

September 27, 2021

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

**Sub: Proceedings/Outcome of the 31<sup>st</sup> Annual General Meeting along with Voting Results and Scrutinizer's Report.**

With reference to the above, we wish to inform the exchanges that the 31<sup>st</sup> Annual General Meeting of the Company was held on Friday, September 24, 2021 at 4:00 p.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") and the business as set out in the Notice was duly transacted. In this regard, please find attached herewith the following:

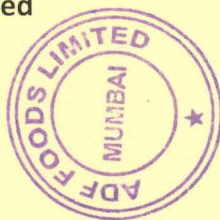
1. Summary of Proceedings of the AGM (Annexure - I)
2. Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure - II).
3. Consolidated Scrutinizer' Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014.

Kindly take the same on record.

Thanking You.

Yours Faithfully,  
For **ADF Foods Limited**

  
**Shalaka Ovalekar**  
Company Secretary  
Encl.: A/a



**CC:** Link Intime India Private Limited  
C-101, 247 Park, LBS Marg,  
Vikhroli (W), Mumbai - 400 083.

Annexure - I

Based on the Scrutinizer's Report, the following Resolutions as set out in the Notice of the AGM have been passed with requisite majority in the AGM of the ADF Foods Limited held on Friday, September 24, 2021:

1.
  - (a) Adoption of Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and
  - (b) Adoption of Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Report of the Auditors thereon.  
**(Ordinary Resolution)**
2. Declaration of Final Dividend at Rs. 3 per Equity Share of Rs. 10 each for Financial Year ended March 31, 2021. **(Ordinary Resolution)**
3. Re-appointment of Mr. Bimal Thakkar (DIN: 00087404) as Director liable to retire by rotation. **(Ordinary Resolution)**
4. Continuation of directorship of Mr. Ravinder Kumar Jain (DIN: 00652148) as a Non-Executive Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(Special Resolution)**
5. Approval for leasing of assets exceeding 20% of the assets of the Material Subsidiary of the Company. **(Special Resolution)**

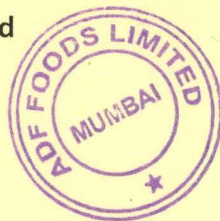
Kindly note the above and acknowledge receipt.

Thanking you.

Yours faithfully,  
For ADF Foods Limited



Shalaka Ovalekar  
Company Secretary

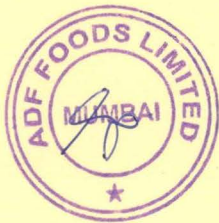




**Annexure - II**

**Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure requirements), Regulations, 2015**

Date of the AGM/ EGM	Annual General Meeting - Friday, September 24, 2021
Total Number of Shareholders on record Date	As on cut-off date i.e. September 17, 2021 - 28,517.
No. of Shareholders present in the Meeting either in person or through Proxy:	
Promoter and Promoter Group	Not Applicable
Public	
No. of Shareholders attended the Meeting through Video Conferencing/ OAVM:	
Promoter and Promoter Group	11
Public	33



## ADF Foods Limited

Resolution Required: (Ordinary)		<p>1 - (a) To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.</p> <p>(b) To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Report of the Auditors thereon.</p>						
Whether Promoter/ Promoter Group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	6290713	5508886	87.57	5508886	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
	<b>Total</b>		<b>5508886</b>	<b>87.57</b>	<b>5508886</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	2342208	2334155	99.66	2334155	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
	<b>Total</b>		<b>2334155</b>	<b>99.66</b>	<b>2334155</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	11389798	4767764	41.86	4767764	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
	<b>Total</b>		<b>4767764</b>	<b>41.86</b>	<b>4767764</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>20022719</b>	<b>12610805</b>	<b>62.98</b>	<b>12610805</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



## ADF Foods Limited

Resolution Required: (Ordinary)		2 - To declare a Final Dividend of Rs. 3/- per equity share of Rs. 10/- each for the Financial Year ended March 31, 2021.						
Whether Promoter/ Promoter Group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	6290713	5508886	87.57	5508886	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
	<b>Total</b>		<b>5508886</b>	<b>87.57</b>	<b>5508886</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	2342208	2334155	99.66	2334155	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
	<b>Total</b>		<b>2334155</b>	<b>99.66</b>	<b>2334155</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	11389798	4767844	41.86	4767844	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
	<b>Total</b>		<b>4767844</b>	<b>41.86</b>	<b>4767844</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>20022719</b>	<b>12610885</b>	<b>62.98</b>	<b>12610885</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>





## ADF Foods Limited

Resolution Required: (Ordinary)			3 - To appoint a Director in place of Mr. Bimal R. Thakkar (DIN: 00087404), who retires by rotation and being eligible offers himself for re-appointment.					
Whether Promoter/ Promoter Group are interested in the Agenda/Resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	6290713	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
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	E-Voting	2342208	2334155	99.66	2334155	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
	<b>Total</b>		<b>2334155</b>	<b>99.66</b>	<b>2334155</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	11389798	4767810	41.86	4767810	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
	<b>Total</b>		<b>4767810</b>	<b>41.86</b>	<b>4767810</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>20022719</b>	<b>7101965</b>	<b>35.47</b>	<b>7101965</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



## ADF Foods Limited

Resolution Required: (Special)		4 - To approve continuation of directorship of Mr. Ravinder Kumar Jain (DIN: 00652148) as a Non-Executive Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.						
Whether Promoter/ Promoter Group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	6290713	5508886	87.57	5508886	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
	<b>Total</b>		<b>5508886</b>	<b>87.57</b>	<b>5508886</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	2342208	2334155	99.66	2332287	1868	99.92	0.08
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2334155</b>	<b>99.66</b>	<b>2332287</b>	<b>1868</b>	<b>99.92</b>	<b>0.08</b>
Public Non Institutions	E-Voting	11389798	4690971	41.19	4690971	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
	<b>Total</b>		<b>4690971</b>	<b>41.19</b>	<b>4690971</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>20022719</b>	<b>12534012</b>	<b>62.60</b>	<b>12532144</b>	<b>1868</b>	<b>99.99</b>	<b>0.01</b>



## ADF Foods Limited

Resolution Required: (Special)		5 - To approve leasing of assets exceeding 20% of the assets of the Material Subsidiary of the Company.						
Whether Promoter/ Promoter Group are interested in the Agenda/Resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	6290713	5508886	87.57	5508886	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
	<b>Total</b>		<b>5508886</b>	<b>87.57</b>	<b>5508886</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	2342208	2334155	99.66	2332287	1868	99.92	0.08
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>2334155</b>	<b>99.66</b>	<b>2332287</b>	<b>1868</b>	<b>99.92</b>	<b>0.08</b>
Public Non Institutions	E-Voting	11389798	4767360	41.86	4767348	12	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
	<b>Total</b>		<b>4767360</b>	<b>41.86</b>	<b>4767348</b>	<b>12</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>20022719</b>	<b>12610401</b>	<b>62.98</b>	<b>12608521</b>	<b>1880</b>	<b>99.99</b>	<b>0.01</b>





# S. S. RISBUD & CO.

Company Secretaries

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

## 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 of 31<sup>st</sup> Annual General Meeting of the Members of ADF FOODS LIMITED ('the Company') held on Friday, September 24, 2021 at 4.00 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 by Companies (Management and Administration) Amendment Rules, 2015 and E-voting at the 31<sup>st</sup> Annual General Meeting of ADF Foods Limited held on Friday, September 24, 2021 at 4.00 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 31<sup>st</sup> 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 31<sup>st</sup>Annual General Meeting (AGM) of the Company held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") on Friday, September 24, 2021 at 4:00 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 January 13, 2021 read with Circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circulars dated 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 2020-21 had been sent on August 28, 2021 only through Electronic mode to those Members whose e-mail address are registered with the Company, RTA or CDSL/ NSDL (Depositories).





# S. S. RISBUD & CO.

Company Secretaries

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

Ph. No.: 022 25328047 Email: sanjayrisbud@yahoo.com

- 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 31<sup>st</sup> 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 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. September 17, 2021 were entitled to vote on the Resolution Nos. 1 to 5 as set out in the Notice of the AGM.
- e) The remote e-voting period commenced on Monday, September, 20, 2021 at 9:00 a.m. (IST) and was concluded on Thursday, September 23, 2021 at 5:00 p.m. (IST).
- f) At the 31<sup>st</sup> AGM of the Company held on Friday, September 24, 2021, 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 Friday, September 24, 2021 around 04.45 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 31<sup>st</sup> 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:





# S. S. RISBUD & CO.

Company Secretaries

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

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, 2021, 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, 2021, together with the Report of the Auditors thereon. (Ordinary Resolution)	1,26,10,805	100%	NIL	NIL	NIL	NIL
2. To declare a Final Dividend Rs. 3/- per equity share of Rs. 10/- each for the Financial Year ended March 31, 2021. (Ordinary Resolution)	1,26,10,885	100%	NIL	NIL	NIL	NIL



# S. S. RISBUD & CO.

Company Secretaries

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

3. To appoint a Director in place of Mr. Bimal R. Thakkar (DIN: 00087404), who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)	71,01,965	100%	NIL	NIL	NIL	NIL
4. To approve continuation of directorship of Mr. Ravinder Kumar Jain. (DIN: 00652148) as a Non-Executive Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Special Resolution)	1,25,32,144	99.99%	1,868	0.01%	NIL	NIL
5. To approve leasing of assets exceeding 20% of the assets of the Material Subsidiary of the Company (Special Resolution)	1,26,08,521	99.99%	1,880	0.01%	NIL	NIL

Based on the forgoing, the Resolutions Nos. 1 to 5 shall be deemed to have been passed with the requisite majority.

No one voted through Electronic means during the Annual General Meeting (AGM).





# S. S. RISBUD & CO.

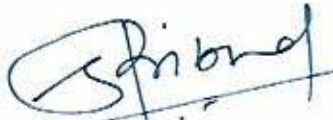
Company Secretaries

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Ph. No.: 022 25328047 Email: sanjayrisbud@yahoo.com

All the relevant records of voting are under my safe custody until the Chairman considers, approves and sign the Minutes of the 31<sup>st</sup> 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



C.P. No. 5117

Place: Thane  
Date: September 27, 2021  
UDIN: A013774C001007811

For ADF Foods Limited



Bimal Thakkar  
Chairman, Managing Director  
& CEO  
DIN: 00087404  
Date: September 27, 2021