



Corporate Office: 1401-1411, 14th Floor, Logix City Center,
Sector-32, Noida-201301 (U.P.)
Tel. : 0120- 6013232

3rd August, 2022

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip Code: 519588	National Stock Exchange of India Ltd. (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Symbol: DFMFOODS
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Sub: Notice of 29th Annual General Meeting

Dear Sir/Madam,

Please find enclosed herewith Notice of 29th Annual General Meeting of the Company scheduled to be held on **Friday, 2nd September, 2022 at 11.00 A.M. (IST)** through Video Conferencing or Other Audio Visual Means in compliance of applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India and relevant provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The aforesaid AGM Notice is also available on the company's website at www.dfmfoods.com.

This is for your information and records.

Thanking you.

Yours faithfully,
For DFM Foods Limited


(R.S. Tomer)
Company Secretary



Encl: As above

Regd. Office: 149, 1st Floor, Kilokari, Ring Road, Ashram, New Delhi-110014
Tel.: 7290935048, E-mail: dfm@dfmfoods.com
CIN: L15311DL1993PLC052624

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 29th (Twenty Ninth) Annual General Meeting (AGM) of the Members of **DFM FOODS LIMITED** will be held on **Friday, the 2nd September, 2022 at 11.00 A.M. (IST)** through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at 149, 1st Floor, Kilokari, Ring Road, Ashram, New Delhi-110014 shall be deemed as venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors and the Auditors thereon.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors and the Auditors thereon, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Vijayanagaram Rajesh Lakshimipathy (DIN: 07225237) who retires by rotation and being eligible offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Vijayanagaram Rajesh Lakshimipathy (DIN: 07225237), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

3. Payment of Remuneration to Mr. Lagan Shastri, Managing Director & CEO.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED that in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof,

and the Articles of Association of the Company and in furtherance of the Special Resolution passed in the 27th Annual General Meeting held on 21st September, 2020 (“27th AGM”) and pursuant to the recommendation of Nomination and Remuneration Committee and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Lagan Shastri (DIN: 07486454), Managing Director & CEO, as set out in the Explanatory Statement for the period of three years effective from FY 2021-22 upto FY 2023-24 (“effective period”).

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits during the effective period, the remuneration as set out in the explanatory statement and as may be approved by the Board of Directors be paid as minimum remuneration to the Managing Director & CEO.

RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Lagan Shastri passed at the 27th AGM shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board (which will include its committee thereof) be and is hereby authorised to increase, vary, alter and / or revise the remuneration of Mr. Lagan Shastri within limits as specified above including change in designation during the effective period without being required to seek any further consent or approval of the Member(s) of the Company and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

4. To approve revision in remuneration payable to Non-Executive Independent Directors by way of Commission or otherwise.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“Resolved that in supersession of the earlier resolution passed on 21st September, 2020 by the members of the Company for the payment of remuneration to Non-Executive Independent Directors and pursuant to the provisions of Section 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6)(a) and all other applicable provisions,

if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force, and in accordance with provisions of the Articles of Association of the Company, pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded to pay remuneration by way of commission or otherwise to Non-Executive Independent Directors for the period of three years effective from FY 2021-22 upto FY 2023-24 a sum equivalent to not exceeding one percent of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 and in the event of loss or inadequacy of profits in any financial year, the Non-executive Independent Directors may be paid remuneration as set out in the explanatory statement in accordance with the provisions of Schedule V of the Companies Act, 2013 and in accordance with the limits prescribed therein, which are based on the effective capital of the Company or such other sum as may be permitted under the applicable provisions in such amounts or proportion and in such manner and in all respects as may be approved and directed by the Board of Directors from time to time to all or any of the Non-Executive Independent Directors.

RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees payable to the Director(s) for attending the meetings of the Board or Committees thereof, as may be decided by the Board of Directors from time to time and reimbursement of expenses for participation in the Board and committee meetings.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors (including the Nomination and Remuneration Committee) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole and absolute discretion deem necessary or expedient in this regard."

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

Place: Noida
Dated 25th May, 2022
Registered Office:
149, 1st Floor, Kilokari,
Ring Road, Ashram
New Delhi - 110014
CIN: L15311DL1993PLC052624
E-mail: dfm@dfmfoods.com
Website: www.dfmfoods.com
Tel: 0120-6013232

Raju Singh Tomer
Company Secretary
Membership No.: FCS-5617

NOTES:

1. In view of the relaxations accorded pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 05, 2022 respectively (Collectively referred as "**MCA Circulars**") issued by Ministry of Corporate Affairs ("**MCA**") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (Collectively referred as "**SEBI Circulars**") issued by the Securities and Exchange Board of India ("**SEBI**") (MCA Circulars and SEBI Circulars are hereinafter collectively referred to as "**the Circulars**") and all other relevant circulars issued from time to time, physical attendance of the Members to the Annual General Meeting (AGM) venue is not required as the AGM is being conducted through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circulars the facility to appoint proxy to attend and cast vote for the members is not available for ensuing AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, authorised representatives of the members such as the President of India or the Governor of a State or Body Corporates can attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants (DP) and members holding shares in physical mode are requested to update their email addresses with Registrar & Share Transfer Agent (RTA) i.e. MCS Share Transfer Agent Ltd. Members may follow the process detailed below for registration of email ID and also update of bank account details for the receipt of dividend.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company i.e. MCS Share Transfer Agent Ltd. by post at MCS Share Transfer Agent Ltd., 1 st Floor, Okhla Industrial Area, Phase - I, New Delhi -110020.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration for Opting-out of Nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
	The forms for updating the above details are available at www.dfmfoods.com	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts relating to the special businesses for Item No. 3 and Item No. 4 of the Notice, is annexed hereto.
7. As the Meeting is being conducted through VC/OAVM, Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address **in advance atleast 7 days prior to the meeting** mentioning their name, DP Id / Client Id / Folio Number and mobile number to raju.tomer@dfmfoods.com or dfm@dfmfoods.com to enable smooth conduct of the Meeting.
8. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.
9. The businesses 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.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM, i.e. Members seeking to inspect such documents can send an e-mail to dfm@dfmfoods.com or raju.tomer@dfmfoods.com.
11. The Register of Members and Share Transfer Books of the Company will remain closed from 27th August, 2022 to 2nd September, 2022 both days inclusive.
12. 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 i.e. MCS Share Transfer Agent Ltd., F-65, 1st Floor, Okhla Indl. Area, Phase – I, New Delhi – 110 020.

13. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and Secretarial Standard on General Meeting ("SS-2") issued by Institute of Company Secretaries of India, in respect of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking re-appointment.
14. Shareholders are advised that those who have not encashed their dividend warrant(s) so far for the financial year ended 31st March, 2015 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". The Company urges all the shareholders to encash /claim their respective dividend during the prescribed period. Members are requested to contact MCS Share Transfer Agent Ltd./ Investor Service Department of the Company for encashing the unclaimed dividends standing to the credit of their account. The details of the unpaid / unclaimed amounts lying with the Company can be obtained by writing email to the Company at dfm@dfmfoods.com or raju.tomer@dfmfoods.com.
15. 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. 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.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and bank account details by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN and bank account details 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 MCS Share Transfer Agent Ltd.
17. 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 2022-23.
18. 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.
19. Members can avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may contact their respective DPs for recording their Nomination.
20. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the AGM will be provided by NSDL.
21. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.dfmfoods.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

22. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars.

PROCEDURE AND INSTRUCTION FOR ATTENDING AGM THROUGH VC/ OAVM, REMOTE E-VOTING AND E-VOTING AT THE AGM

The remote e-voting period begins on Tuesday, 30th August, 2022 at 9:00 A.M. and ends on Thursday, 1st September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 26th August, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 26th August, 2022.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
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- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

- B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of Beneficiary ID for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. authorizing their representative to attend the AGM through VC/OAVM and vote on their behalf. The aforementioned resolution/authorization shall be sent to the Company at dfm@dfmfoods.com or raju.tomer@dfmfoods.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the

download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to dfm@dfmfoods.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to dfm@dfmfoods.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Other Information:

- (A) Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 26th August, 2022, shall be entitled to cast their vote either through remote e-voting or voting at the AGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (B) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the Notice is sent through e-mail and holding shares as on the cut-off date i.e. Friday, 26th August, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after the Notice

is sent through e-mail and holding shares as on the cut-off date i.e. Friday, 26th August, 2022 may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-voting system".

- (C) The remote e-voting period begins on Tuesday, 30th August, 2022 at 9:00 A.M. (IST) and ends on Thursday, 1st September, 2022 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.
- (D) The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the proceedings of the AGM but shall not be entitled to cast their votes again.
- (E) The shareholders can opt for only one mode of voting i.e. remote e-voting or voting at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting at AGM will not be considered.
- (F) The Board of Director has appointed Mr. Pradeep Debnath (FCS- 6654) of M/s. Pradeep Debnath & Co., Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner and to submit report thereon.

The Scrutinizer shall within 2 working days or 3 days, whichever is earlier, 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 by him in writing who shall countersign the same and declare the result of the voting forthwith.

- (G) The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.dfmfoods.com and on the website of NSDL at www.evoting.nsdl.com immediately and on the Notice Board of the Company at its registered office after the result is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited.
- (H) Members holding shares in more than one folio in identical order of names are requested to write to Registrar & Share Transfer Agent enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.
- (I) As per the MCA Circulars, the Notice of the AGM has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant. Further, updation if any, will be provided on the website of the Company at www.dfmfoods.com.
- (J) Date of passing of resolutions as set out in the notice shall deem to be the date of Annual General Meeting.
- (K) Since the AGM will be held through VC or OAVM, the Route Map and attendance slip is not annexed to this Notice.

Details of the Director seeking re-appointment/appointment at the forthcoming Annual General Meeting.

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Mr. Vijayanagaram Rajesh Lakshimipathy (DIN: 07225237), aged 55 years, is a non-executive, non-independent director of the Company. Mr. Rajesh after graduating in Mathematics from Madras University, did his PGDIM from IIM Calcutta in 1990, specializing in Marketing and Finance. He joined ITC in 1990 and has handled various assignments there for over 28 years straddling Sales and Marketing, Manufacturing & PD and Business Leadership. His last assignment was as CEO of the Foods Business, ITC's second largest business. He was a founding member of the Foods Business at ITC which over last 16 years has grown to over ₹ 10,000 crores in size and remains ITC's key growth driver.

Mr. Rajesh is the member of Operations Committee of the Company.

Other details with respect to his re-appointment are given below:

Date of Birth	25 th September, 1967		
Nationality	Indian		
Date of first appointment on the Board	14 th January, 2020		
Relationship with Directors and KMPs	Mr. Rajesh is not related to any Director and KMP of the Company		
Terms and conditions of Appointment along with remuneration	Appointment of Mr. V.L. Rajesh as Non-Executive, Non-Independent Director, liable to retire by rotation. No remuneration is proposed to be paid to Mr. Rajesh since he has waived his right to receive sitting fees and commission.		
Directorship of other Boards as on date of this Notice	<table border="1"><tr><td>FAIRFERN CONSULTANCY SERVICES PRIVATE LIMITED</td><td>Director and Shareholder</td></tr></table>	FAIRFERN CONSULTANCY SERVICES PRIVATE LIMITED	Director and Shareholder
FAIRFERN CONSULTANCY SERVICES PRIVATE LIMITED	Director and Shareholder		
Directorships of other Listed Entities from which he resigned in the past 3 years	None		
Membership/Chairmanship of Committees of other Boards as on date of this Notice	None		
No. of Board Meetings attended during FY 2021-22	9 (Nine)		
Details of remuneration last drawn	NIL		
No. of shares held in the Company (either by self or as a beneficial owner)	NIL		

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Members of the Company at the 27th Annual General Meeting ("27th AGM") held on 21st September, 2020 had appointed Mr. Lagan Shastri (DIN: 07486454) as the Managing Director & CEO of the Company effective from 22nd January, 2020 for a period of five years.

The members in the 27th AGM have already approved minimum remuneration in the event of loss or inadequacy of profits in any financial year during the period of his office as the Managing Director & CEO, however as a good governance practice and to provide the information as required under Part- II of Schedule V of Companies Act, 2013, approval is being sought again by way of special resolution from the members to pay remuneration to Mr. Lagan Shastri in the event of loss or inadequacy of profits.

As per the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the

Company on 25th May, 2022 have approved the payment of remuneration to Mr. Lagan Shastri (DIN: 07486454) Managing Director & CEO of the Company in accordance with the provisions of Section 197, 198 read with Schedule V and all other applicable provision of the Companies Act, 2013, for the period of three years effective from FY 2021-22 upto FY 2023-24.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Companies Act, 2013.

The remuneration of Mr. Lagan Shastri is given below:

- l) Salary, Allowances and Performance linked bonus (hereinafter referred to as "Remuneration"):
 - a. Salary comprising Salary and allowances: At the rate not exceeding ₹ 2,25,00,000 per annum with increments as per Company's policy and as may be determined by the Board of Directors from

time to time, subject to ceiling of 30% in a year (following April to March year) over the existing salary and allowances, as on 1st April every year.

Following reimbursements/ perquisites will be part of salary:

- (i) Leave Travel Assistance.
- (ii) Contribution to provident fund, superannuation or annuity fund and any other retirement benefits.

- b. Performance linked Bonus: In addition to salary, Mr. Shastri would be entitled to annual target cash bonus of ₹ 1,25,00,000 which would be at the sole discretion of the Board. The Board may in its sole discretion give Mr. Shastri such additional bonus as the Board may deem fit and necessary. However, the amount of annual target bonus shall not exceed ₹ 3,00,00,000. The payment may be made on a pro-rata basis every month, or on an annual basis or partly monthly and partly on an annual basis at the discretion of the Board.

II) Perquisites

1. In addition to Remuneration as stated above, Mr. Shastri shall be entitled, as per Policies of the Company to perquisites like (which perquisites shall specifically be considered and reviewed by the Board and benefits under such Policies if any modified/may be provided by the Board at its sole discretion to the Managing Director and Chief Executive Officer):
 - a. Reimbursement of all medical expense incurred, including premium paid on health insurance policies, for self and family including hospitalization.
 - b. Personal Accident Insurance Premium.
 - c. Subscription to club(s).
 - d. Reimbursement of all travel and other expenses incurred in the course of business.
 - e. Use of Company maintained cars with drivers for business and personal use.
 - f. Use of communication devices for business and personal use.
 - g. Encashment of leave as per the policy of the Company.
 - h. Participation in any/all employee stock option schemes/ performance stock unit plans/ stock appreciation rights of the Company.

- i. Such other perquisites and allowances as may be agreed to by the Board of Directors and Mr. Shastri.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall ceiling of any amount not exceeding 10% of the Salary in I(a) above for the relevant period. The perquisites mentioned in (d) and (h) above shall be based on the actual amounts and excluded from the aforesaid perquisite limit.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate profits/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee from time to time.

Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the Corresponding Rules is given hereunder:

- I. General Information:
 1. Nature of Industry: DFM Foods Limited is incorporated under the Companies Act, 1956 having its registered office at 149, 1st Floor, Kilokari, Ring Road, Ashram, New Delhi - 110014.

DFM Foods Ltd. is in the business of manufacturing, selling and marketing of packaged snack foods and has been a leader in the space for over 25 years. Today, with sales across PAN India, DFM Foods is a public company listed on BSE and NSE. DFM makes use of state-of-the-art manufacturing equipment from across the globe to ensure consistency and quality of all its products. Quality is a core value at DFM Foods, and is reflected in all aspects of our business.
 2. Date or expected date of commencement of commercial production: The Company was incorporated on 17th March, 1993 and the Certificate of Commencement of Business was granted on 31st March, 1993. This is when the Company had commenced the business.
 3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial Performance based on given indicators:

Particulars	2021 -22 (₹ in Cr)
Total Income	562.11
Depreciation	14.39
Tax expense	(7.95)
Total Expenses	580.43
Net Profit/(Loss)	(24.76)
Paid up capital	10.05
Reserves & Surplus	142.69

5. Foreign Investment or Collaboration, if any: The Company has received Foreign Direct Investment under FDI guidelines. As on the date of this notice, out of total paid-up capital, 73.70% is held by Foreign Investor under Foreign Direct Investment scheme of RBI. Further, the Company doesn't have subsidiaries, joint ventures and associate companies.

II. Information about the appointee:

1. Background Details: Mr. Lagan Shastri, aged 47 years has majored in Marketing & Finance from IIM, Bangalore and is having B.Com (H) in Commerce, Finance & Accounts from Shri Ram College of Commerce.

He has over 23 years' of experience in FMCG sector and prior to joining the Company, he worked as Executive Director-Marketing Operations in Hindustan Coca-Cola Beverages Pvt. Ltd.

He was appointed as Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company at 27th Annual General Meeting held on 21st September, 2020.

Mr. Lagan Shastri is a visionary leader & a turnaround specialist with multiple experiences in, very senior, general management, sales & marketing & operations roles. He has excelled in business turnarounds & his experience spans across functions from front-line execution in field sales, key accounts & marketing to providing strategic & transformational thought leadership in international, national & region businesses in commercial, supply chain, procurement & support functions. He has multi-country experiences in India, China, Sri Lanka, Nepal & Bangladesh. He has gained deep insights into the opportunities & challenges of marketing, distribution & sales in a culturally & economically diverse country like India. He has strong people management skills. He challenges status quo, has a bias for action, believes in improving every day & loves to engage, include & inspire people to go for stretch deliveries while remaining grounded & humble. He is an intuitive, passionate, self-driven & caring

professional who believes in encouraging diverse views to make the world a better place.

2. Past Remuneration:

	FY 2021-22 Salary, allowances & perquisites (in ₹)	FY 2020-21 Salary, allowances & perquisites (in ₹)
Whole Time Director		
Mr. Lagan Shastri		
Basic	1,12,50,000	1,12,50,000
HRA	56,25,000	56,25,000
Special Allowance	37,34,136	37,34,136
PF Employer contribution	13,35,000	13,35,000
FPF Employer contribution	15,000	15,000
Provision for variable pay *	1,25,00,000	1,25,00,000
Provision for ESAR vesting **	1,69,48,189	1,87,04,913

* The compensation decision w.r.t variable pay for FY 2021-22 is pending.

** The compensation decision w.r.t vesting for FY 2021-22 is pending.

3. Recognition or Awards: N.A.

4. Job Profile and their suitability: Mr. Lagan Shastri is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. Mr. Lagan Shastri has extensive experience in strategy and initiatives that have global and cross business impact which includes sustainability, diversity, business policies, sales and customer development, marketing, corporate governance, brand equity and talent development.

5. Remuneration Proposed: As stated above in the Explanatory Statement at Item No.3 of this Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): The remuneration of Mr. Lagan Shastri is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its business.

7. Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Mr. Lagan Shastri is a professional and does not have any pecuniary relationship with the Company or with any managerial personnel other than to the extent of remuneration proposed to be paid to him.

III. Other Information:

1. **Reason of loss or inadequate profits:** The Company has been making investments in brand building, Go-to-Market initiatives, talent augmentation and technology to mark its foot print all over India, which resulted into losses during the financial year. The 2nd and 3rd wave of Covid and ensuing lockdowns substantially impacted the extruded category, disrupted

markets, affecting employees and channel partners, resulting in lower revenue and losses.

2. **Steps taken or proposed to be taken for improvement:** The Company is confident that the investments as outlined above will enable the company to earn the sufficient revenues to cover the operating expenses going forward. The Company is also pursuing cost reduction program in order to minimise the impact of higher commodity prices.
3. **Expected Increase in productivity and profits in measurable terms:** The Company is focusing on the optimization and cost reduction in the last 12 months while maintaining the same volumes of the business, the Company expects to deliver growth in financial year 2022-23 and beyond.

Details of the Director seeking appointment/re-appointment/fixation of remuneration at the forthcoming Annual General Meeting.

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name of Director	Mr. Lagan Shastri
DIN	07486454
Category	Executive Director
Date of Birth	3 rd February, 1975
Age	47
Nationality	Indian
Date of first appointment on the Board	22 nd January, 2020
Relationship with Directors and KMPs	Not related to any Director and KMP of the Company
Qualifications	Majored in Marketing & Finance from IIM, Bangalore
Experience (including expertise in specific functional areas)	23 Years (Expertise in Sales & Marketing)
Detail of Board Meetings attended by the Directors during the year	9 (Nine)
Terms and conditions of Appointment along with details of remuneration sought to be paid	As per the Special Resolution set forth at Item No. 3 of this Notice, read with the Explanatory Statement thereto
Directorship held in other Companies (excluding Foreign Companies, private and Section 8 Companies)	Nil
Membership/Chairmanship of Audit and Stakeholders Relationship Committee across Public Companies including DFM Foods Limited	Nil
Remuneration last drawn (2021-22)	As per the Special Resolution set forth at Item No. 3 of this Notice, read with the Explanatory Statement thereto and Corporate Governance Section
No. of shares held in the Company (either by self or as a beneficial owner)	Nil

Save and except Mr. Lagan Shastri and his relatives to the extent of their shareholding in the Company, if any, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 3 of the Notice.

Item No. 4

As per the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company on 25th May, 2022 have approved the payment of remuneration to Non-Executive Independent Directors of the Company in accordance with the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 and effective capital and all other applicable provision of the Companies Act, 2013, for the period of three years effective from FY 2021-22 and extending upto and including the financial year of the Company ending 31st March, 2024.

The Ministry of Corporate Affairs has on 18th March, 2021 notified the amendments to Sections 149(9) and 197(3) of the Companies Act, 2013 (the Act) by the Companies (Amendment) Act, 2020 to enable Companies having no profits or inadequate profits to pay certain fixed remuneration to their Non-Executive Directors ('NEDs') and Independent Directors ('IDs'), in accordance with the provisions of Schedule V to the Act based on the effective capital of the Company.

To give effect to the amendments made to Sections 149(9) and 197(3) of the Act, a concurrent amendment was also made to Schedule V to the Act through Notification No. S.O. 1256(E), issued by the Ministry of Corporate Affairs on 18th March, 2021. This notification has prescribed the limits of the remuneration payable to NEDs and IDs, in the event of no profits or inadequate profits. Under Item (A) of Section II of Part II of Schedule V to the Act, in the event of no profits or inadequate profits, NEDs and IDs can receive remuneration in accordance with the limits prescribed therein, which are based on the 'effective capital' of the Company.

In case the Company proposes to make payment of remuneration in excess of the limit prescribed under the schedule V of the Companies Act and as per effective capital, the approval of shareholders vide special resolution is required.

Your Company basis the current Committee membership and composition of Board, proposes to make payment of remuneration by way of commission or otherwise not exceeding ₹ 12 Lakh to each Non-Executive Independent Directors, in any financial year in accordance with the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and such commission be paid to the each Non-Executive Independent Directors of the Company in such amounts or proportions and in such manner as may be determined by the the Board of Directors (including the Nomination and Remuneration Committee) of the Company for a period of three years i.e. from FY 2021-22 up to FY 2023-24.

The above compensation proposed to be paid to Non -Executive Independent Directors is the maximum amount and is exclusive of the following:

- 1) Sitting fee to be paid to each Independent Directors for every Board and Committee meetings.
- 2) Re-imbursement of expenses w.r.t. attending Board/ Committee meetings - Flight, Transportation, Hotel stays, etc.

The remuneration in accordance with the prescribed limits shall be paid upon satisfaction of the following conditions:

- (i) Payment of remuneration is approved by a resolution passed by the Board and, in the case of a Company covered under sub-section (1) of Section 178, also by the Nomination and Remuneration Committee;
- (ii) The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, and in case of default, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, has been obtained by the Company before obtaining the approval of the shareholders in the general meeting; and
- (iii) Payment of remuneration is approved by the shareholders by way of Special Resolution for a period not exceeding 3 years.

Further, in terms of Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the payment of any fees or compensation to Non-Executive Directors (including Independent Directors) require approval of shareholders in general meeting.

It is pertinent to note here that the Non-Executive Directors (including Independent Directors) of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas of the Company.

Considering the rich experience and expertise brought into the Board by the Non-Executive Independent Directors, the time commitment, guidance and oversight provided by them, the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of shareholders, approved the payment of remuneration by way of commission or otherwise as stated above to Non-Executive Independent Directors for the period of three years effective from FY 2021-22 up to FY 2023-24 as detailed in Item No. 4 of the Notice.

Accordingly, the consent of the members of the Company is being sought for approval of payment of remuneration to Non-Executive Independent Directors.

None of the Directors, Key Managerial Personnel and their relatives of the Company are, in any way, concerned or interested in the said resolution, except the Independent Directors and their relative (to the extent of their shareholding in the Company, if any).

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for the approval of the Members.

Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the Corresponding Rules is given hereunder:

I. General Information:

1. Nature of Industry: DFM Foods Limited is incorporated under the Companies Act, 1956 having its registered office at 149, 1st Floor, Kilokari, Ring Road, Ashram, New Delhi - 110014.

DFM Foods Ltd. is in the business of manufacturing, selling and marketing of packaged snack foods and has been a leader in the space for over 25 years. Today, with sales across PAN India, DFM Foods is a public company listed on BSE and NSE. DFM makes use of state-of-the-art manufacturing equipment from across the globe to ensure consistency and quality of all its products. Quality is a core value at DFM Foods, and is reflected in all aspects of our business.

2. Date or expected date of commencement of commercial production: The Company was incorporated on 17th March, 1993 and the Certificate of Commencement of Business was granted on 31st March, 1993. Since then, the Company had commenced its business.
3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial Performance based on given indicators:

Particulars	2021 -22 (₹ in Cr)
Total Income	562.11
Depreciation	14.39
Tax expense	(7.95)
Total Expenses	580.43
Net Profit/(Loss)	(24.76)
Paid up capital	10.05
Reserves & Surplus	142.69

5. Foreign Investment or Collaboration, if any: The Company has received Foreign Direct Investment under FDI guidelines. As on the date of this notice, out of total paid-up capital, 73.70% is held by Foreign Investor under Foreign Direct Investment scheme of RBI. Further, the Company doesn't have subsidiaries, joint ventures and associate companies.

II. Information about the appointee:

1. Background Details: The background details have been provided on the website of the Company i.e www.dfmfoods.com.

2. Past Remuneration paid to existing Independent Directors:

Independent Directors on the Board	2020-21#	2019-20#	2018-19
Mr. Hemant Madhusudan Nerurkar*	13 Lakhs#	3.5 Lakhs#	NIL
Mr. Anil Kumar Chanana*	12 Lakhs#	2.6 Lakhs#	NIL
Ms. Dipali Sheth*	11 Lakhs#	3.5 Lakhs#	NIL

*Appointed w.e.f. 14th January, 2020.

Past remuneration including sitting fee.

3. Recognition or Awards: N.A.
4. Job Profile and their suitability: The Non-Executive Independent Directors are expected to devote such time as is necessary for the proper performance of their duties as an Independent Director and will be involved in a number of board and committee meetings each year. The Non-Executive Independent Directors are expected to perform their duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently to a standard commensurate with both the functions of his/ her role and knowledge, skills and experience.

The Independent Directors will have to perform all the usual duties as an independent director under Company law, including attendance at board meetings, the annual general meeting, meetings of independent directors, meetings with investors and shareholders and other Board events such as site visits, together with such additional duties as may be agreed with the Board, and which may relate to the business of the Company. The Non-Executive Independent Directors will be required to serve on such committees as the Board may request.

The Non-Executive Independent Directors of the Company are highly experienced professionals having specialized knowledge and skills which experience and knowledge is best suited to the Company.

5. Remuneration Proposed : It is proposed to pay annual remuneration by way of commission or otherwise which shall be approved by the board within overall limit as mentioned in item no 4 of explanatory statement.

The above compensation proposed to be paid to Non -Executive Independent Directors is the maximum amount and is exclusive of the following:

- 1) Sitting fee to be paid to each Independent Directors for every Board and Committee meetings.
- 2) Re-imbursement of expenses w.r.t. attending Board/ Committee meetings - Flight, Transportation, Hotel stays, etc.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The Non-Executive Independent Directors of the Company are highly experienced professionals having specialized knowledge and skills to guide the Company on matters of corporate governance, human resources, and so on. Hence, the remuneration proposed to them is justified and is in line with remuneration drawn for similar positions in companies of similar scale and size of the Company.

7. Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: There is no pecuniary relationship of any Non-Executive Independent Directors with Company or with any managerial personnel other

than remuneration proposed to be paid to the Independent Directors.

III. Other Information:

1. **Reason of loss or inadequate profits:** The Company has made investments in brand building, Go-to-Market initiatives, talent augmentation and technology to mark its foot print all over India, which resulted into losses during the financial year. The 2nd and 3rd wave of Covid and ensuing lockdowns substantially impacted the extruded category, disrupted markets, affecting employees and channel partners, resulting in lower revenue and losses.
2. **Steps taken or proposed to be taken for improvement:** The Company is confident that the investments as outlined above will enable the company to earn the sufficient revenues to cover the operating expenses going forward. The Company is also pursuing cost reduction program in order to minimise the impact of higher commodity prices.
3. **Expected Increase in productivity and profits in measurable terms:** The Company is focusing on the optimization and cost reduction in the last 12 months while maintaining the same volumes of the business, the Company expects to deliver growth in financial year 2022-23 and beyond.

Details of the Director seeking appointment/re-appointment/fixation of remuneration at the forthcoming Annual General Meeting.

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name of Director	Mr. Anil Kumar Chanana	Mr. Hemant Madhusudan Nerurkar	Ms. Dipali Sheth
DIN	00466197	00265887	07556685
Category	Non-Executive, Independent Director	Non-Executive, Independent Director	Non-Executive, Independent Director
Date of Birth	15 th April, 1958	20 th October, 1948	4 th July, 1965
Age	64	73	56
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	14 th January, 2020	14 th January, 2020	14 th January, 2020
Relationship with Directors and KMPs	Not related to any Director and KMP of the Company	Not related to any Director and KMP of the Company	Not related to any Director and KMP of the Company
Qualifications	CA	B.E. (Metallurgical Engineering)	B.A. (Honours)
Experience (including expertise in specific functional areas)	37 years Expertise in Finance, Taxation and Accounts	37 years Wide managerial experience in Steel and Electrical Industry	30 Years Expertise in Human Resources

Name of Director	Mr. Anil Kumar Chanana	Mr. Hemant Madhusudan Nerurkar	Ms. Dipali Sheth
Detail of Board Meetings attended by the Directors during the year	9 (Nine)	9 (Nine)	9 (Nine)
Terms and conditions of Appointment along with details of remuneration sought to be paid	As per the Special Resolution set forth at Item No. 4 of this Notice, read with the Explanatory Statement thereto	As per the Special Resolution set forth at Item No. 4 of this Notice, read with the Explanatory Statement thereto	As per the Special Resolution set forth at Item No. 4 of this Notice, read with the Explanatory Statement thereto
Directorship held in other Companies (excluding Foreign Companies, private and Section 8 Companies)	Please refer Corporate Governance Section	Please refer Corporate Governance Section	Please refer Corporate Governance Section
Membership/Chairmanship of Audit and Stakeholders Relationship Committee across Public Companies including DFM Foods Limited	Please refer Corporate Governance Section	Please refer Corporate Governance Section	Please refer Corporate Governance Section
Remuneration last drawn (2021-22)	As per the Special Resolution set forth at Item No. 4 of this Notice, read with the Explanatory Statement thereto and Corporate Governance Section	As per the Special Resolution set forth at Item No. 4 of this Notice, read with the Explanatory Statement thereto and Corporate Governance Section	As per the Special Resolution set forth at Item No. 4 of this Notice, read with the Explanatory Statement thereto and Corporate Governance Section
No. of shares held in the Company (either by self or as a beneficial owner)	Nil	Nil	Nil