

11th August, 2023

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

Dear Sir/Madam,

Subject: Disclosure of Voting Results and Scrutinizer's Report of 33rd 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 33rd Annual General Meeting ("AGM") of the Members of the Company was held on Wednesday, 09th August, 2023 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 06th May, 2023 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



ADF FOODS LIMITED

VOTING RESULTS

Date of Annual General Meeting ("AGM")	Wednesday, 09th August, 2023
Total Number of Shareholders on Record Date (i.e. 3 rd August, 2023 - Cut-off date for voting purpose)	25,985
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	N
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	10
Public	38

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

			Agenda-	wise disclosure				
1. Resolution required: Ordinary			the Financial Yea the Auditors there (b) To receive, co for the Financial	r ended 31st M con. nsider and ado	arch, 2023, togeth	er with the Reed Audited Fi	eports of the Bo	s of the Company for pard of Directors and ents of the Company auditors thereon.
Whether promoter/ agenda/resolution?	promoter group are	e interested in the	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)
	E-Voting	80,20,713	64,23,467	80.09%	64,23,467	0	100.00%	0.00%
Promoter and	Poll		0	0.00%	0	0	0.00%	0.00%
Promoter Group	Postal Ballot	NORTH PROPERTY OF THE PARTY OF	0	0.00%	0	0	0.00%	0.00%
57	Total	80,20,713	64,23,467	80.09%	64,23,467	0	100.00%	0.00%
	E-Voting		37,94,398	71.95%	37,94,398	0	100.00%	0.00%
Public- Institutions	Poll	52,73,767	0	0.00%	0	0	0.00%	0.00%
r ubiic- msututions	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total	52,73,767	37,94,398	71.95%	37,94,398	0	100.00%	0.00%
	E-Voting		13,16,115	15.17%	13,16,115	0	100.00%	0.00%
Public- Non	Poll	86,78,239	24,010	0.28%	24,010	0	100.00%	0.00%
Institutions	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total	86,78,239	13,40,125	15.44%	13,40,125	0	100.00%	0.00%
To	tal	2,19,72,719	1,15,57,990	52.60%	1,15,57,990	0	100.00%	0.00%

2. Resolution required: Ordinary Whether promoter/ promoter group are interested in the agenda/resolution?			To declare a Final Dividend of Rs. 5/- per equity share of Rs. 10/- each for the Financial Year ended 31st March, 2023.							
			No				74			
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)		
	E-Voting	80,20,713	64,23,467	80.09%	64,23,467	0	100.00%	0.00%		
Promoter and	Poll		0	0.00%	0	0	0.00%	0.00%		
Promoter Group	Postal Ballot		0	0.00%	0	0	0.00%	0.00%		
	Total	80,20,713	64,23,467	80.09%	64,23,467	0	100.00%	0.00%		
	E-Voting		37,94,398	71.95%	37,94,398	0	100.00%	0.00%		
Public- Institutions	Poll	52,73,767	0	0.00%	0	0	0.00%	0.00%		
r uone- msnunons	Postal Ballot		0	0.00%	0	0	0.00%	0.00%		
	Total	52,73,767	37,94,398	71.95%	37,94,398	0	100.00%	0.00%		
	E-Voting		13,16,116	15.17%	13,16,116	0	100.00%	0.00%		
Public- Non	Poll	86,78,239	24,010	0.28%	24,010	-0	100.00%	0.00%		
Institutions	Postal Ballot		0	0.00%	0	0	0.00%	0.00%		
	Total	86,78,239	13,40,126	15.44%	13,40,126	0	100.00%	0.00%		
To	otal	2,19,72,719	1,15,57,991	52.60%	1,15,57,991	0	100.00%	0.00%		



3. Resolution required: Ordinary			To appoint a Director in place of Mr. Jay M. Mehta (DIN: 00152072), who retires by rotation and being eligible offers himself for re-appointment.							
Whether promoter agenda/resolution?	/ promoter group are	e interested in the	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)		
	E-Voting	80,20,713	64,23,467	80.09%	64,23,467	0	100.00%	0.00%		
Promoter and	Poll		0	0.00%	0	0	0.00%	0.00%		
Promoter Group	Postal Ballot		0	0,00%	0	0	0.00%	0.00%		
	Total	80,20,713	64,23,467	80.09%	64,23,467	0	100.00%	0.00%		
	E-Voting		37,94,398	71.95%	37,37,066	57,332	98.49%	1.51%		
Public- Institutions	Poll	52,73,767	.0	0.00%	0	0	0.00%	0.00%		
r ubite- histitutions	Postal Ballot		0	0.00%	0	0	0.00%	0.00%		
	Total	52,73,767	37,94,398	71.95%	37,37,066	57,332	98.49%	1.51%		
	E-Voting		13,16,117	15.17%	13,15,919	198	99.98%	0.02%		
Public- Non	Poll	86,78,239	24,010	0.28%	24,010	0	100.00%	0.00%		
Institutions	Postal Ballot	and the second second	0	0.00%	0	0	0.00%	0.00%		
	Total	86,78,239	13,40,127	15.44%	13,39,929	198	99.99%	0.01%		
Te	otal	2,19,72,719	1,15,57,992	52.60%	1,15,00,462	57,530	99.50%	0.50%		

			To approve sub-division of One Equity Share of face value Rs. 10/- each into Five Equity Shares of face value Rs. 2/- each.							
Whether promoter agenda/resolution?	promoter group are	e interested in the	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)		
	E-Voting	80,20,713	64,23,467	80.09%	64,23,467	0	100.00%	0.00%		
Promoter and	Poll		0	0.00%	0	0	0.00%	0.00%		
Promoter Group	Postal Ballot		0	0.00%	0	0	0.00%	0.00%		
	Total	80,20,713	64,23,467	80.09%	64,23,467	0	100.00%	0.00%		
	E-Voting		37,94,398	71.95%	37,94,398	0	100.00%	0.00%		
Public- Institutions	Poll	52,73,767	0	0.00%	0	0	0.00%	0.00%		
i ubite- institutions	Postal Ballot		0	0.00%	0	0	0.00%	0.00%		
	Total	52,73,767	37,94,398	71.95%	37,94,398	0	100.00%	0.00%		
	E-Voting		13,16,118	15.17%	13,16,118	0	100.00%	0.00%		
Public- Non	Poll	86,78,239	24,010	0.28%	24,010	0	100.00%	0.00%		
Institutions	Postal Ballot		0	0.00%	0	0	0.00%	0.00%		
	Total	86,78,239	13,40,128	15.44%	13,40,128	0	100.00%	0.00%		
To	otal	2,19,72,719	1,15,57,993	52.60%	1,15,57,993	0	100.00%	0.00%		

To	otal	2,19,72,719	1,15,57,993	52.60%	1,15,57,993	0	100.00%	0.00%	
5. Resolution required: Ordinary		To approve Alteration of Capital Clause of the Memorandum of Association of the Compar consequent to sub-division of equity shares.							
Whether promoter agenda/resolution?	promoter group are	e interested in the	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)	
	E-Voting	80,20,713	64,23,467	80.09%	64,23,467	0	100.00%	0.00%	
Promoter and	Poll		0	0.00%	0	0	0.00%	0.00%	
Promoter Group	Postal Ballot		0	0.00%	0	0	0.00%	0.00%	
	Total	80,20,713	64,23,467	80.09%	64,23,467	0	100.00%	0.00%	
	E-Voting		37,94,398	71.95%	37,94,398	0	100.00%	0.00%	
Public- Institutions	Poll	52,73,767	0	0.00%	0	0	0.00%	0.00%	
r ubite- mstitutions	Postal Ballot		0	0.00%	0	0	0.00%	0.00%	
	Total	52,73,767	37,94,398	71.95%	37,94,398	0	100.00%	0.00%	
	E-Voting		13,16,114	15.17%	13,16,114	0	100.00%	0.00%	
Public- Non	Poll	86,78,239	24,010	0.28%	24,010	0	100.00%	0.00%	
Institutions	Postal Ballot		0	0.00%	0	0	0.00%	0.00%	
	Total	86,78,239	13,40,124	15.44%	13,40,124	0	100.00%	0.00%	
To	otal	2,19,72,719	1,15,57,989	52.60%	1,15,57,989	0	100.00%	0.00%	



			To approve Omnibus Approval of Related Party Transaction with Vibrant Foods New Jersey LLC, a Step Down Subsidiary of the Company, for sale, purchase or supply of any goods or materials and or availing/rendering of any services not exceeding Rs. 100 crore per annum.							
Whether promoter agenda/resolution?	promoter group are	e 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)		
	E-Voting	80,20,713	0	0.00%	0	0	0.00%	0.00%		
Promoter and	Poll		0	0.00%	0	0	0.00%	0.00%		
Promoter Group	Postal Ballot		0	0.00%	0	0	0.00%	0.00%		
	Total	80,20,713	0	0.00%	0	0	0.00%	0.00%		
	E-Voting		17,94,398	34.02%	17,94,398	0	100.00%	0.00%		
Public- Institutions	Poll	52,73,767	0	0.00%	0	.0	0.00%	0.00%		
t donc- institutions	Postal Ballot		0	0.00%	0	0	0.00%	0.00%		
	Total	52,73,767	17,94,398	34.02%	17,94,398	0	100.00%	0.00%		
	E-Voting		59,745	0.69%	59,645	100	99.83%	0.17%		
Public- Non	Poll	86,78,239	10	0.00%	10	0	100.00%	0.00%		
Institutions	Postal Ballot		0	0.00%	0	0	0.00%	0.00%		
	Total	86,78,239	59,755	0.69%	59,655	100	99.83%	0.17%		
To	otal	2,19,72,719	18,54,153	8.44%	18,54,053	100	99.99%	0.01%		

^{3,280,369} invalid votes casted on the above resolution have not been reported above for Resolution No. 6.

Note:

1. Voting Rights under "Public - Non Institutions" category: includes 5,13,889 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).

2. The aforesaid resolution has been passed with requisite majority.

For ADF Foods Limited

Shalaka Ovalekar Company Secretary

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 - 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,

33rd Annual General Meeting of the Members of ADF FOODS LIMITED ('the Company') held on Wednesday, August 9, 2023 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 33rd Annual General Meeting of ADF Foods Limited held on Wednesday, August 9, 2023 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 33rd 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 33rd AGM of the Company held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") on August 9, 2023 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 December 28, 2022 read with Circulars dated May 5, 2022, January 13, 2021, May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circulars dated January 5, 2023, June 3, 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 2022-23 had been sent on July 15, 2023 only through Electronic mode to those Members whose e-mail address were registered with the Company, RTA or CDSL/ NSDL (Depositories).



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

- 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 33rd 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. Thursday, August 3, 2023 were entitled to vote on the Resolution Nos. 1 to 6 as set out in the Notice of the AGM.
- e) The remote e-voting period commenced on Saturday, August 5, 2023 at 9.00 a.m. (IST) and was concluded on Tuesday, August 8, 2023 at 5.00 p.m. (IST).
- f) At the 33rd AGM of the Company held on Wednesday, August 9, 2023, 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 Wednesday August 9, 2023 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 33rd 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.
- 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;



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

	Votes in fav Resolu			gainst the olution	Invalid votes	Not Voted
Item No. of Notice	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, 2023, 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, 2023, together with the Report of the Auditors thereon. (Ordinary Resolution)	11557990	100%	0	0%	NIL	NIL
2 To declare a Final Dividend of Rs. 5/- per equity share of Rs. 10/- each for the Financial Year ended March 31, 2023. (Ordinary Resolution)	11557991	100%	0	0%	NIL	NIL



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

3. To appoint a Director in place of Mr. Jay M. Mehta (DIN: 00152072), who retires by rotation and being eligible offers himself for reappointment. (Ordinary Resolution)	11500462	99.50%	57530	0.50%	NIL	NIL
4. To approve sub- division of One Equity Share of face value Rs. 10/- each into Five Equity Shares of face value Rs. 2/- each. (Ordinary Resolution)	11557993	100%	0	0%	NIL	NIL
5. To approve Alteration of Capital Clause of the Memorandum of Association of the Company consequent to sub-division of equity shares. (Ordinary Resolution)	11557989	100%	0	0%	NIL.	NIL
6. To approve Omnibus Approval of Related Party Transaction with Vibrant Foods New Jersey LLC, a Step Down Subsidiary of the Company, for sale, purchase or supply of any goods or materials and/ or availing/rendering of any services not exceeding Rs. 100 crore per annum. (Ordinary Resolution)	1854053	99.99%	100	0.01%	3280369	8



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

Based on the forgoing, the Resolutions Nos. 1 to 6 shall be deemed to have been passed with the requisite majority.

Two Shareholders holding 24,010 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 33rd 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 Secretarie

818BUD

Sanjay S. Risbud Proprietor

C.P. No. 5117

Date: August 10, 2023

Place: Thane

UDIN: A013774E000772488

For ADF Foods Limited,

Shalaka Ovalekar Company Secretary

(Authorised by Chairman of the Meeting)