

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of **DFM FOODS LIMITED** will be held on Monday, the 6th day of August, 2018 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, 2018, 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 re-appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the fifth consecutive Annual General Meeting and to fix their remuneration and to pass 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 and the Rules framed thereunder as amended from time to time and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Deloitte Haskins & Sells, Chartered Accountants (Regn. No. 015125N), be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of the fifth consecutive 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 an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (hereinafter referred to as 'the Act'), consent of the Company be and is hereby accorded to the Board of Directors of the Company to serve document(s) on Member(s) of the Company through a particular mode prescribed under the Act and desired by Member(s), from time to time.

RESOLVED THAT upon request of Member(s) for delivery of any document(s) through a particular mode, the Company do serve the same to the Member(s) through that particular mode and charge such fees, as may be decided by the Board, which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in that particular mode.

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

Place: New Delhi
Dated: 25th May, 2018

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

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. 17.
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. 5 set out above is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 21st July, 2018 to 6th August, 2018 both days inclusive.

6. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between 7th August, 2018 and 18th August, 2018 to those members whose names shall appear on the Company's Register of Members on 20th July, 2018; 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, 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, 2011 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. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules, 2017 notified by the Ministry of Corporate Affairs, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the Members for seven consecutive years or more in the name of Investor Education and Protection Fund Authority. Accordingly, the Company has transferred all such shares to the Demat Account opened by the IEPF Authority. The Company has also uploaded the details of such members whose shares have been transferred to IEPF Account on its website www.dfmfoods.com. The shares transferred to IEPF Account including all benefits accruing on such shares, if any, can be claimed by the concerned members from IEPF Authority on its website at www.iepf.gov.in, after following the procedure prescribed under the aforesaid Rules.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and bank accounts details by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN and bank accounts to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and bank account details to the Company or its Registrar & Transfer Agent M/s. MCS Share Transfer Agent Ltd.
13. The securities of the Company are listed on BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 and National Stock Exchange of India Ltd. , Plot C-1, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 and the annual listing fees has been paid to both the stock exchanges for the financial year 2018-19.
14. At the ensuing Annual General Meeting, Mr. Sandeep Singhal retires by rotation and being eligible offers himself for re-appointment. The information or details pertaining to re-appointment of Director as required in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished in the Report on Corporate Governance published in this Annual Report.

The Director seeking re-appointment has furnished the requisite declaration for his re-appointment.

Mr. Sandeep Singhal, whose re-appointment is being considered, is not related to any other Director of the Company.
15. 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.
16. Registers under Section 170 and 189 of the Companies Act, 2013 will be available for inspection at the AGM of the Company.
17. 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 25th 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 25th 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, 3rd August, 2018 at 10:00 A.M. and ends on Sunday, 5th August, 2018 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. 30th July, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting at 5:00 P.M. on 5th August, 2018.
- (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.
- (iv) Click on Shareholders/Members.
- (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. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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"> 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).

- (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 the relevant DFM FOODS LTD on which you choose 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 changed 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. 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 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.
- 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 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, under help section or write an email to 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. 30th July, 2018 may follow the same instructions as mentioned above for e-Voting.

ANNEXURE TO THE NOTICE

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

ITEM NO. 5

Under the provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder, the Company is required to send various documents such as Annual Report, Postal Ballot Notices etc. to the members of the Company. In terms of Section 20 of the Act, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other prescribed mode. However, a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting.

Accordingly, the consent of the members is sought to the Ordinary resolution as set out at Item No. 5 of the Notice.

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

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Place: New Delhi

Dated: 25th May, 2018

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

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

Raju Singh Tomer
Company Secretary



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

ATTENDANCE SLIP

25th ANNUAL GENERAL MEETING - 6th August, 2018 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 25th ANNUAL GENERAL MEETING of the Company at Air Force Auditorium, Subroto Park, New Delhi – 110010 on Monday, 6th August, 2018.

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

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

Note: Please fill this attendance slip and hand 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]

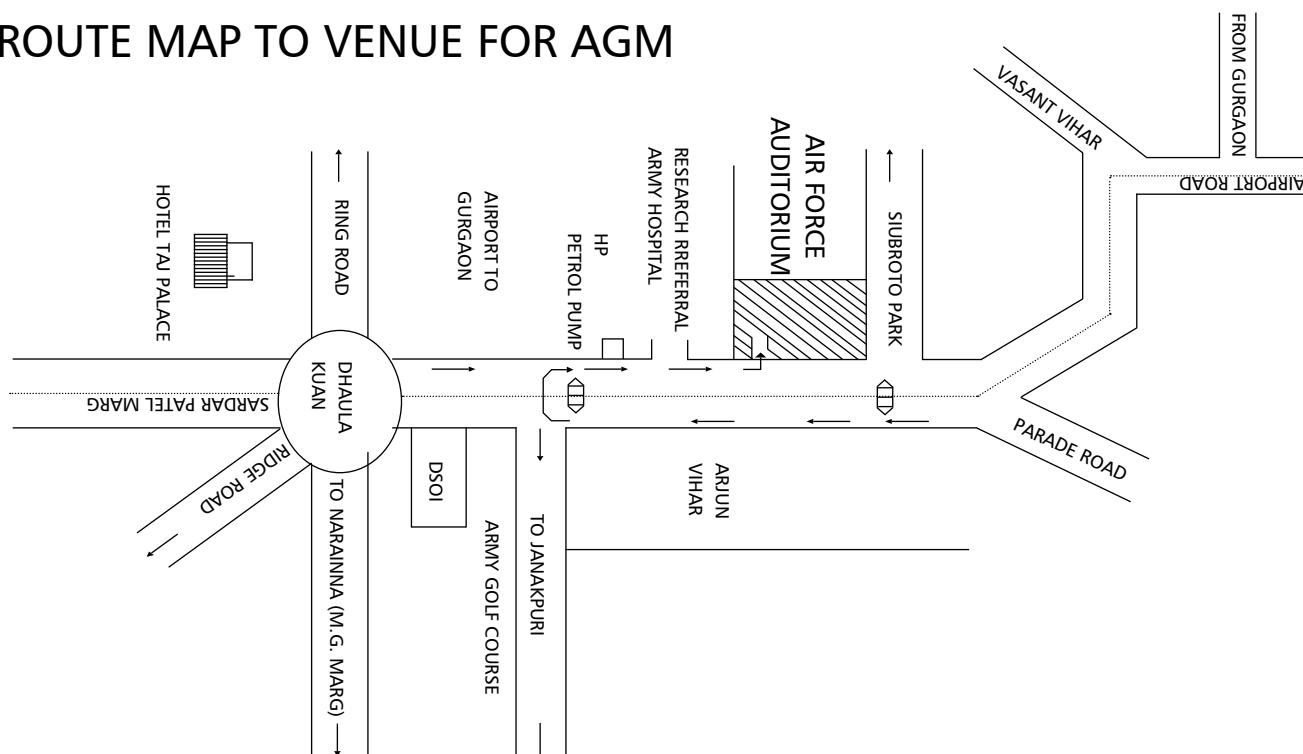
Name of the member(s) :		Email Id :	
Registered address:		Folio No./*Client Id:	
		DP Id:	

*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

ROUTE MAP TO VENUE FOR AGM



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 25th Annual General Meeting of the Company, to be held on Monday, the 6th August, 2018 at 10.00 A.M. at Air Force Auditorium, Subroto Park, New Delhi – 110010 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. Re-appointment of Mr. Sandeep Singhal, who retires by rotation.		
4. Re-appointment of Auditors and fixing their remuneration.		
5. Approval to charge fee, if any, for delivery of document in mode desired by Member(s).		

Signed this day of 2018.

.....
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:

- 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.
- A proxy need not be a member of the Company.
- Appointing a proxy does not prevent a member from attending the meeting in person, if he/she so wishes.
- This is only optional. Please put a '✓' 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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CORPORATE INFORMATION

Board of Directors

Mohit Jain, Chairman & Managing Director

Rohan Jain, Dy. Managing Director

S. C. Nanda

Pradeep Dinodia

Mohit Satyanand

Sandeep Singhal

Hiroo Mirchandani

Auditors

Deloitte Haskins & Sells

Chartered Accountants

Bankers

Punjab & Sind Bank

Karnataka Bank Limited

Registered Office

8377, Roshanara Road, Delhi 110 007

CIN : L15311DL1993PLC052624

Tel : +91-11-23826445

Fax : +91-11-23822409

Website : www.dfmfoods.com

Plant Locations

Ghaziabad

C-40, Site-III, Meerut Road Industrial Area,
Ghaziabad (U.P.) -201 303

Greater Noida

Plot No. 49, 50, 53 & 54, Ecotech-I, Extn.
Greater Noida (U.P.) - 201 306

Registrar & Transfer Agent

MCS Share Transfer Agent Limited

F-65, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi 110 020



CREATING VALUE

