



Corporate Office : 8377, Roshanara Road, Delhi - 110007
Tel. : 23826445 Fax : 91-11-23822409

12th October, 2018

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, <u>Mumbai – 400 001</u> Scrip Code: 519588	National Stock Exchange of India Ltd. (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (E), <u>Mumbai – 400 051</u> Scrip Code: DFMFOODS
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Sub: **Declaration of Results of Postal Ballot (including remote E-voting)**

Dear Sir/Madam,

This has reference to our earlier letter dated 10th September, 2018, wherein the Company had duly intimated to the Stock Exchange(s) about seeking the consent of the members by way of ordinary resolution vide postal ballot / electronic voting with respect to the following items of business:

1. Sub-division of Equity Shares from the face value of Rs. 10/- per share to Rs. 2/- per share.
2. Alteration of Capital Clause of the Memorandum of Association.

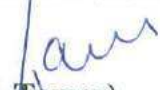
In this regard, we wish to inform you that pursuant to provisions of Sections 108 & 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the members of the Company have passed the Resolutions 1 and 2 with requisite majority as stated in the Postal Ballot Notice dated 6th August, 2018. The Resolutions in the Notice dated 6th August, 2018 will be deemed to be passed on 10th October, 2018 i.e the last date of receipt of duly completed Postal ballot forms and e-voting.

Further, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results by postal ballot (including e-voting) (**Annexure - 1**) along with scrutinizer's report (**Annexure - 2**) and the amended certified copy of Memorandum of Association (**Annexure - 3**). The same has been also uploaded 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

POSTAL BALLOT VOTING RESULTS

Date of declaration of result of Postal Ballot	Resolution Passed through Postal Ballot on 10 th October, 2018 and results declared on 12 th October, 2018.
Total number of shareholders as on cut-off date (i.e 31st August, 2018)	6063
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable (Resolution Passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not Applicable (Resolution Passed through Postal Ballot)

Agenda- wise disclosure

Resolution required: (Ordinary/ Special) Resolution No. 1	Ordinary Resolution- Sub-Division of Equity Shares from the face value of Rs. 10/- per share to Rs. 2/- per share							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled votes outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3834870	0	0	0	0	0	0
	Poll (Not applicable)	-	-	-	-	-	-	-
	Postal Ballot	3834870	3834870	100	3834870	0	100	0
Public- Institutions	Total	3834870	3834870	100	3834870	0	100	0
	E-Voting	501711	501711	100	501711	0	100	0
	Poll (Not applicable)	-	-	-	-	-	-	-
Public- Non Institutions	Postal Ballot	501711	0	0	0	0	0	0
	Total	501711	501711	100	501711	0	100	0
	E-Voting	2437	2437	0.1742	2437	0	100	0
Total	Poll (Not applicable)	1399353	-	-	-	-	-	-
	Postal Ballot	1399353	1396916	99.8258	1396916	0	100	0
	Total	1399353	1399353	100	1399353	0	100	0
Total	Total	5735934	5735934	100	5735934	0	100	0



Resolution required: (Ordinary/ Special)
Resolution No. 2

Ordinary Resolution- Alteration of the Capital Clause of the Memorandum of Association

Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3834870	0	0	0	0	0	0
	Poll (Not applicable)		-	-	-	-	-	-
	Postal Ballot	3834870	3834870	100	3834870	0	100	0
Public- Institutions	Total	3834870	3834870	100	3834870	0	100	0
	E-Voting	501711	501711	100	501711	0	100	0
	Poll (Not applicable)		-	-	-	-	-	-
Public- Non Institutions	Postal Ballot	501711	0	0	0	0	0	0
	Total	501711	501711	100	501711	0	100	0
	E-Voting		2437	0.1742	2437	0	100	0
Total	Poll (Not applicable)	1399353	-	-	-	-	-	-
	Postal Ballot	1399353	1396916	99.8258	1396916	0	100	0
	Total	1399353	1399353	100	1399353	0	100	0
Total		5735934	5735934	100	5735934	0	100	0



1 am



(Perfection is our Profession)

PRADEEP DEBNATH & Co.
COMPANY SECRETARIES

Report of Scrutinizer(s)
(For e-voting and Postal Ballot Forms)
[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the Board,
DFM Foods Ltd.,
CIN:L15311DL1993PLC052624
8377, Roshanara Road,
Delhi - 110007

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot & E-voting process – Postal Ballot Notice dated
6th August, 2018**

1. I, Pradeep Debnath, Proprietor of M/s Pradeep Debnath & Co. Practicing Company Secretary was appointed as Scrutinizer by the Board of Directors of DFM Foods Ltd. (the Company) in their meeting held on Monday 6th August, 2018 for the purpose of scrutinizing e-voting process and voting by Postal ballot pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the agreement with the Stock Exchanges to seek the approval of the Equity Shareholders for passing through e-voting/Postal Ballot received in respect of the below mentioned resolution(s) as per the Postal Ballot Notice dated 6th August, 2018, submit our report as under:
2. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by postal ballot by the shareholders on the resolutions contained in the Postal Ballot Notice dated 6th August, 2018 is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by Postal Ballot are conducted in fair and transparent manner and render consolidated Scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the Resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and through Postal Ballot.
3. In accordance with the Postal Ballot Notice sent to the Shareholders and thereafter the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2016) on 11th September, 2018, the voting period commenced on Tuesday, 11th September, 2018 at 10:00 A.M. and ended on Wednesday, 10th October, 2018 at 5:00 P.M.
4. The shareholders of the company holding shares as on the cut-off date i.e. 31st August, 2018 were entitled to vote on the resolution as contained in the Postal Ballot Notice.



Pradeep Debnath

5. The Company had completed dispatch of Postal ballot Notices and Postal Ballot Form on 10th September, 2018 through:
 - a) Email to members (as on 31st August, 2018 being the cut of date) whose email addresses are registered in the records of the depository participants viz. National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] and the Company's Registrar and Share transfer Agent viz MCS Share Transfer Agent Ltd.; and
 - b) Physical mode by Courier along with postage prepaid self-addressed Business Reply Envelope to other members who have not registered their email id's at their registered address.
6. The votes on remote e-voting were unblocked at around 12:30P.M on 11th October, 2018, after conclusion of voting ended on 10th October, 2018 at 5:00 P.M. in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>).
7. All Postal Ballot form(s) received and e-votes cast upto 5.00 P.M on Wednesday 10th October, 2018 i.e the last date and time fixed by the Company for casting votes through Postal Ballot Form(s) or e-voting were considered and none of the envelopes containing Postal Ballot Form(s) received after 5.00 P.M on Wednesday 10th October, 2018 were considered for the purpose of this report.
8. The postal ballot forms, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. The Postal Ballot forms received and votes cast on or before 5.00 P.M on Wednesday 10th October, 2018 were reconciled with the Register of Members/beneficiary data of the Company as on Friday, 31st August, 2018 i.e the cut- off date for the purpose.
10. The particulars of all Postal Ballot/Electronic Votes received from the members have been entered in the electronic register separately maintained for the purpose.
11. The total votes cast in favour or against all the resolutions proposed in the Postal Ballot Notice dated 6th August, 2018 are as under:

1. RESOLUTION NO. 1 (ORDINARY RESOLUTION) - SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- PER SHARE TO RS. 2/- PER SHARE

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	34	504148	8.79
Voting by postal ballot	51	5231786	91.21
Total	85	5735934	100.00



Handwritten signature/initials

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by postal ballot	-	-	-
Total	-	-	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
7	232

2. RESOLUTION NO. 2 (ORDINARY RESOLUTION) - ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote e-voting	34	504148	8.79
Voting by postal ballot	51	5231786	91.21
Total	85	5735934	100.00

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by postal ballot	-	-	-
Total	-	-	-

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
7	232

12. The resolutions shall be deemed to have been passed on Wednesday 10th October, 2018 being the last date of receipt of Postal Ballot form (s)/ e-voting from the members of the Company.
13. All the relevant records of voting along with other related papers, register and records pertaining to physical voting and votes cast electronically are being separately handed over to the Company Secretary of the Company for safe custody, who is duly authorised by the Chairman of the Company.



Handed over to

You may accordingly declare the result of the voting by Postal Ballot/ e-voting.

Thanking you.

Yours faithfully,

Pradeep Debnath
F 6654



PRADEEP DEBNATH

PradeepDebnath & Company
Practicing Company Secretary
Membership No.6654
Certificate of Practice No.:7313

Place: Delhi

Dated: 12th October, 2018

For DFM Foods Limited

[Signature]
Company Secretary

New Clause 5th (Capital Clause) of Memorandum of Association of DFM Foods Ltd.

- 5th The Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 6,50,00,000 Equity Shares of Rs. 2/- each and 20,00,000 Cumulative Convertible Preference Shares of Rs. 10/- each carrying dividend @10% per annum.



MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

DFM FOODS LIMITED



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प्रारूप एक
Form 1

निगमन का प्रमाण-पत्र

Certificate of Incorporation

सं० 55-52624 शक 19 14
No. 55-52624 of 19 92-93

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज डी.एफ.एम. फूड्स लिमिटेड

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that DFM FOODS LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

मेरे हस्ताक्षर से आज ता० 26 फाल्गुन 1914 को दिया गया।

Given under my hand at NEW DELHI this SEVENTEENTH

day of MARCH One thousand nine hundred and NINETY THREE.



H.S. Sharma
। एच. एस. शर्मा ।
अपर कम्पनी रजिस्ट्रार
दिल्ली एवं हरियाणा
(H.S. SHARMA)
Addl. Registrar of Companies
DELHI & HARYANA



COMPANY NO ...55-52624.



सत्यमेव जयते

Certificate for Commencement of Business

व्यापार प्रारम्भ करने का प्रमाण-पत्र
Pursuant to section 149 (3) of the Companies Act, 1956
कम्पनी अधिनियम १९५६ की धारा १४९ (३) के अनुसरण में

I hereby certify that the DFM FOODS LIMITED

में एतद द्वारा प्रमाणित करता हूँ... डी.एफ.एफ.म. फूड्स लिमिटेड।

which was incorporated under the Companies Act, 1956 on

जो कि कम्पनी अधिनियम, १९५६ के अन्तर्गत पंजीकृत की गई थी दिनांक 26 फाल्गुन 1914
the SEVENTEENTH day of MARCH 1993

and which has filed duly verified declaration in the
और जिस ने कि यथावत् निर्धारित प्रपत्र में सत्यापित घोषणा पत्र प्रस्तुत
prescribed form that the conditions of section
कर दिया है कि उस ने धारा १४९ (२) (क) से (ग)
149 (2) (a) to (c) of the said Act, have been complied with is entitled
को सभी शर्तों का अनुपालन कर दिया है, अतः व्यापार आरम्भ करने का
to commence business.
अधिकारी है।

Given under my hand at NEW DELHI

मेरे हस्ताक्षर से आज दिनांक 10 चैत्र 1915

this THIRTY FIRST day of MARCH

One thousand nine hundred and Ninty THREE
को जारी किया गया।



V.S. Galgali
। वी.एस. गलगली ।
कम्पनी रजिस्ट्रार
दिल्ली एवं हरियाणा
(V.S. GALGALI)
Registrar of Companies
DELHI & HARYANA



¹(The Companies Act, 2013)
(Company Limited by Shares)

**MEMORANDUM OF ASSOCIATION
OF
DFM FOODS LIMITED**

- 1st. The name of the Company is: “**DFM FOODS LIMITED**”.
- 2nd. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.
- 3rd. (A) **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
1. To carry on the business of flour milling and to set up mills for milling wheat, grain, other grains and cereals, dal, besan, maida, atta, suji and other allied products and to manufacture any by-products and to manufacture food products; such as flakes, dalia and confectionery from flours of all kinds and descriptions and to set up factories or mills for the manufacture thereof.
 2. To carry on the business as manufacturers, processors, distributors, stockists, dealers, traders, importers, exporters, packers and consultants in all kinds of plantation, forestry and agricultural produce including fruit, vegetable, spices, cereals, oilseeds, herbs and dairy products, meat, fish and poultry products and all kinds of foods and beverages, including packaged foods with or without synthetic constituents flavours and preservatives, animal feeds and nutrients.
 3. To carry on the business of processing, grinding and milling wheat, corn, grams, rice, grains, nuts and cereals of all kinds and manufacturers and dealers in wheat and its products and other cereals and cereal products, bread, flour, biscuits pastry cakes, confectionery, noodles, macaroni, spaghetti and other pasta products and other farinaceous food products, baking materials and ingredients used.
 4. To carry on the business of manufacturers processors, distributors, stockists, dealers, traders, importers, exporters, packers and consultants in all kinds of snack foods and other allied products, bakery products, baking materials.
- (B) **MATTER WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3rd(A) ARE :**
1. To establish and maintain agencies, places and local registers and to carry on business in any part of the world.
 2. To have branches all over India or anywhere else in the world, to appoint branch managers and branch staff and to send out agents, officers and employees all over such branches for the efficient and successful running of the Company's main business.

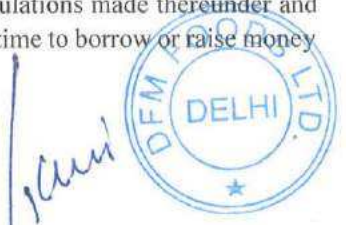
¹The following clauses comprised in these Memorandum of Association were adopted pursuant to members' resolution passed at the 22nd Annual General Meeting of the Company held on 7th August, 2015 in substitution for, and to the entire exclusion of, the earlier clauses comprised in the extant Memorandum of Association of the Company.



3. To purchase, charter, hire, construct, operate, equip and maintain mills, warehouses, godowns, telephones and other communications equipments, conveyers, carts and any other convenience or erections as may be necessary for the purposes of its main business of the Company.
4. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or conducive to the interests of the Company.
5. To distribute among the members in specie or otherwise any property of the Company, or any proceeds of sale or disposal of any property of the Company in case of winding up but so that no distribution, amounting to a reduction of Capital, shall be made, except, with the sanction, for the time being required by law.
6. To advise clients on the comparative merit or otherwise of equipment required by them and pass on their indents to the approved suppliers and/or manufacturers in India and/or abroad and to import on behalf of the clients and to erect, test and run machinery and equipments for clients and the Company and to employ experts from any part of the world to inspect the products on behalf of Company's clients in India and/or abroad.
7. To do all or any of the things mentioned herein, either as principals, agent, trustees, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
8. To exchange, mortgage, royalty or tribute, grant, licences, easements, options and other right over and in any other manner, deal with or dispose off the whole or any part of the undertaking, property, assets rights and effects of the Company for such consideration as may be thought fit and in particular, for stocks, shares whether fully or partly paid up or securities of any other company.
9. To buy, repair, alter, improve, exchange, let out on hire, import, export and deal in all factories, works, plants, machinery, tools, utensils, appliances, apparatus, products, materials, substances articles and things capable of being used in the main business of this Company is competent to carry on.
10. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any land, buildings, hereditaments, property, assets, rights, estate or interest whatsoever and to hold, develop, work, concessions, grants, decrees, licences, privileges, claims, options, leases, property, real or personal, rights or powers of the Company and to purchase, charter, hire, build or otherwise acquire vehicles of any or every sort of description for use on or under land or water or in the air and to employ the same in the carriage of merchandise of all kinds and to carry on the main business of the Company.
11. To purchase, construct or otherwise acquire or provide in any place in which any part of the business of the Company may from time to time be carried on, all such offices, warehouses workshops, buildings, engines, machinery, plant, appliances, furniture and fixture as may be considered requisite and essential for the purpose of carrying on the business of the Company and part thereof and to erect any buildings, sheds, roads or houses on any land leased or purchased by the Company, and to enlarge, alter, improve or modify any existing buildings, sheds, road or houses thereon.
12. To pay for any properties, rights or privileges acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by allotment to him or them of shares or securities of the Company as paid up in full.



13. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the main business of the Company.
14. To guarantee the performance of any contract or obligations of and the payment of money or of the dividends and interest on any stocks, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the Company or the interest of its shareholders and generally to give guarantees and indemnities.
15. To lend or advance money, either with or without security and give credit to such persons (including Government) and upon such terms and conditions as the Directors may deem expedient, provided that the Company shall not carry on the business of banking within the meaning of Banking Regulations Act, 1949.
16. To draw, make, issue, execute, accept and to endorse, discount and negotiate all negotiable instruments including cheques, drafts and other negotiable or commercial or mercantile instruments including bills of lading, delivery orders, warehouse receipts, warrants and the like connected with the business of the Company.
17. To acquire from any person, firm or body corporate, whether in India or elsewhere, technical information, know-how, processes, engineering manufacturing and operation data, plans, layouts and blueprints, useful for the design, erection and operation of plants required for any of the businesses of the Company and to acquire and grant license and other rights and benefits in the foregoing matters and things.
18. To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
19. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world any patent, patent rights, copy rights, brevet 'd' invention, trade-marks, designs, licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their use of any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company and to use, exercise, develop or grant licences or privileges in respect of, or otherwise turn to account, the property, rights and information so acquired and to carry on any business in any way connected therewith.
20. To engage in experimenting on and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
21. To establish, provide, maintain, conduct laboratories for purposes of research and development and to acquire all the necessary scientific and other equipment or otherwise subsidy research and development in other laboratories, training colleges, school and other institutions or the training, education and instruction of apprentices, trainees, students and others and to provide or arrange for the delivery of lectures, demonstrations, exhibitions or classes, meetings and conferences, in connection therewith and generally associate directly or indirectly with one or more bodies engaged in any of the activities mentioned in this Clause.
22. Subject to provisions of the Companies Act, 2013 and the Regulations made thereunder and the directions issued by the Reserve Bank of India from time to time to borrow or raise money



with or without security or to receive money on deposit or by way of loan, at interest or otherwise, in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security on any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital and to purchase, redeem or pay off any such securities. The Company shall not, however carry on the business of banking within the meaning of the Banking Regulations Act, 1949.

23. To invest any moneys of the Company, not immediately required for the main businesses of the Company in such investments (other than shares or stock in the Company) as may be thought proper and to hold with such investments.
24. To subscribe for, underwrite, purchase, acquire, hold, shares, stock, debentures, debenture stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company (body corporate or undertaking) carrying on business similar or analogous to the business in shares, stock, debentures, debenture stock, bonds, mortgages, obligations and other securities issued or guaranteed by any government, commissioner's trust, municipal, local or other authority or body of whatever nature whether in India or elsewhere.
25. To acquire and undertake all or any part of the business, property liabilities of any person, firm or company carrying on or proposing to carry on main business of this Company is authorised to carry on or possessed of property suitable for the purpose of the Company.
26. To form, incorporate or promote any company or companies, whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or control or development of the Company or any other object or objects which, in the opinion of the Company, could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the cost and expenses incurred in connection with any such promotion or incorporation and to remunerate any persons or company in any manner it shall think fit for services rendered or to be rendered in the conduct of its business or in or about the promotion or formation, of any other company in which the Company may have an interest.
27. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company.
28. To adopt such means of making known the services and products of the Company as may seem expedient and in particular by advertising in the press, in audio-visual media by circulars, by publication of books and periodical and by granting prizes, rewards and the like.
29. To undertake and execute any trust, the undertaking of which may seem to the Company desirable either gratuitously or otherwise vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company and with or without any declared trust in favour of the Company for the attainment of the main objects of the Company.
30. To enter into any arrangements and to take all necessary or proper steps with Government or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purposes of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of this Company or furthering the interest of its members and to obtain from any such Government authority or any company, any charters, contracts, decrees, rights,



grants, loans, privileges or concessions which the Company may think desirable to obtain and carry out exercise and comply with any such arrangement charters, contracts, decrees, rights, privileges or concessions.

31. To apply or join in applying to and obtaining from any Parliament or legislative authority or Government or any supreme, public, local, municipal or other authority or body or with any landholders or other persons, for any Acts of Parliament, or other Acts of Legislature, laws, decrees, concessions, orders, rights or privileges or authorities that may seem conducive to the Company's objects or any of them as may seem expedient and to obtain any provisional order or Act of Parliament for enabling the Company to carry any of its objects into effect and to oppose any such steps taken by any other company, firm or persons which may be considered likely, directly or indirectly to prejudice the interests of the Company or its members and to promote and lawfully to assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the Company, and to oppose and resist whether directly or indirectly any legislation which may seem disadvantageous to the Company.
32. Subject to provisions of the Companies Act, 2013 to amalgamate or enter into partnership or into any agreement for sharing profits, union of interests, co-operation, joint venture or reciprocal arrangements and/or concessions with any firm or firms or person or persons or company or companies carrying on or engaged in, or about to carry on or engage in any business which this Company is authorised to carry on.
33. To apply the assets of the Company, in any way in or towards the establishment maintenance or extensions of any association, institutions or funds in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including any association, institution or fund for the protection of the interests of company workers and employees against loss by bad debts, strike combinations, fire accident or otherwise or for the benefits of any clerks, workmen or others at any time employed by the Company or any of its predecessors in business of their families and dependents and whether or not in common with other persons or classes of persons in particular of friendly, co-operative and other societies, reading rooms, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscriptions for any purpose whatsoever, subject to relevant provision of the Act.
34. To aid, monetarily and/or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade, subject, however, to the exclusion of any activities of a trade union nature.
35. Subject to the provisions of the Companies Act, 2013 to subscribe or contribute money for national, charitable, benevolent, public, general or useful object or for any exhibitions, educational seminars and conferences.
36. To establish such competitions as may be lawful for any of the Company's business, and to offer and grant prizes, awards and premiums on such terms as may seem expedient, which would further the interests of the Company directly or indirectly.
37. To provide for and furnish or secure to any employee or customer of the Company any chattels convenience, advantages, benefits or special privileges which may seem expedient, either gratuitously or otherwise.



38. To establish and maintain or procure the establishments and maintenance of any contributory and/or non-contributory provident, pension and/or superannuation funds and/or to purchase annuities, for the benefit of, and give or procure the giving of donations, gratuities, pensions allowances or emoluments to any persons who are, or were at any time in the employment or service of the Company, or of any company, which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or Officers of the Company or of any such other company as aforesaid and the wives, widow, families and dependents of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs and funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
39. To install, power generating equipment and generate electricity for own captive use by the company in manufacturing processes as well as for offices godowns, staff housing and lighting of company premises.
40. To do all such other things as may appear to be incidental and in anyway conducive to the attainment of the above main objects or any of them.
- 4th. The liability of the member(s) is limited and this liability is limited to the amount unpaid if any, on the shares held by them.
- 5th.² The Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 6,50,00,000 Equity Shares of Rs. 2/- each and 20,00,000 Cumulative Convertible Preference Shares of Rs. 10/- each carrying dividend @10% per annum.

Certified True Copy
For DFM Foods Limited

Company Secretary

²The clause 5th i.e. Capital Clause of Memorandum of Association was amended pursuant to members' resolution passed by Postal Ballot on 10th October, 2018.



6th. We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the Company set against our respective names:-

Names	Addresses Description & Occupation of each subscriber	Number of equity shares taken by each Subscriber	Signature	Names, Addresses of witnesses
1. Lall Chand Kapoor	S/o. Late Ganpat Rai C-2, Bhagwan Das Nagar, Rohtak Road, New Delhi-110026 Service	20 (Twenty)	Sd/- Lall Chand Kapoor	I hereby witness the signatures of all the Subscribers who have signed in my presence. Sd/- Arjun Sahu S/o Shri Kshetrabasi Sahu 106-B, Motiakhana, DDA Complex (Paharganj), New Delhi - 110055
2. Swadesh Kumar	S/o Shri Tirath Das H-208, Ashok Vihar, Phase-I, Delhi-110052 Service	20 (Twenty)	Sd/- Swadesh Kumar	
3. Brahm Dev Sharma	S/o Late S.D. Sharma 8381, Roshanara Road, Delhi-110007 Service	20 (Twenty)	Sd/- Brahm Dev Sharma	
4. Rajiv Bhambri	S/o Late Shree Bajjar Sain Bhambri 3, Park View, Karol Bagh, New Delhi-110 005 Service	20 (Twenty)	Sd/- Rajiv Bhambri	
5. The Delhi Flour Mills Co. Ltd. Through its Vice Chairman and Jt. Managing Director, Mr. Mohit Jain S/o Shri R. P. Jain 61-B, Friends Colony, New Delhi Industrialist	Regd. Office: 8381, Roshanara Road, Delhi-110007	36 (Thirty Six)	For and on behalf of The Delhi Flour Mills Co. Ltd. Sd/- Vice Chairman and Jt. Mg. Director	
6. Rajiv Raina	S/o Jagdishwar Nath Raina 148, Mandakini Enclave, Alaknanda, New Delhi-110019 Service	20 (Twenty)	Sd/- Rajiv Raina	
7. Kamlesh Kumar Gupta	S/o Amir Chand Gupta 39, D.D.A. Flats, Sheikh Sarai, Phase-I, New Delhi-110 017 Service	20 (Twenty)	Sd/- Kamlesh Kumar Gupta	
	Total	156 (One Hundred Fifty Six only)		

Dated the 3rd day of March, 1993
Place: Delhi



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Kamlesh

Certified True Copy
For DFM Foods Limited

[Signature]
Company Secretary