup> day of August, 2016 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 31<sup>st</sup> March, 2016, 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. Mohit Jain (DIN 00079452), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the 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 fourth 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 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 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act (including any statutory modification or re-enactment thereof, for the time being in force) and in partial modification of the special resolution passed at the Annual General Meeting held on 31<sup>st</sup> July, 2014, approval of the Company be and is hereby accorded for the revision in remuneration and perquisites / benefits of Mr. Mohit Jain, Managing Director of the Company (DIN: 00079452) with effect from

1<sup>st</sup> June, 2016 for the remaining tenure of his appointment as detailed in the statement forming part of this notice.

**RESOLVED FURTHER THAT** all other terms and conditions of appointment of Mr. Mohit Jain, as already approved by the shareholders shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

6. 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 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act (including any statutory modification or re-enactment thereof, for the time being in force) and in partial modification of the special resolution passed at the Annual General Meeting held on 31<sup>st</sup> July, 2014, approval of the Company be and is hereby accorded for the revision in remuneration and perquisites / benefits of Mr. Rohan Jain, Dy. Managing Director of the Company (DIN: 02644896) with effect from 1<sup>st</sup> June, 2016 for the remaining tenure of his appointment as detailed in the statement forming part of this notice.

**RESOLVED FURTHER THAT** all other terms and conditions of appointment of Mr. Rohan Jain, as already approved by the shareholders shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By order of the Board  
For DFM Foods Limited

Place: New Delhi  
Dated: 11<sup>th</sup> May, 2016  
**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

Raju Singh Tomer  
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 setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, in respect of Special Business under Item no(s). 5 & 6 set out above are annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 16<sup>th</sup> July, 2016 to 1<sup>st</sup> August, 2016 both days inclusive.
6. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between 2<sup>nd</sup> August, 2016 and 12<sup>th</sup> August, 2016 to those members whose names shall appear on the Company's Register of Members on 15<sup>th</sup> July, 2016; in respect of the shares held in dematerialized 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, 1<sup>st</sup> 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 31<sup>st</sup> March, 2009 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 and 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 2016-17.
13. At the ensuing Annual General Meeting, Mr. Mohit Jain retires by rotation and being eligible offers himself for reappointment.  
  
The Director seeking re-appointment has furnished the requisite declaration for his re-appointment.  
  
Mr. Mohit Jain, whose re-appointment is being considered, is the father of Mr. Rohan Jain, Dy. Managing 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. Registers under Section 170 and 189 of the Companies Act, 2013 will be available for inspection at the AGM of the Company.
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 23<sup>rd</sup> 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 23<sup>rd</sup> 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 shareholders voting electronically are as under:**

- (i) The voting period begins on Friday, 29<sup>th</sup> July, 2016 at 10:00 A.M. and ends on Sunday, 31<sup>st</sup> July, 2016

at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 25<sup>th</sup> July, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting at 5:00 P.M. on 31<sup>st</sup> July, 2016.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (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](http://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"> <li>• 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.</li> <li>• 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>   |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xxi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) 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. 25<sup>th</sup> July, 2016 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

Mr. Mohit Jain was last appointed as the Managing Director for a period of 5 years w.e.f. 28<sup>th</sup> February, 2014 with the approval of the Shareholders of the Company at the Annual General Meeting held on 31<sup>st</sup> July 2014. Further as required under Schedule V to the Companies Act, 2013, the shareholders had approved payment of remuneration and also minimum remuneration payable to him in the event of absence or inadequacy of profits in any year for a period of 3 years from the date of his appointment.

Taking into consideration his present remuneration and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 11<sup>th</sup> May, 2016 decided to revise the salary applicable to Mr. Mohit Jain w.e.f. 1<sup>st</sup> June, 2016 for the remaining tenure of his appointment as under:

### I. Remuneration

1. Salary : ₹ 5,50,000 per month
2. Commission : 4% (Four percent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, after the profits of the Company are ascertained in each year.
3. Perquisites :

#### Category A

- a) Payment of expenditure on gas, electricity, water, furnishing and servants at residence and office of the Managing Director.
- b) Reimbursement of medical expenses actually incurred in India or abroad (inclusive of air fare, boarding/lodging for the patient and the attendant) for self and family.
- c) Furniture allowance as per rules of the Company.
- d) Leave travel allowance for self and family as per rules

of the Company.

- e) Subscription fees of clubs subject to a maximum of two clubs excluding admission and life membership fees.
- f) Personal Accident Insurance as per rules of the Company.
- g) Helper allowance as per rules of the Company.

#### Category B

- a) Company's contribution towards Provident Fund as per rules of the Company.
- b) Gratuity as per rules of the Company.
- c) Company's contribution towards superannuation fund or annuity fund as per rules of the Company.

#### Category C

- a) Free use of car and driver, both for official and personal purposes.
- b) Free telephone facility at residence. However long distance personal calls to be billed by the Company.
- c) Encashment of earned/ privilege leave on full pay and allowance as per rules of the Company at the end of tenure.
- d) Reimbursement of entertainment and all other expenses incurred for the purpose of the Company's business.
- e) The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Details of remuneration paid to Mr. Mohit Jain during the Financial Year 2015-16 have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report.

Except for the aforesaid revision in remuneration, all other terms and conditions of his appointment as the Managing Director of the Company and the minimum remuneration as approved earlier, shall remain unchanged for the remaining tenure of his appointment.

The total remuneration drawn from the Company including perquisites shall not exceed in aggregate 5% of the net profits of the Company computed in the manner laid down in Section 197(8) of the Companies Act, 2013. For the purposes of this computation, the perquisites shall be valued on the basis laid down under the rules framed under the Income Tax Act.

Further, the remuneration drawn by Mr. Mohit Jain from the Company and from The Delhi Flour Mills Co. Ltd., of which he is the Managing Director, put together shall not exceed the higher of the maximum

limit admissible from any of the Companies.

- II. In the event of termination of the appointment of the Managing Director by the Company he shall be entitled to receive compensation in accordance with the provisions of Section 202 of the Companies Act, 2013.

In compliance with the provisions of Section 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the payment of the remuneration to the Managing Director as set out above is now being placed before the members for their approval.

The draft supplemental agreement based on the terms with respect to the payment of the aforesaid remuneration as approved by the Nomination & Remuneration Committee and the Board, between the Company and Mr. Mohit Jain is available for inspection by the members of the Company at its Registered office between 11.00 A.M. to 1.00 P.M. on any working day of the Company.

Besides Mr. Mohit Jain, Managing Director, Mr. Rohan Jain, Dy. Managing Director being son of Mr. Mohit Jain is concerned or interested in this resolution.

The contents of Item no. 5 of the notice and the relevant Statement may be treated as written Memorandum under Section 190 of the Companies Act, 2013

#### ITEM NO. 6

Mr. Rohan Jain was last appointed as a Whole Time Director for a period of 5 years w.e.f. 1<sup>st</sup> June, 2014 with the approval of the Shareholders of the Company at the Annual General Meeting held on 31<sup>st</sup> July 2014. Thereafter he was re-designated as Dy. Managing Director w.e.f. 22<sup>nd</sup> January 2015. Further as required under Schedule V to the Companies Act, 2013, the shareholders had approved payment of remuneration and also minimum remuneration payable to him in the event of absence or inadequacy of profits in any year for a period of 3 years from the date of his reappointment.

Taking into consideration his present remuneration and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 11<sup>th</sup> May, 2016 decided to revise the salary applicable to Mr. Rohan Jain, Dy. Managing Director w.e.f. 1<sup>st</sup> June, 2016 for the remaining tenure of his appointment as under:

#### I. Remuneration

- 1. Salary : ₹ 6,50,000 per month
- 2. Commission : 4% (Four percent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, after the profits of the Company are ascertained in each year.

3. Perquisites :

**Category A**

- a) Company maintained rent free accommodation.
- b) Payment of expenditure on gas, electricity, water, furnishing and servants at residence and office of the Dy. Managing Director.
- c) Reimbursement of medical expenses actually incurred in India or abroad (inclusive of air fare, boarding/ lodging for the patient and the attendant) for self and family.
- d) Furniture allowance as per rules of the Company.
- e) Leave travel allowance for self and family as per rules of the Company.
- f) Subscription fees of clubs subject to a maximum of two clubs excluding admission and life membership fees.
- g) Personal Accident Insurance as per rules of the Company.
- h) Helper allowance as per rules of the Company.

**Category B**

- a) Company's contribution towards Provident Fund as per rules of the Company.
- b) Gratuity as per rules of the Company.
- c) Company's contribution towards superannuation fund or annuity fund as per rules of the Company.

**Category C**

- a) Free use of car and driver, both for official and personal purposes.
- b) Free telephone facility at residence. However long distance personal calls to be billed by the Company.
- c) Encashment of earned/ privilege leave on full pay and allowance as per rules of the Company at the end of tenure.
- d) Reimbursement of entertainment and all other expenses incurred for the purpose of the Company's business.
- e) The Dy. Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Details of remuneration paid to Mr. Rohan Jain during the Financial Year 2015-16 have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report.

Except for the aforesaid revision in remuneration, all other terms and conditions of his appointment as the Dy. Managing Director of the Company and the minimum remuneration as approved earlier, shall remain unchanged for the remaining tenure of his appointment.

The total remuneration drawn from the Company including perquisites shall not exceed in aggregate 5% of the net profits of the Company computed in the manner laid down in Section 197 (8) of the Companies Act, 2013. For the purposes of this computation, the perquisites shall be valued on the basis laid down under the rules framed under the Income Tax Act.

- II. In the event of termination of the appointment of the Dy. Managing Director by the Company he shall be entitled to receive compensation in accordance with the provisions of Section 202 of the Companies Act, 2013.

In compliance with the provisions of Section 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the payment of the remuneration to the Dy. Managing Director as set out above is now being placed before the members for their approval.

The draft supplemental agreement based on the terms with respect to the payment of the aforesaid remuneration as approved by the Nomination & Remuneration Committee and the Board, between the Company and Mr. Rohan Jain is available for inspection by the members of the Company at its Registered office between 11.00 A.M. to 1.00 P.M. on any working day of the Company.

Besides Mr. Rohan Jain, Mr. Mohit Jain, Managing Director being father of Mr. Rohan Jain is concerned or interested in this resolution.

The contents of Item no. 6 of the notice and the relevant Statement may be treated as written Memorandum under Section 190 of the Companies Act, 2013.

By order of the Board  
For **DFM Foods Limited**

Place: New Delhi  
Dated: 11<sup>th</sup> May, 2016  
**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

Raju Singh Tomer  
Company Secretary



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

## ATTENDANCE SLIP

23<sup>rd</sup> ANNUAL GENERAL MEETING - 1<sup>st</sup> August, 2016 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 23<sup>rd</sup> ANNUAL GENERAL MEETING of the Company at Air Force Auditorium, Subroto Park, New Delhi - 110 010 on Monday, 1<sup>st</sup> August, 2016.

.....  
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:                |  |

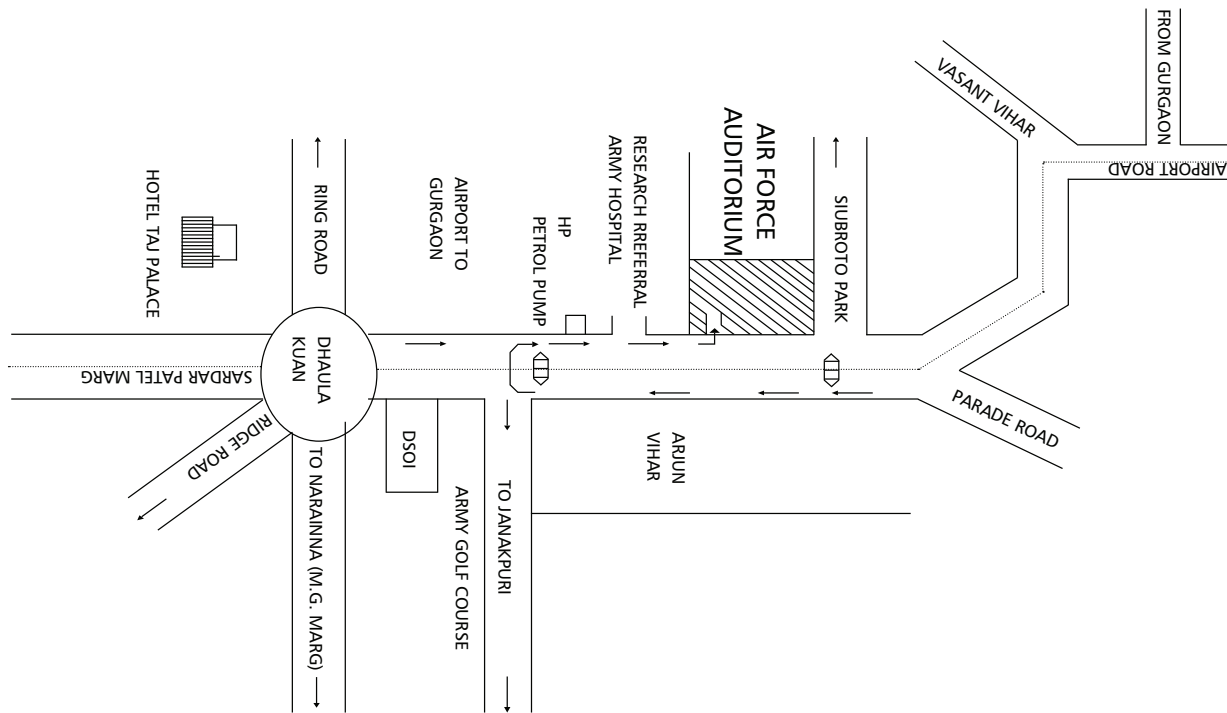
\*Applicable for investors holding shares in electronic form

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

- 1) \_\_\_\_\_ of \_\_\_\_\_ having email \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having email \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having email \_\_\_\_\_ 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 23<sup>rd</sup> Annual General Meeting of the Company, to be held on Monday, 1<sup>st</sup> August, 2016 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:

# ROUTE MAP TO VENUE FOR AGM



\*\* 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. Re-appointment of Mr. Mohit Jain, who retires by rotation.                               |     |         |
| 4. Ratification of appointment of Auditors and fixing their remuneration.                   |     |         |
| 5. Revision of remuneration of Mr. Mohit Jain, Managing Director.                           |     |         |
| 6. Revision of remuneration of Mr. Rohan Jain, Dy. Managing Director.                       |     |         |

Signed this ..... day of ..... 2016.

.....  
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.\*\*





ANNUAL REPORT  
2015-16



CREATING VALUE



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.

## Corporate Overview

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