ADF FOODS LTD.

Feeding the world..

17th July, 2026

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

Subject: Notice of the 36th Annual General Meeting of ADF Foods Limited.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 & 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 36th Annual General Meeting ("AGM") of ADF Foods Limited ("the Company") dated 13th May, 2026.

We wish to inform you that the 36th AGM of the Company will be held on Wednesday, 12th August, 2026 at 04:00 p.m. (IST), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The Notice of the 36th AGM and Annual Report for Financial Year 2025-26 has been sent on 17th July, 2026 only through electronic mode to all the Shareholders whose e-mail addresses are registered with the Company/Registrar & Share Transfer Agent ('RTA')/ Depository Participant(s), as the case may be, in accordance with relevant circulars issued by Ministry of Corporate Affairs and SEBI.

Further, as per Regulation 36(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a letter providing the web-link, including the exact path where the complete details of the Annual Report and Notice of AGM are available, is being sent to those Shareholders who have not registered their e-mail address with the RTA of the Company/Depository Participant(s).

The Notice and Annual Report is also available on the website of the Company at www.adf-foods.com.

The agenda items proposed to be taken up at the AGM are as mentioned below:

Item No.	Resolutions	Manner of approval
Ordinary Business:		
1.	(a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026, 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, 2026, together with the Report of the Auditors thereon.	Ordinary Resolution
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, 2026.	Ordinary Resolution
3.	To appoint a Director in place of Mr. Bimal Thakkar (DIN: 00087404), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution
Special Business:		
4.	To approve continuation of the existing remuneration terms of Mr. Bimal Thakkar for the remaining tenure of his current appointment term upto 30th September, 2028 pursuant to applicable statutory provisions.	Special Resolution

Request you to kindly take the same on your record.

Thanking You,

Yours faithfully,
For **ADF Foods Limited**

SHALAKA SWAPNIL OVALEKAR
Digitally signed by SHALAKA SWAPNIL OVALEKAR
Date: 2026.07.17 19:24:21 +05'30'

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

NOTICE OF THE 36TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **36th Annual General Meeting** of the Members of **ADF FOODS LIMITED** will be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") on **Wednesday, 12th August, 2026 at 4:00 P.M. (IST)** to transact the following business:

ORDINARY BUSINESS

(1) (a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026, 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, 2026, together with the Report of the Auditors thereon.

(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, 2026.

(3) To appoint a Director in place of Mr. Bimal Thakkar (DIN: 00087404), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

(4) To approve continuation of the existing remuneration terms of Mr. Bimal Thakkar for the remaining tenure of his current term of appointment:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the special resolution passed by the Members of the Company on 11th March, 2023 and the approval granted by Central Government vide its letter dated 4th January, 2024 approving the appointment of Mr. Bimal Thakkar (DIN: 00087404) as Chairman, Managing Director and CEO of the Company for a period of 5 (five) years from 1st October, 2023 to 30th September, 2028 and approving his remuneration for the initial period of 3 (three) years from 1st October, 2023 to 30th September, 2026 as per Schedule V of the Companies Act, 2013, and pursuant to the provisions of Sections 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the rules made thereunder, Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force, and based on the recommendations of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors at their respective meetings held on 13th May, 2026, approval of the Members be and is hereby accorded for continuation, without any enhancement or modification, of the existing remuneration payable to Mr. Bimal Thakkar, Chairman, Managing Director and CEO of the Company, for the remaining tenure of 2 (two) years from 1st October, 2026 to 30th September, 2028, on the following terms:

a) Commission up to 5% of the consolidated net profit before tax of the Company in any financial year, calculated on the basis of the consolidated audited financial statements of the Company for the relevant financial year and payable by the Company and/or its overseas subsidiary/subsidiaries, in combination;

   Provided that the overall remuneration payable by the Company to its Directors, including the Managing Director, Whole-time Director and Manager, if any, in respect of any financial year shall be within the limits prescribed under Section 197 and other applicable provisions of the Act;

b) The commission may be disbursed by way of monthly on-account payments, subject to the aforesaid eligibility limits and final adjustment, if any, based on the audited consolidated financial statements of the Company for the relevant financial year;

c) Reimbursement of expenses:

   Reimbursement of expenses actually and properly incurred for the business of the Company shall be made at actuals and shall not be treated as perquisite, including but not limited to:

   i) actual expenses incurred for the Company's business, including travel, stay and other related expenses incurred in India and abroad;

   ii) provision of two cars with drivers for use on the Company's business;

   iii) telephone expenses for official purposes at actuals;

   iv) expenses incurred in respect of books and periodicals at actuals against submission of supporting documents; and

   v) subscription or reimbursement of club fees on actual basis.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the remuneration set out above be paid to Mr. Bimal Thakkar as minimum remuneration, subject to the limits and conditions prescribed under Schedule V to the Act and other applicable provisions, approvals and permissions, if any;

RESOLVED FURTHER THAT all other terms and conditions of appointment of Mr. Bimal Thakkar, as approved by the Members by Special Resolution dated 11th March, 2023 shall remain unchanged and continue to remain in force;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, desirable or expedient to give effect to this resolution, including making such modifications as may be required to comply with applicable law, without altering the substance of the remuneration terms approved herein;

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby jointly and/or severally authorised to file necessary forms, returns and documents with the Registrar of Companies, the Stock Exchanges and/or any other statutory or regulatory authority and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution and matters incidental thereto."

By order of the Board
For **ADF FOODS LIMITED**

Shalaka Ovalekar
Company Secretary
Membership No.: A15274

Mumbai, 13th May, 2026

Registered Office:
83/86, G.I.D.C. Industrial Estate, Nadiad - 387 001, Gujarat
Tel.: 0268-2551381/2, Fax: 0268-2565068;
E-mail: info@adf-foods.com;
Website: www.adf-foods.com
CIN: L15400GJ1990PLC014265

NOTES

1. Ministry of Corporate Affairs ("MCA") vide its Circular No. 03/2025 dated 22nd September, 2025 read with Circular No. 9/2024 dated 19th September, 2024, Circular No. 9/2023 dated 25th September, 2023, Circular No. 2/2022 dated 5th May, 2022, Circular No. 2/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December, 2021, Circular No. 20/2020 dated 5th May, 2020, Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and all other relevant circulars (hereinafter collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing/Other Audio Visual Means ("VC/OAVM") without the physical presence of the Shareholders at a common venue. Further, this is in compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circulars issued from time to time, in respect of above.

   In compliance with the relevant provisions of the Companies Act, 2013 ("Act"), the Listing Regulations and the aforesaid MCA & SEBI Circulars, the AGM of the Company is being held through VC/OAVM. The venue of the Meeting shall be deemed to be the Registered Office of the Company i.e. 83/86, G.I.D.C. Industrial Estate, Nadiad - 387 001, Gujarat.

   In this Annual Report, the connotation of "Members" and "Shareholders" is the same.

2. An explanatory statement pursuant to Section 102(1) of the Act setting out the material facts relating to Special Business to be transacted at the Meeting is annexed to this Notice of AGM.

   Further, the relevant details of Director seeking approval for re-appointment under Item No. 3 of the Notice, as required by Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by Institute of Company Secretaries of India is also annexed to this Notice of AGM.

3. A Member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxies need not be Members of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not required to be annexed to this Notice.

4. Institutional/ Corporate Shareholders (i.e. other than Individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to scrutinizer@adf-foods.com with a copy marked to the Company at secretarial@adf-foods.com and to its Registrar to an Issue & Share Transfer Agent ("RTA"), MUFG Intime India Private Limited at enotices@in.mpms.mufg.co.in.

5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Members can join the AGM through the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

6. Pursuant to the provisions of Section 101 and Section 136 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 36 of the Listing Regulations, as amended from time to time, electronic copy of the Notice of AGM and Annual Report for the Financial Year 2025-26 is being sent to the Members whose e-mail IDs are registered with the Company/ Depository Participant(s) (in case of shares held in demat form) or with RTA of the Company, MUFG Intime India Private Limited (in case of shares held in physical form).

   As per the circulars issued by MCA and SEBI, the Annual Report will be sent through electronic mode to only those Members whose e-mail IDs are registered with the RTA of the Company/RTA/Depository Participant. Further, as per Listing Regulations, a letter will be sent to those shareholders whose e-mail IDs are not registered with the Company providing the web-link, including the exact path, where complete details of the Annual Report are available.

   Members may also note that the Notice of the 36th AGM and the Annual Report for the Financial Year 2025-26 will be available on the Company's website viz. www.adf-foods.com; websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively.

7. At the 34th AGM held on 1st August, 2024, the Members approved the appointment of M/s. MSKA & Associates, Chartered Accountants, Mumbai (Firm Registration No. 105047W) as the Statutory Auditors of the Company to hold office for a period of 5 (five) years from the conclusion of that AGM till the conclusion of the AGM to be held for the Financial Year 2028-29. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 7th May, 2018. Accordingly, no Resolution is being proposed for ratification of appointment of Statutory Auditors at the 36th AGM of the Company.

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e. 12th August, 2026. Members seeking to inspect such documents can send an email to secretarial@adf-foods.com.

9. The Register of Members and the Share Transfer Books of the Company will remain closed from 06th August, 2026 to 12th August, 2026 (both days inclusive).

10. The Board of Directors at its meeting held on 13th May, 2026, has recommended a Final Dividend of Rs. 0.60/- (i.e. 30%) per equity share of face value of Rs. 2/- each, for the Financial Year ended 31st March, 2026, subject to the approval of the Shareholders of the Company at the ensuing 36th AGM to be held on 12th August, 2026. The Record Date fixed for determining entitlement of Members to Final Dividend for the Financial Year ended 31st March, 2026, if approved at the ensuing 36th AGM, is Wednesday, 05th August, 2026. The dividend, if declared, shall be payable within 30 (thirty) days from the date of declaration to those Shareholders of the Company whose names appear:

    a) as Beneficial Owners as at the close of the business hours on 05th August, 2026 as per the list to be furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") in respect of the shares held in electronic form; and

    b) as Members in the Register of Members of the Company as on 05th August, 2026 in respect of shares held in physical form.

11. SEBI and Reserve Bank of India ("RBI") have advised all listed companies to mandatorily use the Electronic Clearing Services ("ECS") mandate facility wherever possible for payment of dividend to the Members. In view of this stipulation, the Company has implemented the ECS facility. Members holding shares in physical form are requested to provide the Company with ECS details for crediting the dividend payment directly to their respective bank accounts. The Company shall be able to co-ordinate with the bankers only on receipt of necessary information. The Members holding shares in electronic form may instruct their Depository Participants ("DPs") accordingly.

12. In terms of the provisions of Sections 124 and 125 of the Act, dividend which remains unpaid/ unclaimed for a period of 7 (seven) consecutive years from the date of declaration is required to be transferred to the Investor Education and Protection Fund ("IEPF"), established by the Central Government. Further, the shares in respect of which dividend has remained unclaimed for 7 (seven) consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF.

    Members are hereby informed that dividends for the Financial Years 2019-20 (two Interim Dividends), 2020-21, 2021-22, 2022-23, 2023-24 (Special Dividend), 2023-24, 2024-25 (Interim Dividend) and 2025-26 remaining unpaid or unclaimed over a period of 7 (seven) years from the date of transfer of such dividends to the respective Unpaid Dividend Account(s) of the Company have to be transferred by the Company to the IEPF.

    The following are the details of dividends declared by the Company and their respective due dates of transfer to IEPF, which remain uncashed /unclaimed:

Year	Type of Dividend	Dividend per share on Face Value of Rs. 10/- each	Date of Declaration	Due date for transfer to IEPF
2019-20 (1st Interim)	Interim	Rs.1.50	11th November 2019	18th December 2026
2019-20 (2nd Interim)	Interim	Rs. 1.50	07th February 2020	15th March 2027
2020-21	Final	Rs. 3.00	24th September 2021	31st October 2028
2021-22	Final	Rs. 4.00	12th August 2022	18th September 2029
2022-23	Final	Rs. 5.00	09th August 2023	15th September 2030
2023-24	*Special	Rs. 4.00	31st October 2023	07th December 2030
2023-24	*Final	Rs. 1.20	01st August 2024	07th September 2031
2024-25	*Interim	Rs. 0.60	28th October, 2024	04th December, 2031
2024-25	*Final	Rs. 0.60	12th August, 2025	18th September, 2032
2025-26	*Interim	Rs. 0.60	07th November, 2025	14th December, 2032

    *Dividend on Face Value of Rs. 2/– each.

    The Members are requested to claim their dividends for these years, if not already done, by approaching the Company's RTA.

    The Company did not declare dividend for the Financial Year 2017-18 and hence the Company was not required to transfer any dividend amount or shares to IEPF Authority during the year under review i.e. in the Financial Year 2025-26.

    The Company has transferred the shares of those shareholders whose dividend remained to be encashed/claimed for 7 (seven) consecutive years or more to IEPF. The details of such shareholders have been uploaded on the Company's website under the heading "IEPF Transfer List".

The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company's RTA and submit the necessary KYC documents for obtaining the Letter of Entitlement. The Shareholder may then claim both unclaimed dividend amounts and shares from the IEPF Authority by making an online application in web Form IEPF-5, the details of which are available on www.mca.gov.in and www.iepf.gov.in.

Members are requested to note that no claim shall lie against the Company in respect of any shares/dividend so transferred to the IEPF Authority.

13. Pursuant to the applicable SEBI circulars, including the SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February 2026, SEBI has mandated that with effect from 1st April 2024, dividend and other payments in respect of securities held in physical form shall be made only through electronic mode, subject to updation of the prescribed KYC details with the Company/ RTA. Such payment of dividend shall be made only if the KYC details i.e. PAN, Choice of Nomination, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details and Specimen Signature are updated in the records of the Company/RTA. Upon updation of KYC details, all dividends declared till the date of updation will automatically be credited through electronic mode to the security holder.

    The Company annually sends individual reminder letters to all the Members holding shares of the Company in physical form for updating their PAN, KYC details and Nomination pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February, 2026.

    Hence, to receive the dividend on time, Members are requested to update their KYC with their depositories, where shares are held in demat mode and with the Company's RTA, where shares are held in physical mode.

14. Members holding shares in physical form are requested to **update their KYC details by sending the following forms** along with requisite supporting documents viz. a request letter signed by the shareholder (including joint shareholder, if any) along with self-attested copy of PAN Card(s), AADHAAR Card(s) and cancelled cheque bearing name of the first shareholder/ a copy of Bank Passbook/ statement attested by bank, Share Certificate(s) and Client Master List etc. to the RTA of the Company, MUFG Intime India Private Limited at C-101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai – 400 083 Tel. No.: 08108116767, e-mail: investor.helpdesk@in.mpms.mufg.com or lodge the documents through the 'SWAYAM' Portal which is a secure, user-friendly web-based application developed by our RTA, that empowers investors to effortlessly access various services and can be accessed at https://swayam.in.mpms.mufg.com.

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR-1
2.	Confirmation of signature of Shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

    Shareholders will be able to lodge any grievance or any service request shall be entertained by RTA only upon registration of the KYC details.

    The formats of Investor Service Request Forms (ISR) are available on the website of the Company and the RTA at https://adf-foods.com/investors/corporate and https://web.in.mpms.mufg.com/KYC-downloads.html, respectively.

15. The facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form are requested to register the same by submitting Form No. SH-13. Members holding shares in electronic form are requested to approach their Depository Participant for the same.

16. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's RTA.

17. SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.

18. As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form. Further, Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue in lieu of Duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting the following forms:

Sr. No.	Particulars	Form
1.	Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates/folios	ISR-4
2.	Transmission or Transposition	ISR-5

The formats of Investor Service Request Forms (ISR) are available on the website of the Company and the RTA at https://adf-foods.com/investors/corporate and https://web.in.mpms.mufg.com/KYC-downloads.html, respectively.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to get inherent benefits of dematerialization.

19. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at secretarial@adf-foods.com till Friday, 07th August, 2026. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Further, a facility will be provided to the Members attending the meeting through VC/OAVM, whereby they can pose questions concurrently, during the proceeding of the meeting.

    Further, Members who would like to ask any questions on the Financial Statements are requested to send their questions through email on secretarial@adf-foods.com at least 10 days before the AGM to enable the Company to answer their queries satisfactorily.

20. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the RTA, MUFG Intime / Company in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

21. Mr. Sanjay S. Risbud, Practicing Company Secretary (Membership No. 13774 and CP No. 5117) has been appointed as Scrutinizer for the purpose of remote e-voting and e-voting at the AGM. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 (two) working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

    The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and MUFG Intime India Private Limited immediately after declaration of results by the Chairman or person authorized by him in writing. The results would be communicated to BSE Limited and National Stock Exchange of India Limited and will be placed on their website thereafter. The result will also be displayed on the Notice Board of the Company at its Registered Office and the Corporate Office.

22. **Voting through electronic means:**

    I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members the facility to exercise their right to vote at the 36th Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting Services. The Members are provided with the facility to cast their vote electronically, through the e-voting services provided by MUFG Intime India Private Limited ("MUFG Intime"), on all resolutions set forth in this Notice of AGM.

       The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by MUFG Intime.

       The facility for e-voting shall also be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting through e-voting.

    II. The Member(s) who have cast their vote by remote e-Voting prior to the AGM, may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

    III. The **remote e-voting period commences on Saturday, 08th August, 2026 from 9:00 am (IST) and ends on Tuesday, 11th August, 2026 at 5:00 pm (IST).** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Wednesday, 05th August, 2026**, may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time. The remote e-voting module shall be disabled by MUFG Intime for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

       A person who is a Member as on the cut-off date shall only be entitled for availing the remote e-voting facility or e-voting at the AGM.

       A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

The Instructions for e-voting are as under:

Login method for Individual shareholders holding securities in demat mode:

1. Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

App Store | Google Play

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

2. **Individual Shareholders holding securities in demat mode with CDSL**

   METHOD 1 - CDSL e-voting page

   a) Visit URL: https://www.cdslindia.com

   b) Go to e-voting tab.

   c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

   d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

   e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

   METHOD 2 - CDSL Easi/ Easiest facility:

   Shareholders registered for Easi/ Easiest facility:

   a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

   b) Enter existing username, Password & click on "Login".

   c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

   Shareholders not registered for Easi/ Easiest facility:

   a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

   b) Proceed with updating the required fields for registration.

   c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

3. **Individual Shareholders holding securities in demat mode with Depository Participant**

   Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

   a) Login to DP website

   b) After Successful login, user shall navigate through "e-voting" option.

   c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

   d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

4. **Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.**

   Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

   STEP 1: LOGIN / SIGNUP on InstaVote

   Shareholders registered for INSTAVOTE facility:

   a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

b) Enter details as under:

A. User ID: Enter User ID

B. Password: Enter existing Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:

A. User ID: Enter User ID

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
- Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
- Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

E. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

F. Enter Image Verification (CAPTCHA) Code.

G. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at scrutinizer@adf-foods.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at secretarial@adf-foods.com.

5. **Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at scrutinizer@adf-foods.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at secretarial@adf-foods.com.

6. **Helpdesk:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request to Mr. Rajiv Ranjan at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

7. **Forgot Password:**

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

8. General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process and manner for attending the AGM through VC/OAVM is as under:

1. Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

b) Select the "Company Name" and register with your following details:

c) Select Check Box - **Demat Account No**. / **Folio No.** / **PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting".

You are now registered for InstaMeet, and your attendance is marked for the meeting.

2. **Instructions for shareholders to Speak during the General Meeting through InstaMeet:**

   a) Shareholders who would like to speak during the meeting must register their request with the company at secretarial@adf-foods.com.

   b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

   c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

   d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

   **Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

3. **Instructions for Shareholders to Vote during the General Meeting through InstaMeet:**

   Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

   a) On the Shareholders VC page, click on link "Cast your vote".

   b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.

   c) Click on 'Submit'.

   d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

   e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

   f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

4. **Note:**

   Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

   Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

   Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

   Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

   Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

5. **Helpdesk:**

   Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

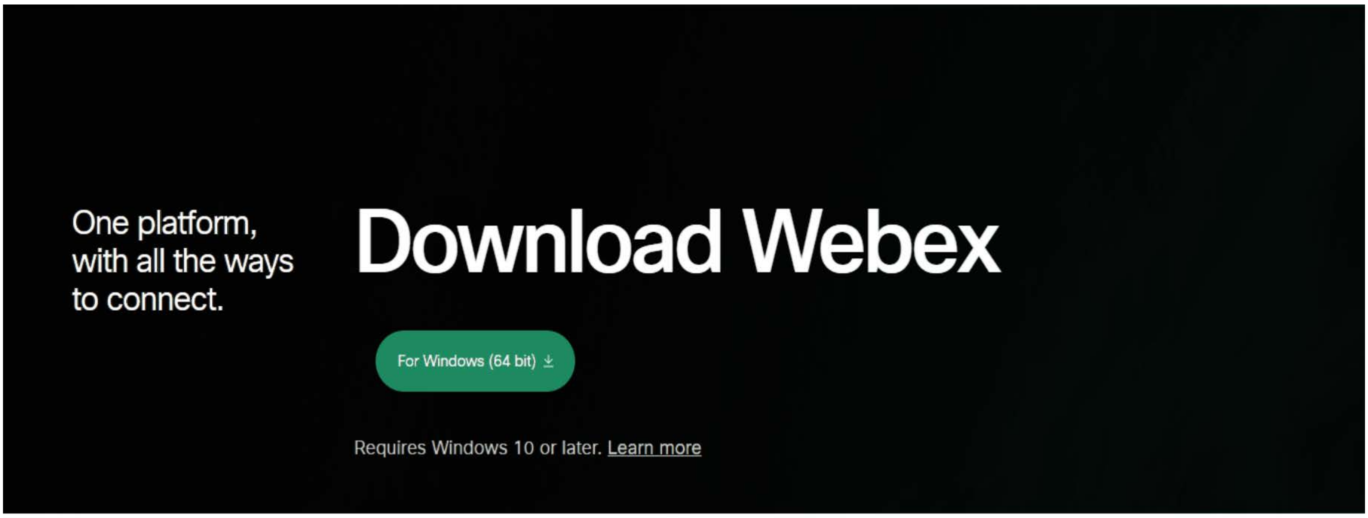
Annexure

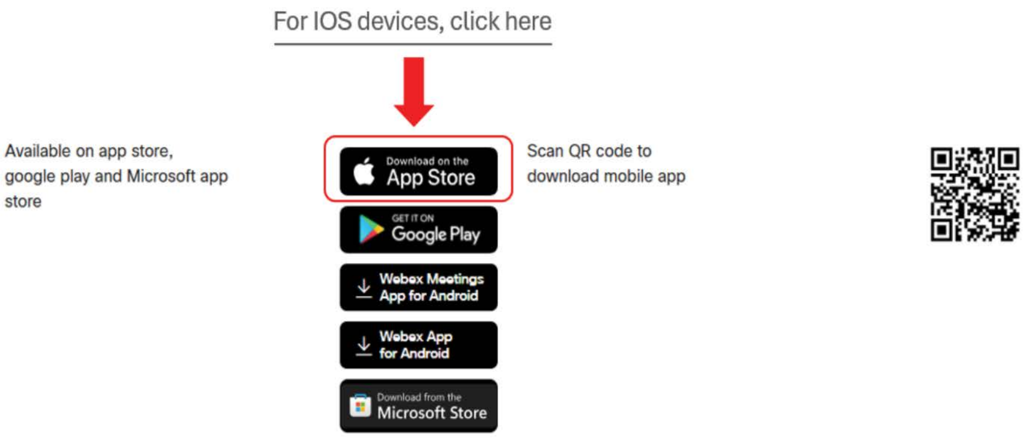
Guidelines to attend the AGM proceedings of the Company through VC Meeting (Webex).

For a smooth experience of viewing the general meeting proceedings of the Company through Webex, Shareholders/ Members who are registered as speaker for the event are requested to download and install the Webex application, in advance by following the instructions as under:

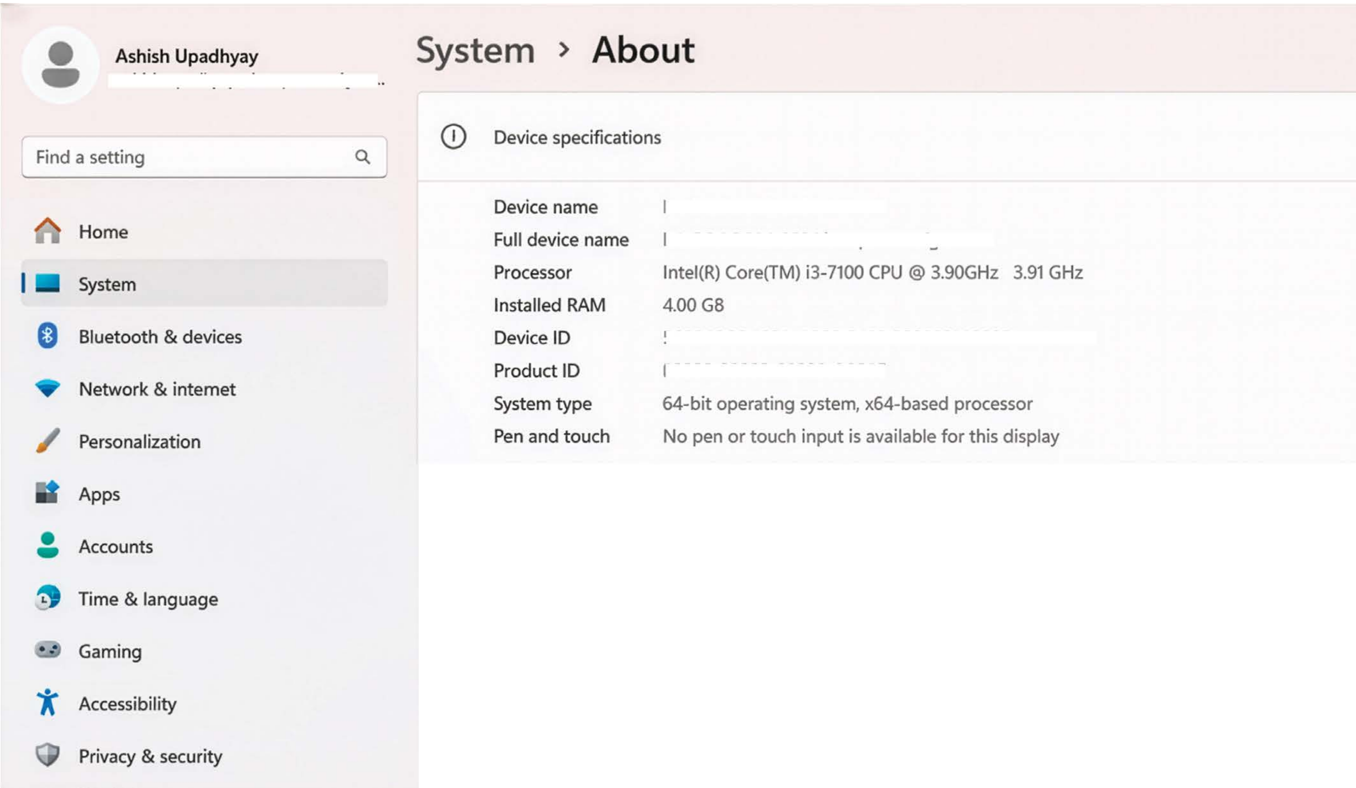
Step 1: Download and install the Webex application by clicking on the link https://www.webex.com/downloads.html

Select download option as per device windows configuration i.e. (64 bit or 32 bit) and for IOS devices click on App Store option as mentioned below in the screenshot.





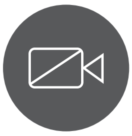
To check windows configuration i.e. (64 bit or 32 bit) Go to Desktop/PC Device "Setting", click on "About" to check the system type is 64 bit / 32 bit.



- Install the desktop app to get the full-featured Webex Meetings experience.
- You can still join from your web browser by clicking Join from your browser, if you can't install apps.
  - **Checkpoints:**

    You microphone and webcam are usually turned off.

    You have to turn on your microphone and webcam, by clicking icon as mentioned below.



How do I join the WebEx meetings?

1. A) Open the internet browser and launch the Meeting URL shared to you.

   Or

   B) Open Webex App and further enter Meeting URL.
2. Enter your name and email address, click **"Next"** and further click **"Join Webinar"**.

23. **Dividend related information**

1. Pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February, 2026, SEBI has mandated that with effect from 1st April, 2024, dividend to security holders holding securities in physical form shall be paid only through electronic mode. Such payment of dividend shall be made only if the KYC details i.e. PAN, Choice of Nomination, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details and Specimen Signature are updated in the records of the Company or its RTA. Upon updation of KYC details, all dividends declared till the date of updation will automatically be credited through electronic mode to the security holder.

   Further, pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 effective from 19th November, 2025, the Company shall not issue any 'payable-at-par' warrants or cheques where electronic mode of payment is not possible.

   Further, as per SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024, security holders holding securities in physical form shall be eligible for receipt of dividend from the RTA even if 'choice of nomination' is not submitted by such security holders. However, the security holders are encouraged to update 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in the securities market.

   Members who have not updated their bank account details for receiving dividend are requested to follow the below instructions:

Physical Holding	Register/Update the KYC details with the RTA, MUFG Intime India Private Limited in the prescribed form (ISR-1) along with the supporting documents and other relevant forms.
Demat Holding	Register/Update the details in the demat account as per the process advised by your Depository Participant.

   The formats of Investor Service Request Forms (ISR) for updation of KYC details i.e. PAN, Choice of Nomination, Contact Details (Postal Address, Mobile Number, E-mail ID), Bank Account Details and Specimen Signature etc. viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 are available on the website of the Company and the RTA at https://adf-foods.com/investors/corporate and https://web.in.mpms.mufg.com/KYC-downloads.html respectively.

2. Shareholders may note that the Income Tax Act, 2025 mandates that dividends paid or distributed by a Company shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making the final dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 2025.

   a) For Resident Shareholders, Tax will be deducted at source ("TDS") under Section 393(1) [Table: Sl. No. 7] of the Income Tax Act, 2025 at 10% on the amount of Dividend declared and paid by the Company during Financial Year 2026-27 provided PAN is registered by the Shareholder. If PAN is not registered, TDS would be deducted at 20% as per the higher-rate provisions under Section 397(2) of the Income Tax Act, 2025.

   However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2026-27 does not exceed Rs. 10,000. Please note that this includes the future dividends if any which may be declared by the Board in the Financial Year 2026-27.

   Further, in cases where the shareholder provides Form 121 (a unified declaration form applicable to all resident individuals irrespective of age, under Section 393(6) of the Income Tax Act, 2025 read with Rule 211 of the Income Tax Rules, 2026), provided that the eligibility conditions are being met, no TDS shall be deducted.

   b) For Non-resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 393(2) [Table: Sl. No. 17 and Table: Sl. No. 15] of the Income Tax Act, 2025 at the rates in force. As per the relevant provisions of the Income Tax Act, 2025, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. However, as per Section 159 of the Income Tax Act, 2025, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

   - Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.
   - Self-declaration in Form 41 prescribed under Rule 75 of the Income Tax Rules, 2026.
   - Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.
   - Self-declaration certifying the following points:

     i. Member is and will continue to remain a tax resident of the country of its residence during the Financial Year 2026-27;

     ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;

     iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;

iv. Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and

v. Member does not have a taxable presence or a permanent establishment in India during the Financial Year 2026-27.

3. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by non-resident shareholder.

   Accordingly, in order to enable us to determine the appropriate TDS/ withholding tax rate applicable, we request you to provide these details and documents as mentioned above before Wednesday, 05th August, 2026.

4. Kindly note that the aforementioned documents are required to be submitted to the Company at secretarial@adf-foods.com or to the RTA of the Company, MUFG Intime India Private Limited at C-101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai - 400 083 Tel. number: 08108116767, Toll-free number: 1800 1020 878, e-mail: investor.helpdesk@in.mpms.mufg.com or on or before Wednesday, 05th August, 2026 in order to enable the Company to determine and deduct appropriate TDS/ withholding tax rate. No communication on the tax determination/ deduction shall be entertained post the said date. The Company is obligated to deduct TDS based on the records available with RTA and no request will be entertained for revision of TDS return.

5. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt or defect of the aforementioned details/ documents, shareholder has an option file the income tax return and claim an appropriate refund, if eligible. No claim shall lie against the company for such tax deducted.

6. The Company shall arrange to e-mail the soft copy of TDS certificate to you at your registered e-mail ID in accordance with the provisions of the Income Tax Act, 2025 after filing of the quarterly TDS Returns of the Company, post payment of the said Dividend. Shareholders will also be able to see the credit of TDS in Form 168 which can be downloaded from e-filing portal at https://www.incometax.gov.in/iec/foportal.

By order of the Board
For **ADF FOODS LIMITED**

Shalaka Ovalekar
Company Secretary
Membership No.: A15274

Mumbai, 13th May, 2026

Registered Office:
83/86, G.I.D.C. Industrial Estate, Nadiad - 387 001, Gujarat
Tel.: 0268-2551381/2, Fax: 0268-2565068;
E-mail: info@adf-foods.com;
Website: www.adf-foods.com
CIN: L15400GJ1990PLC014265

EXPLANATORY STATEMENT
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Pursuant to Section 102(1) of the Companies Act, 2013 read with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to Item No. 4 of the Notice.

Item No. 4:

To approve continuation of the existing remuneration terms of Mr. Bimal Thakkar for the remaining tenure of his current term of appointment:

Mr. Bimal Thakkar was appointed as Chairman, Managing Director and CEO of the Company, liable to retire by rotation, for a period of 5 (five) years from 1st October, 2023 to 30th September, 2028, pursuant to the special resolution passed by the Members of the Company on 11th March, 2023 and approved by Central Government vide its letter dated 4th January, 2024.

While the appointment was approved for a period of 5 (five) years, the remuneration terms were approved for the initial period of 3 (three) years, i.e. from 1st October, 2023 to 30th September, 2026, in line with the applicable provisions of the Companies Act, 2013 read with Schedule V.

It is therefore proposed to seek approval of the Members for continuation of the existing remuneration terms of Mr. Bimal Thakkar for the remaining tenure of 2 (two) years, i.e. from 1st October, 2026 to 30th September, 2028.

The proposal is for continuation of the same remuneration structure as already approved by the Members. There is no proposal to enhance, amend or otherwise modify the existing remuneration terms.

Sections 197 and 198 of the Companies Act, 2013 prescribe the limits for payment of managerial remuneration, including the individual limit applicable to one Managing Director, Whole-time Director or Manager and the overall managerial remuneration limit payable to all directors in respect of a financial year.

The proposed remuneration payable to Mr. Bimal Thakkar may exceed the individual statutory ceiling of 5% of the standalone net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 and may also attract the approval requirements under Regulation 17(6)(e) of the Listing Regulations. Accordingly, approval of the Members by way of a Special Resolution is being sought.

The Audit Committee and the Nomination and Remuneration Committee, at their respective meetings held on 13th May, 2026, considered the matter and recommended continuation of the same remuneration terms. The Board of Directors, based on the said recommendations, has approved the proposal, subject to approval of the Members.

The current remuneration terms of Mr. Bimal Thakkar, proposed to be continued for the balance tenure from 1st October, 2026 to 30th September, 2028, are as under:

a) Commission up to 5% of the consolidated net profit before tax of the Company in any financial year, calculated on the basis of the consolidated audited financial statements of the Company for the relevant financial year and payable by the Company and/or its overseas subsidiary/subsidiaries, in combination;

   Provided that the overall remuneration payable by the Company to its Directors, including the Managing Director, Whole-time Director and Manager, if any, in respect of any financial year shall be within the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013.

b) The commission may be disbursed by way of monthly on-account payments, subject to the aforesaid eligibility limits and final adjustment, if any, based on the audited consolidated financial statements of the Company for the relevant financial year.

c) Reimbursement of expenses:

   Reimbursement of expenses actually and properly incurred for the business of the Company shall be made at actuals and shall not be treated as perquisite, including but not limited to:

   i. actual expenses incurred for the Company's business, including travel, stay and other related expenses incurred in India and abroad;

   ii. provision of two cars with drivers for use on the Company's business;

   iii. telephone expenses for official purposes at actuals;

   iv. expenses incurred in respect of books and periodicals at actuals against submission of supporting documents; and

   v. subscription or reimbursement of club fees on actual basis.

The continuation of the existing remuneration terms is considered appropriate in view of Mr. Thakkar's continued leadership of the overall operations, financial performance and strategic direction of the Company and its subsidiaries in India and abroad.

The proposal is primarily procedural in nature, as the earlier approval for remuneration was limited to the initial three-year period, while the appointment term continues up to 30th September, 2028.

The other prevailing terms and conditions of appointment of Mr. Bimal Thakkar, as approved by the Members by Special Resolution dated 11th March, 2023, shall remain unchanged.

In the event of loss or inadequacy of profits in any financial year during the aforesaid period, the remuneration set out above shall be payable as minimum remuneration, subject to the limits and conditions prescribed under Schedule V to the Companies Act, 2013 and other applicable provisions, approvals and permissions, if any.

Accordingly, the following disclosures are given pursuant to Clause (iv) of Section II of Schedule V to the Companies Act, 2013:

I. General Information:

1.	Nature of industry	Food Manufacturing
2.	Date or expected date of commencement of commercial production	The commercial production started from the date of incorporation of the Company on 27th August, 1990.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	Performance for F.Y. 2025-26 (standalone): Revenue from operations : Rs. 52,791.51 Lakhs Profit After Tax, excluding exceptional items: Rs. 10,401.43 Lakhs Dividend : Rs. 1.20/- per share EPS (Basic) : Rs. 8.85 EPS (Diluted) : Rs. 8.85 Performance for F.Y. 2025-26 (consolidated): Revenue from operations : Rs. 68,323.17 Lakhs Profit After Tax, excluding exceptional items: Rs. 9,675.41 Lakhs Dividend : Rs. 1.20/- per share EPS (Basic) : Rs. 8.19 EPS (Diluted) : Rs. 8.19
5.	Foreign investments or collaborations, if any.	The Company has five overseas Subsidiaries viz. ADF Foods UK Limited, ADF Holdings (USA) Limited, ADF Foods (USA) Limited, Vibrant Foods New Jersey LLC and ADF Foods Australia PTY Ltd. Apart from this, the Company has no other foreign investments/ collaborations.

II. Information about the appointee:

1.	Background details	Mr. Bimal Thakkar has more than 40 years of experience in the domestic and export food industry. He has played an instrumental role in brand building, new product development, tapping new markets, international acquisitions and setting up subsidiary companies in the UK, USA and Australia.
2.	Past remuneration	For FY 2025-26, Rs. 5,98,89,253/- was accrued by way of commission to Mr. Bimal Thakkar.
3.	Recognition or awards	Not Applicable
4.	Job profile and his suitability	He has been associated with the Company since its inception and has led the growth of the Company's business. He is responsible for the overall operations, financial performance and strategic direction of the Company and its subsidiaries in India and abroad.
5.	Remuneration proposed	As mentioned in the resolution stated above.

6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibilities shouldered by him and the scale and complexity of the Company's business, the proposed remuneration is commensurate with industry standards and Board-level positions in companies of comparable size and profile.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Bimal Thakkar belongs to the Promoter Group and is not related to any Director or Key Managerial Personnel of the Company.

III. Other information:

1.	Reasons of loss or inadequate profits	The Company does not presently envisage any loss. However, the proposed remuneration may be in excess of the prescribed individual limit of 5% of the standalone net profits of the Company computed under Section 198 of the Companies Act, 2013 and is therefore being placed before the Members for approval as required under the applicable provisions.
2.	Steps taken or proposed to be taken for improvement	The Company continues to focus on an improved product mix, cost control, operational efficiencies, prudent financing and focused business strategies across its business activities to improve sales and profitability.
3.	Expected increase in productivity and profits in measurable terms	The Company continually undertakes measures to improve productivity and profitability. The Management is confident of achieving sustained revenue growth and improved operating performance over the medium to long term.

Confirmation as per Section III of Schedule V of the Companies Act, 2013:

- The Company has not committed any default in payment of dues to any bank, public financial institution or other secured creditor.
- The Company Secretary certifies that there is no default in payment of undisputed dues to creditors and that all dues to deposit holders, as may be applicable, are being settled on time.

In view of the above, approval of the Members by way of a Special Resolution is being sought for continuation of the existing remuneration terms of Mr. Bimal Thakkar for the remaining tenure of 2 (two) years of his current term of appointment, i.e. from 1st October, 2026 to 30th September, 2028.

Disclosures under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to this Notice.

This Explanatory Statement and the Resolution setting out the terms of remuneration may also be read and treated as the memorandum/ disclosure required under Section 190 of the Companies Act, 2013.

Save and except Mr. Bimal Thakkar and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed Special Resolution set out at Item No. 4 of this Notice.

The Board recommends the Special Resolution set out at Item No. 4 of this Notice for approval of the Members.

By order of the Board
For **ADF FOODS LIMITED**

Shalaka Ovalekar
Company Secretary
Membership No.: A15274

Mumbai, 13th May, 2026

Registered Office:
83/86, G.I.D.C. Industrial Estate, Nadiad - 387 001, Gujarat
Tel.: 0268-2551381/2, Fax: 0268-2565068;
E-mail: info@adf-foods.com;
Website: www.adf-foods.com
CIN: L15400GJ1990PLC014265

ANNEXURE TO ITEM NO. 3 OF THE NOTICE OF THE AGM

Pursuant to Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the required details are given herein below:

Name	**Mr. Bimal Thakkar**
Category	Chairman, Managing Director and CEO
Date of Birth / Age	17th September, 1965 / 60 years
DIN	00087404
Date of first appointment on the Board	30th May, 2003
Qualifications	Bachelor of Commerce
Experience, Nature of expertise in specific functional areas/ Brief Resume including skills and capabilities	Mr. Bimal Thakkar has more than 40 years of experience. He has been instrumental in transforming ADF Foods into a global leader in processed ethnic foods, exporting to over 60 countries. His expertise spans corporate leadership, international acquisitions, brand building and agency distribution with leading FMCG companies. Under his leadership, ADF Foods successfully launched its IPO, established three manufacturing facilities in India, established subsidiaries across USA, UK & Australia and significantly expanded its global product portfolio. He is actively involved in CSR and sustainability initiatives and fosters strong stakeholder relationships across markets.
Terms and Conditions of Re-Appointment	Not Applicable.
Details of remuneration sought to be paid	As per the resolution set out in this Notice read with the Explanatory Statement annexed hereto.
The last drawn remuneration, if applicable	During FY 2025-26, Rs. 5,98,89,253/- was paid by way of commission to Mr. Bimal Thakkar.
Shareholding in the Company including shareholding as a beneficial owner	1,43,70,850 Equity Shares (13.08%) (under individual folio)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any other Directors, Manager and other Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year as on date of this Notice	4
Directorship held in other companies (including listed company)/ Membership/ Chairmanship of Committees of other Boards as on date of this Notice	● **Directorship held in other companies** 1. Telluric Foods (India) Limited 2. Telluric Foods Limited 3. ADF Foods UK Limited 4. ADF Holdings (USA) Limited 5. ADF Foods (USA) Limited 6. ADF Foods Australia PTY Ltd. 7. Power Brands (Foods) Private Limited (under voluntary liquidation) ● **Membership/ Chairmanship of Committees:** Nil
Resignation from Directorship of listed companies in past three years.	Nil