



14<sup>th</sup> August, 2025

<b>National Stock Exchange of India Limited,</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.  <b>Symbol: ADFFOODS</b>	<b>BSE Limited,</b> Department of Corporate Services, Phiroze Jeejeebhoy Towers , Dalal Street, Mumbai - 400 001.  <b>Scrip Code: 519183</b>
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**Subject: Disclosure of Voting Results and Scrutinizer's Report of 35<sup>th</sup> Annual General Meeting of ADF Foods Limited ("the Company").**

Dear Sir/Madam,

Pursuant to Regulation 30 & 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 35<sup>th</sup> Annual General Meeting ("AGM") of the Members of the Company was held on Tuesday, 12<sup>th</sup> August, 2025 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 14<sup>th</sup> May, 2025 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*



**Regd Off:** 83/86, G.I.D.C Industrial Estate, Nadiad - 387 001, India. Tel.: +91 268 2551381/82 Fax: +91 268 2565068  
Email: nadiadfactory@adf-foods.com CIN: L15400GJ1990PLC014265  
**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

<b>Date of Annual General Meeting ("AGM")</b>	<b>Tuesday, 12th August, 2025</b>
<b>Total Number of Shareholders on Record Date (i.e. 6th August, 2025 - Cut-off date for voting purpose)</b>	<b>42,630</b>
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	Not Applicable
Public:	
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	11
Public:	40
<b>No. of resolution passed in the meeting:</b>	<b>5</b>

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



**Agenda-wise disclosure**

**1. Resolution required: Ordinary**

(a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon.

(b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025, 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)
<b>Promoter and Promoter Group</b>	E-Voting	3,96,98,565	3,96,98,565	100.00%	3,96,98,565	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>3,96,98,565</b>	<b>3,96,98,565</b>	<b>100.00%</b>	<b>3,96,98,565</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Public- Institutions</b>	E-Voting	2,79,82,147	1,44,01,646	51.47%	1,44,01,646	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>2,79,82,147</b>	<b>1,44,01,646</b>	<b>51.47%</b>	<b>1,44,01,646</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Public- Non Institutions</b>	E-Voting	4,21,82,883	13,07,936	3.10%	13,07,936	0	100.00%	0.00%
	Poll		970	0.0023%	970	0	100.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>	<b>4,21,82,883</b>	<b>13,08,906</b>	<b>3.10%</b>	<b>13,08,906</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Total</b>		<b>10,98,63,595</b>	<b>5,54,09,117</b>	<b>50.43%</b>	<b>5,54,09,117</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>



<b>2. Resolution required: Ordinary</b>			<b>To declare a Final Dividend of Rs. 0.60/- per equity share of face value Rs. 2/- each for the Financial Year ended 31st March, 2025.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held (1)</b>	<b>No. of votes Polled (2)</b>	<b>% of Votes Polled on outstanding shares [(2)/(1)]* 100 = (3)</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled [(4)/(2)]*100 = (6)</b>	<b>% of Votes against on votes polled [(5)/(2)]*100 = (7)</b>
<b>Promoter and Promoter Group</b>	E-Voting	3,96,98,565	3,96,98,565	100.00%	3,96,98,565	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>3,96,98,565</b>	<b>3,96,98,565</b>	<b>100.00%</b>	<b>3,96,98,565</b>	<b>0</b>	<b>100.00%</b>
<b>Public- Institutions</b>	E-Voting	2,79,82,147	1,44,01,646	51.47%	1,44,01,646	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>2,79,82,147</b>	<b>1,44,01,646</b>	<b>51.47%</b>	<b>1,44,01,646</b>	<b>0</b>	<b>100.00%</b>
<b>Public- Non Institutions</b>	E-Voting	4,21,82,883	13,07,936	3.10%	13,07,936	0	100.00%	0.00%
	Poll		970	0.0023%	970	0	100.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>4,21,82,883</b>	<b>13,08,906</b>	<b>3.10%</b>	<b>13,08,906</b>	<b>0</b>	<b>100.00%</b>
<b>Total</b>		<b>10,98,63,595</b>	<b>5,54,09,117</b>	<b>50.43%</b>	<b>5,54,09,117</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>



3. Resolution required: Ordinary			To appoint a Director in place of Mr. Jay Mehta (DIN: 00152072), 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	3,96,98,565	3,96,98,565	100.00%	3,96,98,565	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>3,96,98,565</b>	<b>3,96,98,565</b>	<b>100.00%</b>	<b>3,96,98,565</b>	<b>0</b>	<b>100.00%</b>
Public- Institutions	E-Voting	2,79,82,147	1,44,01,646	51.47%	1,41,40,273	2,61,373	98.19%	1.81%
	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>2,79,82,147</b>	<b>1,44,01,646</b>	<b>51.47%</b>	<b>1,41,40,273</b>	<b>2,61,373</b>	<b>98.19%</b>
Public- Non Institutions	E-Voting	4,21,82,883	13,07,936	3.10%	13,07,711	225	99.98%	0.02%
	Poll		970	0.0023%	970	0	100.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>4,21,82,883</b>	<b>13,08,906</b>	<b>3.10%</b>	<b>13,08,681</b>	<b>225</b>	<b>99.98%</b>
<b>Total</b>		<b>10,98,63,595</b>	<b>5,54,09,117</b>	<b>50.43%</b>	<b>5,51,47,519</b>	<b>2,61,598</b>	<b>99.53%</b>	<b>0.47%</b>



4. Resolution required: Ordinary			To appoint M/s. Dedhia Shah & Partners LLP, Company Secretaries (Firm Registration No. L2025MH019000) as the Secretarial Auditors of the Company for the first term of 5 (five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 and 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	3,96,98,565	3,96,98,565	100.00%	3,96,98,565	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>3,96,98,565</b>	<b>3,96,98,565</b>	<b>100.00%</b>	<b>3,96,98,565</b>	<b>0</b>	<b>100.00%</b>
Public- Institutions	E-Voting	2,79,82,147	1,44,01,646	51.47%	1,44,01,646	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>2,79,82,147</b>	<b>1,44,01,646</b>	<b>51.47%</b>	<b>1,44,01,646</b>	<b>0</b>	<b>100.00%</b>
Public- Non Institutions	E-Voting	4,21,82,883	13,07,936	3.10%	13,07,236	700	99.95%	0.05%
	Poll		970	0.0023%	970	0	100.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>4,21,82,883</b>	<b>13,08,906</b>	<b>3.10%</b>	<b>13,08,206</b>	<b>700</b>	<b>99.95%</b>
<b>Total</b>		<b>10,98,63,595</b>	<b>5,54,09,117</b>	<b>50.43%</b>	<b>5,54,08,417</b>	<b>700</b>	<b>99.99%</b>	<b>0.01%</b>



5. Resolution required: Ordinary			To re-appoint Mr. Sumer B. Thakkar to hold an office or place of profit in the Company for a period of 3 (three) years with effect from 1st October, 2025 till 30th September, 2028 (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	3,96,98,565	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%
	<b>Total</b>		<b>3,96,98,565</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
Public- Institutions	E-Voting	2,79,82,147	1,44,01,646	51.47%	1,41,46,963	2,54,683	98.23%	1.77%
	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>2,79,82,147</b>	<b>1,44,01,646</b>	<b>51.47%</b>	<b>1,41,46,963</b>	<b>2,54,683</b>	<b>98.23%</b>
Public- Non Institutions	E-Voting	4,21,82,883	10,73,936	2.55%	10,73,011	925	99.91%	0.09%
	Poll		970	0.0023%	970	0	100.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>4,21,82,883</b>	<b>10,74,906</b>	<b>2.55%</b>	<b>10,73,981</b>	<b>925</b>	<b>99.91%</b>
<b>Total</b>		<b>10,98,63,595</b>	<b>1,54,76,552</b>	<b>14.09%</b>	<b>1,52,20,944</b>	<b>2,55,608</b>	<b>98.35%</b>	<b>1.65%</b>

**Note:**

1. Voting Rights under "Public - Non Institutions" category: includes 27,51,990 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 resolutions have been passed with requisite majority.

For ADF Foods Limited

*Shataka*  
Shataka 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]

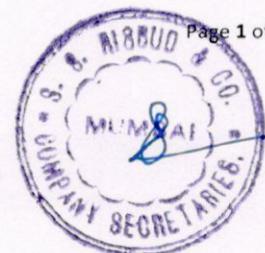
To,

The Chairman,

35<sup>th</sup> Annual General Meeting of the Members of ADF FOODS LIMITED ('the Company') held on Tuesday, 12th August, 2025 at 4:00 P.M. (IST). 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 35<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Tuesday, August 12, 2025 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 35<sup>th</sup> 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 MUFG Intime 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 Friday, August 08 2025 at 9.00 a.m. (IST) to Monday, August 11, 2025 at 5.00 p.m. (IST).
  - II. The Members of the Company as on the "cut-off" date i.e. Wednesday, August, 06 2025 were entitled to vote on the Resolutions (Items Nos. 1 to 5 as set out in the Notice of the 35<sup>th</sup> AGM of the Company).



# S. S. RISBUD & CO.

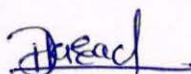
Company Secretaries

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

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

- III. The votes cast were unblocked on August 12, 2025 at 5.15 p.m. (IST) in the presence of two witnesses, Ms. Dhanashri Harad and Mr. Nilesh Lihe who are not in the employment of the Company.

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



Name: Ms. Dhanashri Harad



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 MUFG Intime India Private Limited i.e. [instavote.linkintime.co.in](http://instavote.linkintime.co.in).

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

(a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.

(b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, 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
108	5,54,09,117	100%

(ii) Voted against the Resolution

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

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

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

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

To declare a Final Dividend of Rs. 0.60/- per equity share of face value Rs. 2/- each for the Financial Year ended 31<sup>st</sup> March, 2025.

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
108	5,54,09,117	100%

(ii) **Voted against the Resolution**

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	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. Jay Mehta (DIN: 00152072), 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
99	5,51,47,519	99.53%

(ii) **Voted against the Resolution**

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
09	2,61,598	0.47%



# 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

(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:

To appoint M/s. Dedhia Shah & Partners LLP, Company Secretaries (Firm Registration No. L2025MH019000) as the Secretarial Auditors of the Company for the first term of 5 (five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 and 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
106	5,54,08,417	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	700	0.01%

(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:-** Ordinary Resolution:

To re-appoint Mr. Sumer B. Thakkar to hold an office or place of profit in the Company for a period of 3 (three) years with effect from 1st October, 2025 till 30th September, 2028 (both days inclusive).

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
84	1,52,20,944	98.35%



# S. S. RISBUD & CO.

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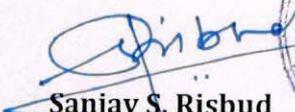
(ii) Voted against the Resolution

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
9	2,55,608	1.65%

(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: 14.08.2025

Place: Thane

UDIN: A013774G000996294

Peer Review Number: 2913/2023

# S. S. RISBUD & CO.

Company Secretaries

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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,  
35<sup>th</sup> Annual General Meeting of the Members of ADF FOODS LIMITED ('the Company') held on Tuesday, 12th August, 2025 at 4:00 P.M. (IST). 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 35<sup>th</sup> Annual General Meeting of ADF Foods Limited held on Tuesday, August 12, 2025 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 35<sup>th</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 35<sup>th</sup> AGM of the Company held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") on August 12, 2025 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 19, 2024 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 2024-25 had been sent on 17<sup>th</sup> July, 2025 only through Electronic mode to those Members whose e-mail address were 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.

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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 35<sup>th</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 or a person authorized 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 MUFG Intime India Private Limited.
- d) The Members of the Company as on the "cut-off" date i.e. Wednesday, 6th August 2025 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 Friday, 8<sup>th</sup> August 2025 at 9.00 a.m. (IST) and was concluded on Monday, 11<sup>th</sup> August, 2025 at 5.00 p.m. (IST).
- f) At the 35<sup>th</sup> AGM of the Company held on Tuesday, August 12, 2025, 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 Tuesday, August 12, 2025 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 35<sup>th</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 MUFG 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
<p>1.</p> <p>(a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.</p> <p>(b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon</p> <p>(Ordinary Resolution)</p>	5,54,09,117	100%	0	0%	NIL	NIL
<p>2. To declare a Final Dividend of Rs. 0.60/- per equity share of face value Rs. 2/- each for the Financial Year ended 31st March, 2025.</p> <p>(Ordinary Resolution)</p>	5,54,09,117	100%	0	0%	NIL	NIL



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<p>3. To appoint a Director in place of Mr. Jay Mehta (DIN: 00152072), who retires by rotation and being eligible offers himself for re-appointment.</p> <p>(Ordinary Resolution)</p>	5,51,47,519	99.53%	2,61,598	0.47%	NIL	NIL
<p>4. To appoint M/s. Dedhia Shah &amp; Partners LLP, Company Secretaries (Firm Registration No. L2025MH019000) as the Secretarial Auditors of the Company for the first term of 5 (five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 and fix their remuneration.</p> <p>(Ordinary Resolution)</p>	5,54,08,417	99.99%	700	0.01%	NIL	NIL
<p>5. To re-appoint Mr. Sumer B. Thakkar to hold an office or place of profit in the Company for a period of 3 (three) years with effect from 1st October, 2025 till 30th September, 2028 (both days inclusive).</p> <p>(Ordinary Resolution)</p>	1,52,20,944	98.35%	2,55,608	1.65%	NIL	NIL



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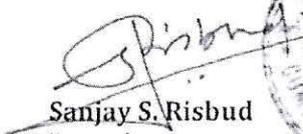
Based on the forgoing, the Resolution Nos. 1 to 5 shall be deemed to have been passed with the requisite majority.

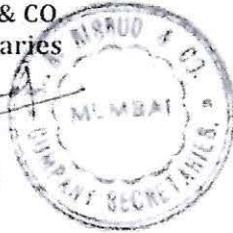
Two Shareholders holding 970 Equity Shares voted through Electronic means during the AGM.

All the relevant records of voting are under my safe custody until the Chairman considers, approves and sign the Minutes of the 35<sup>th</sup> Annual General Meeting and the same shall be handed over to the Chairman or the Company Secretary of the Company for safe keeping.

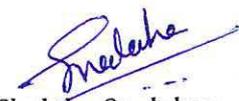
Thanking you.

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

  
Sanjay S. Risbud  
Proprietor



For ADF Foods Limited

  
Shalaka Ovalekar  
Company Secretary

(Authorised by Chairman of the Meeting)



C.P. No. 5117

Date: 14.08.2025

Place: Thane

UDIN: A013774G000996294

Peer Review Number: 2913/2023