



2nd August, 2024

National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. Symbol: ADFFOODS	BSE Limited, Department of Corporate Services, Phiroze Jeejeebhoy Towers , Dalal Street, Mumbai - 400 001. Scrip Code: 519183
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Dear Sir/Madam,

Subject: Disclosure of Voting Results and Scrutinizer's Report of 34th Annual General Meeting of ADF Foods Limited ("the Company").

Pursuant to Regulation 30 & 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 34th Annual General Meeting ("AGM") of the Members of the Company was held on Thursday, 1st August, 2024 at 04:00 p.m. (IST) through two-way Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of its Members at a common venue and all the Agenda items of business contained in the Notice dated 9th May, 2024 were approved by the Members with requisite majority.

In this regard, please find attached herewith the following:

1. Voting Results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the prescribed format (**Annexure - A**).
2. Scrutinizer' Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (**Annexure - B**).

You are requested to kindly take the same on record.

Yours faithfully,
For **ADF Foods Limited**

Shalaka Ovalekar
Company Secretary

Encl: As Above



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Corp. Off: Marathon Innova, B2, G01, Ground Floor, G. K. Road, Lower Parel, Mumbai 400 013. INDIA.
Tel.: +91 22 6141 5555, Fax: +91 22 6141 5577, Email: info@adf-foods.com, Web: www.adf-foods.com

ADF FOODS LIMITED

VOTING RESULTS

Date of Annual General Meeting ("AGM")	Thursday, 1 st August, 2024
Total Number of Shareholders on Record Date (i.e. 26th July, 2024 - Cut-off date for voting purpose)	41,316
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	12
Public:	37

The Mode of voting for the resolutions was remote e-voting and e-voting during the AGM.

Agenda-wise disclosure								
I. Resolution required: Ordinary			(a) To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024, together with the Reports of the Board of Directors and the Auditors thereon. (b) To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024, together with the Report of the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares [(2)/(1)]* 100 = (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)]*100 = (6)	% of Votes against on votes polled [(5)/(2)]*100 = (7)
Promoter and Promoter Group	E-Voting	3,99,08,565	3,50,57,335	87.84%	3,50,57,335	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		3,99,08,565	3,50,57,335	87.84%	3,50,57,335	0	100.00%
Public- Institutions	E-Voting	2,71,32,142	1,19,65,637	44.10%	1,19,65,637	0	100.00%	0.00%
	Poll		78,04,508	28.76%	78,04,508	0	100.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2,71,32,142	1,97,70,145	72.87%	1,97,70,145	0	100.00%
Public- Non Institutions	E-Voting	4,28,22,888	68,68,018	16.04%	68,68,018	0	100.00%	0.00%
	Poll		105	0.00%	50	55	47.62%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		4,28,22,888	68,68,123	16.04%	68,68,068	55	99.99%
Total		10,98,63,595	6,16,95,603	56.16%	6,16,95,548	55	99.99%	0.00%

2. Resolution required: Ordinary			To declare a Final Dividend of Rs. 1.20/- per equity share of face value Rs. 2/- each for the Financial Year ended 31st March, 2024.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares [(2)/(1)]* 100 = (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)]*100 = (6)	% of Votes against on votes polled [(5)/(2)]*100 = (7)
Promoter and Promoter Group	E-Voting	3,99,08,565	3,50,57,335	87.84%	3,50,57,335	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		3,99,08,565	3,50,57,335	87.84%	3,50,57,335	0	100.00%
Public- Institutions	E-Voting	2,71,32,142	1,19,65,637	44.10%	1,19,65,637	0	100.00%	0.00%
	Poll		78,04,508	28.76%	78,04,508	0	100.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2,71,32,142	1,97,70,145	72.87%	1,97,70,145	0	100.00%
Public- Non Institutions	E-Voting	4,28,22,888	68,68,018	16.04%	68,68,018	0	100.00%	0.00%
	Poll		105	0.00%	50	55	47.62%	52.38%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		4,28,22,888	68,68,123	16.04%	68,68,068	55	99.99%
Total		10,98,63,595	6,16,95,603	56.16%	6,16,95,548	55	99.99%	0.00%

3. Resolution required: Ordinary			To appoint a Director in place of Mr. Viren Merchant (DIN: 00033464), who retires by rotation and being eligible offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares [(2)/(1)]* 100 = (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)]*100 = (6)	% of Votes against on votes polled [(5)/(2)]*100 = (7)
Promoter and Promoter Group	E-Voting	3,99,08,565	3,50,57,335	87.84%	3,50,57,335	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		3,99,08,565	3,50,57,335	87.84%	3,50,57,335	0	100.00%
Public- Institutions	E-Voting	2,71,32,142	1,19,65,637	44.10%	1,16,86,435	2,79,202	97.67%	2.33%
	Poll		78,04,508	28.76%	78,04,508	0	100.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2,71,32,142	1,97,70,145	72.87%	1,94,90,943	2,79,202	98.59%
Public- Non Institutions	E-Voting	4,28,22,888	68,67,979	16.04%	68,67,978	1	99.99%	0.00%
	Poll		105	0.00%	50	55	47.62%	52.38%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		4,28,22,888	68,68,084	16.04%	68,68,028	56	9.99%
Total		10,98,63,595	6,16,95,564	56.16%	6,14,16,306	2,79,258	99.55%	0.45%

4. Resolution required: Ordinary			To appoint M/s. M S K A & Associates, Chartered Accountants (Firm Registration No. 105047W) as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company to be held in the calendar year 2029 and to fix their remuneration.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares [(2)/(1)]* 100 = (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)]*100 = (6)	% of Votes against on votes polled [(5)/(2)]*100 = (7)
Promoter and Promoter Group	E-Voting	3,99,08,565	3,50,57,335	87.84%	3,50,57,335	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		3,99,08,565	3,50,57,335	87.84%	3,50,57,335	0	100.00%
Public- Institutions	E-Voting	2,71,32,142	1,19,65,637	44.10%	1,19,65,637	0	100.00%	0.00%
	Poll		78,04,508	28.76%	78,04,508	0	100.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2,71,32,142	1,97,70,145	72.87%	1,97,70,145	0	100.00%
Public- Non Institutions	E-Voting	4,28,22,888	68,67,959	16.04%	68,67,959	0	100.00%	0.00%
	Poll		105	0.00%	50	55	47.62%	52.38%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		4,28,22,888	68,68,064	16.04%	68,68,009	55	99.99%
Total		10,98,63,595	6,16,95,544	56.16%	6,16,95,489	55	99.99%	0.00%

5. Resolution required: Special			To appoint Mr. M. M. Srivastava, IAS, (Retd.), (DIN: 02190050) as an Independent Director of the Company for a period of 5 (five) years commencing from 9th May, 2024 and ending on 8th May, 2029 (both days inclusive).					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares [(2)/(1)]* 100 = (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)]*100 = (6)	% of Votes against on votes polled [(5)/(2)]*100 = (7)
Promoter and Promoter Group	E-Voting	3,99,08,565	3,50,57,335	87.84%	3,50,57,335	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		3,99,08,565	3,50,57,335	87.84%	3,50,57,335	0	100.00%
Public- Institutions	E-Voting	2,71,32,142	1,19,65,637	44.10%	1,19,65,637	0	100.00%	0.00%
	Poll		78,04,508	28.76%	78,04,508	0	100.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2,71,32,142	1,97,70,145	72.87%	1,97,70,145	0	100.00%
Public- Non Institutions	E-Voting	4,28,22,888	68,68,018	16.04%	68,68,018	0	100.00%	0.00%
	Poll		105	0.00%	50	55	47.62%	52.38%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		4,28,22,888	68,68,123	16.04%	68,68,068	55	99.99%
Total		10,98,63,595	6,16,95,603	56.16%	6,16,95,548	55	99.99%	0.00%

6. Resolution required: Ordinary			To appoint Mr. Shivaan B. Thakkar to hold an office or place of profit in the Company from 1st September, 2024 and ending on 30th September, 2027 (both days inclusive).					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares [(2)/(1)]* 100 = (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)]*100 = (6)	% of Votes against on votes polled [(5)/(2)]*100 = (7)
Promoter and Promoter Group	E-Voting	3,99,08,565	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		3,99,08,565	0	0.00%	0	0	0.00%
Public- Institutions	E-Voting	2,71,32,142	1,19,65,637	44.10%	1,16,86,435	279202	97.67%	2.33%
	Poll		78,04,508	28.76%	78,04,508	0	100.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2,71,32,142	1,97,70,145	72.87%	1,94,90,943	279202	98.59%
Public- Non Institutions	E-Voting	4,28,22,888	65,98,009	15.41%	65,97,818	191	99.99%	0.00%
	Poll		105	0.00%	50	55	47.62%	52.38%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		4,28,22,888	65,98,114	15.41%	65,97,868	246	99.99%
Total		10,98,63,595	2,63,68,259	24.00%	2,60,88,811	2,79,448	98.94%	1.06%

7. Resolution required: Ordinary			To approve omnibus approval of Related Party Transactions with Vibrant Foods New Jersey LLC, a Step Down Subsidiary of the Company.					
Whether promoter/ promoter group are interested in the			Yes					
Category	Mode of Voting	No. of Shares held (1)	No. of votes Polled (2)	% of Votes Polled on outstanding shares [(2)/(1)]* 100 = (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)]*100 = (6)	% of Votes against on votes polled [(5)/(2)]*100 = (7)
Promoter and Promoter Group	E-Voting	3,99,08,565	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		3,99,08,565	0	0.00%	0	0	0.00%
Public- Institutions	E-Voting	2,71,32,142	1,19,65,637	44.10%	1,19,65,637	0	100.00%	0.00%
	Poll		78,04,508	28.76%	78,04,508	0	100.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2,71,32,142	1,97,70,145	72.87%	1,97,70,145	0	100.00%
Public- Non Institutions	E-Voting	4,28,22,888	68,68,018	16.04%	68,68,017	1	99.99%	0.00%
	Poll		105	0.00%	50	55	47.62%	52.38%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		4,28,22,888	68,68,123	16.04%	68,68,067	56	9.99%
Total		10,98,63,595	2,66,38,268	24.25%	2,66,38,212	56	99.99%	0.00%

Note:

- Voting Rights under "Public - Non Institutions" category: includes 25,65,045 shares held by Investor Education and Protection Fund (IEPF) Authority (on which voting rights are frozen pursuant to Rule 6(6) of the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time).
- The aforesaid resolutions has been passed with requisite majority.



For ADF Foods Limited

Shalaka
Shalaka Ovalekar
Company Secretary

S. S. RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E) - 400 603.
Ph. No: 7208433966/ 022 25328047 E-mail: sanjayrisbud@yahoo.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
34th Annual General Meeting of the Members of ADF FOODS LIMITED ('the Company') held on Thursday, August 1, 2024 at 04.00 p.m. through Video Conferencing ("VC") or Other Audio Visuals Means ("OAVM").

Dear Sir,

1. I, Sanjay S. Risbud of M/s. S. S. Risbud & Co., Thane, have been appointed by the Board of Directors of ADF FOODS LIMITED ('the Company') as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') on the Resolutions contained in the Notice of the 34th Annual General Meeting (AGM) of the Members of the Company, held on Thursday, August 01, 2024 at 04.00 p.m. through Video Conferencing ("VC") or Other Audio Visuals Means ("OAVM").
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the Resolutions contained in the Notice of the 34th AGM of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report on the votes casted "in favor" or "against" the Resolutions, based on the reports generated from the e-voting system provided by LinkIntime India Private Limited, the authorized agency to provide e-voting facility, engaged by the Company.
3. Further to the above, I submit my report as under:
 - I. The e-voting period remained open from Monday, July 29 2024 at 9.00 a.m. (IST) to Wednesday, July 31, 2024 at 5.00 p.m. (IST).
 - II. The Members of the Company as on the "cut-off" date i.e. Friday, July 26 2024 were entitled to vote on the Resolutions (Items Nos. 1 to 7 as set out in the Notice of the 34th AGM of the Company).
 - III. The votes cast were unblocked on August 1, 2024 at 5.15 p.m. (IST) in the presence of two witnesses, Ms. Sampada Dalvi and Mr. Nilesh Lihe who are not in the employment of the Company.



S. S. RISBUD & CO.

Company Secretaries

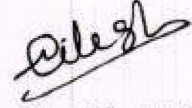
303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E) - 400 603.

Ph. No: 7208433966/ 022 25328047 E-mail:sanjayrisbud@yahoo.com

They have signed below in confirmation of the votes being unblocked in their presence.



Name: Ms. Sampada Dalvi



Name: Mr. Nilesh Lihe

IV. Thereafter, the details containing *inter-alia*, list of Equity Shareholders, voted "for", "against" each of the Resolutions that were put to vote, were generated from the e-voting website of LinkIntime India Private Limited i.e. instavote.linkintime.co.in.

(i) **Resolution No. 1:-** Ordinary Resolution:

(a) To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

(b) To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of the Auditors thereon.

(i) **Voted in favor** of the Resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
116	61695548	99.99%

(ii) **Voted against** the Resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	55	0%

(iii) **Invalid votes**

Total number of Members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL



S. S. RISBUD & CO.

Company Secretaries

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(ii) **Resolution No. 2: - Ordinary Resolution:**

To declare a Final Dividend of Rs. 1.20/- per equity share of face value Rs. 2/- each for the Financial Year ended March 31, 2024.

(i) **Voted in favor of the Resolution**

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
116	61695548	99.99%

(ii) **Voted against the Resolution**

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	55	0%

(iii) **Invalid votes**

Total number of Members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL

(iii) **Resolution No. 3:- Ordinary Resolution:**

To appoint a Director in place of Mr. Viren Merchant (DIN: 00033464), who retires by rotation and being eligible offers himself for re-appointment.

(i) **Voted in favor of the Resolution**

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
107	61416306	99.55%

(ii) **Voted against the Resolution**

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
10	279258	0.45%



S. S. RISBUD & CO.

Company Secretaries

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(iii) **Invalid votes**

Total number of Members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL

(iv) **Resolution No. 4:** - Ordinary Resolution:

Appointment of M/s. M S K A & Associates, Chartered Accountants (Firm Registration No. 105047W) as the Statutory Auditors of the Company and to fix their remuneration.

(i) **Voted in favor of the Resolution**

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
116	61695489	99.99%

(ii) **Voted against the Resolution**

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	55	0%

(iii) **Invalid votes**

Total number of Members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL

(v) **Resolution No. 5:-** Special Resolution:

Appointment of Mr. M. M. Srivastava, IAS, (Retd.), (DIN: 02190050) as an Independent Director of the Company.

(i) **Voted in favor of the Resolution**

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
116	61695548	99.99%



S. S. RISBUD & CO.

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(ii) **Voted against the Resolution**

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	55	0%

(iii) **Invalid votes**

Total number of Members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL

(vi) **Resolution No. 6: - Ordinary Resolution:**

Appointment of Mr. Shivaan B. Thakkar to hold an office or place of profit in the Company.

(i) **Voted in favor of the Resolution**

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
106	26088811	98.94%

(ii) **Voted against the Resolution**

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
11	279448	1.06%

(iii) **Invalid votes**

Total number of Members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL

(vii) **Resolution No. 7: - Ordinary Resolution:**

To approve omnibus approval of Related Party Transactions with Vibrant Foods New Jersey LLC, a Step Down Subsidiary of the Company.



S. S. RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E) - 400 603.

Ph. No: 7208433966/ 022 25328047 E-mail: sanjayrisbud@yahoo.com

(i) **Voted in favor** of the Resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
115	26638212	99.99%

(ii) **Voted against** the Resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
2	56	0%

(iii) **Invalid votes**

Total number of Members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL

Thanking You.
Yours faithfully,


Sanjay S. Risbud
Scrutinizer
Practicing Company Secretary
C.P. No. 5117



Date: 02.08.2024
Place: Thane
UDIN: A013774F000883555

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SCRUTINIZER'S REPORT - COMBINED

{Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended}

To,
The Chairman,
34th Annual General Meeting of the Members of ADF FOODS LIMITED ('the Company') held on Thursday, August 1, 2024 at 04.00 p.m. through Video Conferencing ("VC") or Other Audio Visuals Means ("OAVM").

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-Voting conducted 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 from time to time and E-voting at the 34th Annual General Meeting of ADF Foods Limited held on Thursday, August 1, 2024 at 04.00 p.m. through Video Conferencing ("VC") or Other Audio Visuals Means ("OAVM").

I, Sanjay S. Risbud, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of ADF FOODS LIMITED ('the Company') for the purpose of scrutinizing the e-voting process (remote e-voting) and electronic voting (e-voting) conducted at the 34th Annual General Meeting (AGM) 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 in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 34th AGM of the Company held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") on August 1, 2024 at 04.00 p.m. (IST). I confirm that I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

I submit my report as under:

- a) The AGM was held in compliance with the MCA Circular dated September 25, 2023 read with Circulars dated May 5, 2022, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circulars dated October 7, 2023, January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020, for holding of the "AGM" through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue and as confirmed by the Company, the Notice of the AGM along with Annual Report 2023-24 had been sent on July 9, 2024 only through Electronic mode to those Members whose e-mail address were registered with the Company, RTA or CDSL/ NSDL (Depositories).



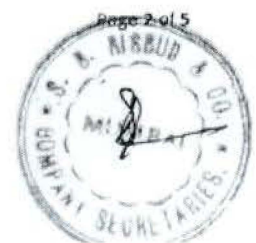
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- b) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-voting (which includes remote e-voting and the electronic voting provided at the AGM) to the Members on the Resolutions proposed in the Notice calling the 34th AGM of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated Scrutinizer's Report on the voting to the Chairman or a person authorised by him on the Resolutions.
- c) The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Link Intime India Private Limited.
- d) The Members of the Company as on the "cut-off" date i.e. Friday, July 26 2024 were entitled to vote on the Resolution Nos. 1 to 7 as set out in the Notice of the AGM.
- e) The remote e-voting period commenced on Monday, July 29 2024 at 9.00 a.m. (IST) and was concluded on Wednesday, July 31, 2024 at 5.00 p.m. (IST).
- f) At the 34th AGM of the Company held on Thursday, August 1, 2024, the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the Meeting through VC/OAVM but could not participate in the Remote e-Voting to record their votes on the Resolutions to be passed.
- g) After the closure of the e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Thursday, August 1, 2024 at 5.15 p.m. in the presence of two witnesses who are not in the employment of the Company.
- h) I hereby submit a Consolidated Scrutinizer's Report Pursuant to Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the aforesaid 34th AGM based on the scrutiny of remote e-voting and the electronic voting at the AGM and votes cast therein based on the data downloaded from the electronic voting system of Link Intime Private Limited.
- i) The results of the Remote e-voting together with that of the voting through electronic voting system conducted at the AGM through VC/OAVM are as under:



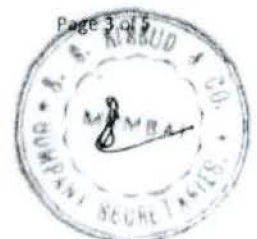
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Item No. of Notice	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes	Not Voted
	No. of Shares	% of total number of valid votes cast	No. of shares	% of total number of valid Votes cast	No. of shares	No. of cases
1. (a) To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon. (b) To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of the Auditors thereon. (Ordinary Resolution)	61695548	99.99%	55	0%	NIL	NIL
2. To declare a Final Dividend of Rs. 1.20 per equity share of face value Rs. 2/- each for the Financial Year ended March 31, 2024. (Ordinary Resolution)	61695548	99.99%	55	0%	NIL	NIL

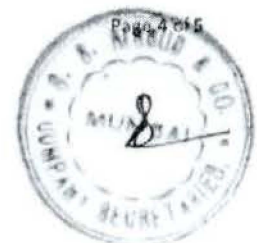


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3. To appoint a Director in place of Mr. Viren Merchant (DIN: 00033464), who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)	61416306	99.55%	279258	0.45%	NIL	NIL
4. To Appoint M/s. M S K A & Associates, Chartered Accountants (Firm Registration No. 105047W) as the Statutory Auditors of the Company and to fix their remuneration. (Ordinary Resolution)	61695489	99.99%	55	0%	NIL	NIL
5. To Appoint Mr. M. M. Srivastava, IAS, (Retd.), (DIN: 02190050) as an Independent Director of the Company. (Special Resolution)	61695548	99.99%	55	0%	NIL	NIL
6. To Appoint Mr. Shivaan B. Thakkar to hold an office or place of profit in the Company. (Ordinary Resolution)	26088811	98.94%	279448	1.06%	NIL	NIL
7. To approve omnibus approval of Related Party Transactions with Vibrant Foods New Jersey LLC, a Step Down Subsidiary of the Company. (Ordinary Resolution)	26638212	99.99%	56	0%	NIL	NIL



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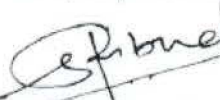
Based on the forgoing, the Resolutions Nos. 1 to 7 shall be deemed to have been passed with the requisite majority.

Three Shareholders holding 7804613 Equity Shares voted through Electronic means during the AGM.

All the relevant records of voting are under my safe custody until the Chairman considers, approves and sign the Minutes of the 34th Annual General Meeting and the same shall be handed over to the Chairman or the Company Secretary of the Company for safe keeping.

Thanking you.

Yours Sincerely,
For S.S. RISBUD & CO.
Company Secretaries


Sanjay S. Risbud
Proprietor



For ADF Foods Limited



Shalaka Ovalekar
Company Secretary

(Authorised by Chairman of the Meeting)



C.P. No. 5117

Date: 02.08.2024
Place: Thane
UDIN: A013774F000883555