

# NOTICE

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of **DFM FOODS LIMITED** will be held on Tuesday, the 13<sup>th</sup> day of August, 2019 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, 2019, 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.

## Special Business

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Regulation 17(6)(e) and all other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment thereto or modification thereof and Article 125 of the Articles of Association of the Company, consent be and is hereby accorded to the re-appointment of Mr. Mohit Jain (DIN:00079452) as Managing Director of the Company whose office will be liable to retire by rotation for a period of 5 years w.e.f. 28<sup>th</sup> February, 2019 on the terms and conditions as set out in the statement annexed to the notice convening this meeting.

RESOLVED FURTHER, in case of loss or inadequacy of profits during any financial year, the remuneration paid to Mr. Mohit Jain shall be the minimum remuneration subject to compliance with provisions of Section 197 read with Schedule V of the Act.

RESOLVED FURTHER that the Board of Directors [hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee (Compensation Committee) and/or a Committee of the Board] be and are hereby authorized to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between Mr. Mohit Jain and the Board of Directors of the Company and to do all such acts and deeds, as may be necessary to give effect to this resolution.”

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 Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Regulation 17(6)(e) and all other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment thereto or modification thereof and Article 125 of the Articles of Association of the Company, consent be and is hereby accorded to the re-appointment of Mr. Rohan Jain (DIN:02644896) as Whole Time Director designated as Dy. Managing Director of the Company whose office will be liable to retire by rotation for a period of 5 years w.e.f. 1<sup>st</sup> June, 2019 on the terms and conditions set out in the statement annexed to the notice convening this meeting.

RESOLVED FURTHER, in case of loss or inadequacy of profits during any financial year, the remuneration paid to Mr. Rohan Jain shall be the minimum remuneration subject to compliance with provisions of Section 197 read with Schedule V of the Act.

RESOLVED FURTHER that the Board of Directors [hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee (Compensation Committee) and/or a Committee of the Board] be and are hereby authorized to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between Mr. Rohan Jain and the Board of Directors of the Company and to do all such acts and deeds, as may be necessary 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 in terms of Section 149 read with Schedule IV of the Companies Act, 2013, and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment thereto or modification thereof, Mr. Pradeep Dinodia (DIN:00027995) be and is hereby re-appointed as an Independent Director of the Company for a consecutive period of 5 (five) years with effect from 30<sup>th</sup> December, 2019 and whose office shall not be liable to retire by rotation.”

7. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED that in terms of Section 149 read with Schedule IV of the Companies Act, 2013, and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment thereto or modification thereof, Mr. Sarat Chandra Nanda (DIN:00827193) be and is hereby re-appointed as an Independent Director of the Company for a consecutive period of 5 (five) years with effect from 30<sup>th</sup> December, 2019 and whose office shall not be liable to retire by rotation.”

8. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED that in terms of Section 149 read with Schedule IV of the Companies Act, 2013, and applicable Regulations

of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment thereto or modification thereof, Mr. Mohit Satyanand (DIN:00826799) be and is hereby re-appointed as an Independent Director of the Company for a consecutive period of 5 (five) years with effect from 30<sup>th</sup> December, 2019 and whose office shall not be liable to retire by rotation.”

Place: New Delhi  
Dated: 2<sup>nd</sup> May, 2019

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. 18.
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. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names as per the Register of Members of the Company will be entitled to vote.
5. 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). 4 to 8 set out above is annexed hereto.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 27<sup>th</sup> July, 2019 to 13<sup>th</sup> August, 2019 both days inclusive.
7. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between 14<sup>th</sup> August, 2019 and 23<sup>rd</sup> August, 2019 to those members whose names shall appear on the Company’s Register of Members on 26<sup>th</sup> July, 2019; 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.
8. Members/ Proxies / Authorised Representatives should bring the Attendance Slip duly filled in for attending the Meeting.
9. 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 and Share 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.
10. 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 Share 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.
11. 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, 2012 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”.

12. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, 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](http://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](http://www.iepf.gov.in), after following the procedure prescribed under the aforesaid Rules.
13. 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 and Share Transfer Agent" M/s. MCS Share Transfer Agent Ltd. Further, the Members holding physical shares are advised to dematerialized their shares because w.e.f. 1<sup>st</sup> April, 2019 physical transfer has been discontinued.
14. 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 2019-20.
15. At the ensuing Annual General Meeting the information or details pertaining to re-appointment of Director's as required in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings are furnished in this Notice and in the Report on Corporate Governance published in this Annual Report.  
  
The Directors seeking re-appointment have furnished the requisite declaration for their re-appointment.
16. 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.
17. Registers under Section 170 and 189 of the Companies Act, 2013 will be available for inspection at the AGM of the Company.
18. 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 and Regulation 44 of the SEBI(LODR), Regulations, 2015 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 AGM) to exercise their right to vote at the 26<sup>th</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 26<sup>th</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 AGM but shall not be entitled to cast their vote again at the AGM.

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 Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast 2 witnesses not in the employment of the Company and shall within 2 days of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized who shall countersign the same and declare the result of the voting forthwith.

The results along with Scrutinizer's Report, will be placed on the Company's website at [www.dfmfoods.com](http://www.dfmfoods.com) and the website of CDSL immediately after the result is declared. The results shall simultaneously be communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Saturday, 10<sup>th</sup> August, 2019 at 10:00 A.M. and ends on Monday, 12<sup>th</sup> August, 2019 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. 6<sup>th</sup> August, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 P.M. on 12<sup>th</sup> August, 2019.
- (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/Members.

- (v) Now Enter your User ID:
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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 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](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 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. 6<sup>th</sup> August,2019 may follow the same instructions as mentioned above for e-Voting.
19. The route map showing directions to reach the venue of the AGM is annexed and forms part of this Notice.

## ANNEXURE TO THE NOTICE

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

### ITEM NO. 4

Mr. Mohit Jain (DIN:00079452) was last appointed as the Managing Director of the Company for a period of 5 years with the approval of the members of the Company on 31<sup>st</sup> July,2014, which expired on 27<sup>th</sup> February, 2019.

On the recommendation of the Nomination and Remuneration Committee (Compensation Committee) and subject to the approval of the members, the Board of Directors in their meeting held on 8<sup>th</sup> February, 2019 unanimously re-appointed Mr. Mohit Jain, as Managing Director of the Company for a further period of 5 years w.e.f. 28<sup>th</sup> February, 2019 on the terms and conditions set out below. Mr. Mohit Jain is also the Managing Director of the The Delhi Flour Mills Co. Ltd.

#### I. REMUNERATION

1. Salary : Rs. 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) Company maintained rent free accommodation or house rent allowance in lieu thereof.
- b) Payment of expenditure on gas, electricity, water, furnishing and servants at residence and office of the 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 Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
- f) Other terms and conditions as mentioned in the agreement executed between the Company and Mr. Mohit Jain.

The Managing Director shall be paid minimum remuneration even in case of loss or inadequacy of profits in any year during his tenure, subject to the compliance of Schedule V of the Companies Act, 2013 in this regard.

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 he is not debarred from re-appointment as Managing Director pursuant to any order of SEBI or any other authority.

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 re-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, read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the re-appointment and payment of the remuneration to the Managing Director as set out above is now being placed before the members for their approval.

The agreement executed with Mr. Mohit Jain containing the terms and conditions of re-appointment as approved by the Nomination & Remuneration Committee and the Board, 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 upto the date of the Meeting.

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. 4 of the notice and the relevant Statement may be treated as written Memorandum under Section 190 of the Companies Act, 2013

The Board recommends this special resolution set out at Item No. 4 of the Notice for approval by the members.

The detail required under SEBI (LODR), Regulations and Secretarial Standard-2 on General Meetings are separately disclosed in this Notice and in the report of Corporate Governance.

### ITEM NO. 5

Mr. Rohan Jain (DIN:02644896) was last appointed as a Whole Time Director designated as Dy. Managing Director for a period of 5 years with the approval of the members of the Company on 31<sup>st</sup> July, 2014, which expired on 31<sup>st</sup> May, 2019.

On the recommendation of the Nomination and Remuneration Committee (Compensation Committee) and subject to approval of the members, the Board of Directors in their meeting held on 8<sup>th</sup> February, 2019 re-appointed Mr. Rohan Jain, as a Whole Time Director designated as Dy. Managing Director of the Company for a further period of 5 years w.e.f. 1<sup>st</sup> June, 2019 on the terms and conditions set out below.

#### I. REMUNERATION

1. Salary : Rs. 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 or house rent allowance in lieu thereof.
- 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.
- f) Other terms and conditions as mentioned in the agreement executed between the Company and Mr. Rohan Jain.

The Dy. Managing Director shall be paid minimum remuneration even in case of loss or inadequacy of profits in any year during his tenure, subject to the compliance of Schedule V of the Companies Act, 2013 in this regard.

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 he is not debarred from re-appointment as Dy. Managing Director pursuant to any order of SEBI or any other authority.

- II. In the event of termination of the re-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 read with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the re-appointment and payment of the remuneration to the Dy. Managing Director as set out above is now being placed before the members for their approval.

The agreement executed with Mr. Rohan Jain containing the terms and conditions of re-appointment as approved by the Nomination & Remuneration Committee and the Board, 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 upto the date of meeting.

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. 5 of the notice and the relevant Statement may be treated as written Memorandum under Section 190 of the Companies Act, 2013.

The Board recommends this special resolution set out at Item No. 5 of the Notice for approval by the members.

The detail required under SEBI (LODR), Regulations and Secretarial Standard-2 on General Meetings are separately disclosed in this Notice and in the report of Corporate Governance.

## ITEM NO. 6

The Members vide Postal Ballot-Notice dated 14<sup>th</sup> November, 2014 had appointed Mr. Pradeep Dinodia (DIN:00027995) as Independent Director of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') or any amendment thereto or modification thereof for a term commencing from 30<sup>th</sup> December, 2014 for a period of five year i.e upto 29<sup>th</sup> December, 2019. Accordingly, the first term of Mr. Pradeep Dinodia, is to conclude on 29<sup>th</sup> December, 2019. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and on the basis of their performance evaluation, which was found satisfactory, approved the re-appointment of Mr. Pradeep Dinodia as an Independent Director, not being liable to retire by rotation, for a second term commencing from 30<sup>th</sup> December, 2019 to 29<sup>th</sup> December, 2024, subject to the approval of the Members.

The Board is of the view that the continued association of Mr. Dinodia would benefit the Company, given the knowledge, experience and performance of Mr. Dinodia and his contribution to Board. Declaration has been received from Mr. Dinodia that he meets the criteria prescribed under Section 149 of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable Regulations of SEBI (LODR) Regulations, 2015 for re-appointment as an Independent Director and that he is not debarred from re-appointment by any order of SEBI or any other authority.

Your Board is of the opinion that Mr. Dinodia fulfill the conditions specified in the Act and the Rules thereunder for his re-appointment as Independent Director and that he is independent of the management of the Company. Except for the sitting fees for attending meetings of the Board and Committees thereof, he is not entitled to any remuneration.

The Company has received a notice in writing from a member proposing the re-appointment of the candidature of Mr. Pradeep Dinodia for the office of Independent Director of the Company. Mr. Pradeep Dinodia is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board recommends this special resolution set out at Item No. 6 of the Notice for approval by the members.

Mr. Pradeep Dinodia and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The detail required under SEBI (LODR), Regulations and Secretarial Standard-2 on General Meetings are separately disclosed in this Notice and in the report of Corporate Governance.

## ITEM NO. 7

The Members vide Postal Ballot-Notice dated 14<sup>th</sup> November, 2014 had appointed Mr. Sarat Chandra Nanda (DIN:00827193) as Independent Director of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), or any amendment thereto or modification thereof for a term commencing from 30<sup>th</sup> December, 2014 for a period of five year i.e. upto 29<sup>th</sup> December, 2019. Accordingly, the first term of Mr. Sarat Chandra Nanda, is to conclude on 29<sup>th</sup> December, 2019. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and on the basis of their performance evaluation, which was found satisfactory, approved the re-appointment of Mr. Nanda as an Independent Director, not being liable to retire by rotation, for a second term commencing from 30<sup>th</sup> December, 2019 to 29<sup>th</sup> December, 2024, subject to the approval of the Members.

The Board is of the view that the continued association of Mr. Sarat Chandra Nanda would benefit the Company, given the knowledge, experience and performance of Mr. Sarat Chandra Nanda and his contribution to the Board. Declaration has been received from Mr. Nanda that he meets the criteria prescribed under Section 149 of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable Regulations of SEBI (LODR) Regulations, 2015 for re-appointment as an Independent Director and that he is not debarred from re-appointment by any order of SEBI or any other authority.

Your Board is of the opinion that Mr. Nanda fulfill the conditions specified in the Act and the Rules thereunder for his re-appointment as Independent Director and that he is independent of the management of the Company. Except for the sitting fees for attending meetings of the Board and Committees thereof, he is not entitled to any remuneration.

The Company has received a notice in writing from a member proposing the re-appointment of the candidature of Mr. Sarat Chandra Nanda for the office of Independent Director of the Company. Mr. Sarat Chandra Nanda is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.



The Board recommends this special resolution set out at Item No. 7 of the Notice for approval by the members.

Mr. Sarat Chandra Nanda and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The detail required under SEBI (LODR), Regulations and Secretarial Standard-2 on General Meetings are separately disclosed in this Notice and in the report of Corporate Governance.

#### ITEM NO. 8

The Members vide Postal Ballot-Notice dated 14<sup>th</sup> November, 2014 had appointed Mr. Mohit Satyanand (DIN:00826799) as Independent Director of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), or any amendment thereto or modification thereof for a term commencing from 30<sup>th</sup> December, 2014 for a period of five year i.e. upto 29<sup>th</sup> December, 2019. Accordingly, the first term of Mr. Mohit Satyanand, is to conclude on 29<sup>th</sup> December, 2019. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and on the basis of their performance evaluation, which was found satisfactory, approved the re-appointment of Mr. Mohit Satyanand as an Independent Director, not being liable to retire by rotation, for a second term commencing from 30<sup>th</sup> December, 2019 to 29<sup>th</sup> December, 2024, subject to the approval of the Members.

The Board is of the view that the continued association of Mr. Satyanand would benefit the Company, given the knowledge, experience and performance of Mr. Satyanand and contribution to Board. Declaration has been received from Mr. Satyanand that he meets the criteria prescribed under Section 149 of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of SEBI (LODR), Regulations, 2015 for re-appointment as an Independent Director and that he is not debarred from re-appointment by any order of SEBI or any other authority.

Your Board is of the opinion that Mr. Satyanand fulfill the conditions specified in the Act and the Rules thereunder for his re-appointment as Independent Director and that he is independent of the management of the Company. Except for the sitting fees for attending meetings of the Board and Committees thereof, he is not entitled to any remuneration.

The Company has received a notice in writing from a member proposing the re-appointment of the candidature of Mr. Mohit Satyanand for the office of Independent Director of the Company. Mr. Mohit Satyanand is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board recommends this special resolution set out at Item No. 8 of the Notice for approval by the members.

Mr. Mohit Satyanand and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The detail required under SEBI (LODR), Regulations and Secretarial Standard-2 on General Meetings are separately disclosed in this Notice and in the report of Corporate Governance.

Place: New Delhi

Dated: 2<sup>nd</sup> May, 2019

#### Registered Office:

8377, Roshanara Road, Delhi-110 007

CIN: L15311DL1993PLC052624

E-mail: [dfm@dfmgroup.in](mailto:dfm@dfmgroup.in)

Website: [www.dfmfoods.com](http://www.dfmfoods.com)

Tel: 011-23826445

Fax: 011-23822409

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

Raju Singh Tomer  
Company Secretary

Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting.  
(In pursuance of SEBI(LODR) Regulations and Secretarial Standard -2 on General Meetings)

| Name of Director   | Mr. Mohit Jain   | Mr. Rohan Jain   | Mr. Pradeep Dinodia  | Mr. Sarat Chandra Nanda  | Mr. Mohit Satyanand  |
|--|--|--|--|--|--|
| Date of Birth  | 3 <sup>rd</sup> September, 1955                                      | 23 <sup>rd</sup> June, 1983  | 2 <sup>nd</sup> December, 1953   | 4 <sup>th</sup> October, 1952  | 10 <sup>th</sup> July, 1956  |
| Date of Joining  | 17 <sup>th</sup> March, 1993   | 1 <sup>st</sup> June, 2009   | 8 <sup>th</sup> March, 1994  | 8 <sup>th</sup> March, 1994  | 29 <sup>th</sup> January, 2000   |
| Expertise in specific functional area                              | Intimate knowledge of both the Flour Milling and Snack Food Industry | He has developed the necessary experience and expertise in the area of Managing the overall business affairs of the Company with particular reference to sales, marketing and new product development. | He is an expert in the matters of Tax Litigation, Accounting, Succession Planning, Corporate Governance and has co-authored a book "Transfer Pricing Demystified". | He is an expert in handling advisory work in real estate matters, joint venture collaborations Including foreign collaborations, international Business transaction etc. | He is an entrepreneur and advisor. He is a Promoter Director of Inlingua, New Delhi, a leader in language training. He now supports start-up companies through investment and mentoring. |
| Qualifications   | B.A. Honors (Economics)  | B. Sc. in Economics with Concentration in Finance from Wharton School, University of Pennsylvania  | LL.B. and FCA  | LL.B. and M.Sc   | B.A. Honors Economics and M.A Economics  |
| Directorship held in other Companies (excluding Foreign Companies) | Please refer Corporate Governance Section                            | Please refer Corporate Governance Section  | Please refer Corporate Governance Section  | Please refer Corporate Governance Section  | Please refer Corporate Governance Section  |
| Committee Position held in other Companies                         | Please refer Corporate Governance Section                            | Please refer Corporate Governance Section  | Please refer Corporate Governance Section  | Please refer Corporate Governance Section  | Please refer Corporate Governance Section  |
| Remuneration/ Sitting fees last drawn (2018-19)                    | 237.79 Lakhs   | 252.06 Lakhs   | 6.00 Lakhs   | 6.00 Lakhs   | 10.50 Lakhs  |
| Number of meetings of the Board attended during the year           | 4  | 4  | 3  | 3  | 4  |
| No. of Shares  | 8,53,625   | 96,000   | 51,000   | 14,000   | 2,18,095   |