

1. Name of Listed Entity **ADF FOODS LIMITED**
 Scrip Code/Name of Scrip/Class of Security: 519183 / ADFFOODS / Equity
 2. Quarter ending **30th June, 2016**



I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ashok H Thakkar	DIN: 00087465	Chairman	01/10/2015 to 30/09/2016	1 year	1	0	0
Mr.	Bimal R Thakkar	DIN:00087404	Managing Director	01/10/2015 to 30/09/2016	1 year	3	3	0
Mr.	Bhavesh R Thakkar	DIN:00939805	Executive Director & CFO	01/10/2015 to 30/09/2016	1 year	1	0	0
Mr.	Nipun Shah	DIN:00195076	Independent Director	24/09/2014 to 23/09/2019	5 years	1	1	1
Mr.	Yasir Varawala	DIN:00094919	Independent Director	24/09/2014 to 23/09/2019	5 years	1	2	1
Mr.	VIREN MERCHAN T	DIN:00033464	Independent Director	24/09/2014 to 23/09/2019	5 years	1	1	0
Mr.	Jay Mehta	DIN:00152072	Independent Director	24/09/2014 to 23/09/2019	5 years	3	2	1
Mr.	Ravinder Kumar Jain	DIN:00652148	Independent Director	24/09/2014 to 23/09/2019	5 years	2	2	1
Ms.	Anjali Seth	DIN:05234352	Independent Director	10/3/2015 to 9/3/2020	5 years	5	4	0

\$PAN number of any director would not be displayed on the website of Stock Exchange
 &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
 * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees		
<i>Name of Committee</i>		
1. Audit Committee	Name of Committee Member 1. Nipun Shah 2. Yasir Varawala 3. Viren Merchant 4. Ravinder Kumar Jain	Category 1. Chairman (ID) 2. Member (ID) 3. Member (ID) 4. Member (ID)
2. Nomination & Remuneration Committee	Name of Committee Member 1. Yasir Varawala 2. Nipun C Shah 3. Viren Merchant	Category 1. Chairman (ID) 2. Member (ID) 3. Member (ID)
3. Risk Management Committee(if applicable)	NA	NA
4. Stakeholders Relationship Committee	Name of Committee Member 1. Yasir Varawala 2. Binal Thakkar	Category 1. Chairman (ID) 2. Member (ED)
5. Corporate Social Responsibility Committee	Name of Committee Member 1. Viren Merchant 2. Bimal Thakkar 3. Nipun C Shah	Category 1. Chairman (ID) 2. Member (ED) 3. Member (ID)
Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		
III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter :12.02.2016</i>	<i>Date(S) of meeting in the relevant quarter: 27.05.2016</i>	
Maximum Gap between any two consecutive meetings (in no. of days)- 104 days		
IV. Meeting of Committees		
1. Audit Committee		
<i>Date(s) of meeting of the Audit committee in the relevant quarter: 25.05.2016</i>	<i>Date(s) of Committee Meeting in the Previous quarter: 11.02.2016</i>	
<i>Whether requirement of quorum met (details) : Yes. In the Audit Committee meeting held on 25.05.2016, two committee members were present.</i>		
Maximum Gap between any two consecutive meetings (in no. of days) - 103 days		
2. Stakeholders Relationship Committee		
<i>Date(s) of meeting of the Stakeholders Relationship Committee in the relevant quarter: 20.04.2016</i>	<i>Date(s) of Committee Meeting in the Previous quarter: 11.02.2016</i>	
<i>Whether requirement of quorum met (details) : Yes. In the Stakeholders Relationship Committee meeting held on 20.04.2016 both the committee members were present.</i>		
Maximum Gap between any two consecutive meetings (in no. of days) - 68 days		



3. Nomination & Remuneration Committee	
Date(s) of meeting of the Nomination & Remuneration committee in the relevant quarter : 25.05.2016	Date(s) of Committee Meeting in the Previous quarter: Nil
Whether requirement of quorum met (details) : Yes. In the Nomination & Remuneration Committee meeting held on 25.05.2016 all three committee members were present.	
Maximum Gap between any two consecutive meetings (in no. of days) - NA	
4. Corporate Social Responsibility Committee	
Date(s) of meeting of the Corporate Social Responsibility Committee in the relevant quarter : 25.05.2016	Date(s) of Committee Meeting in the Previous quarter: Nil
Whether requirement of quorum met (details) : Yes. In the Corporate Social Responsibility Committee meeting held on 25.05.2016 all three committee members were present.	
Maximum Gap between any two consecutive meetings (in no. of days) - NA	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional	
V. Related Party Transactions	
Subject	Compliance Satus (Yes/No/NA)
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	YES
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES
Related Party transactions for the quarter ended 30th June, 2016 is attached and marked as Annexure I	
Note	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NIL</p>	
 Shalaka G. Vatekar Company Secretary	

Note:
Information at Table I and II above need to be necessarily given in 1st quarter of each financial year.

However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

ANNEXURE I

ADF FOODS LTD.					
Statement of Material Transactions with Related Parties under Clause 27 (2) of SEBI Listing Obligations and Disclosure Requirements, Regulations, 2015 for the quarter ended 30th June, 2016.					
<i>Period of transactions / quarter</i>	<i>Name of the Related Party</i>	<i>Nature of Relationship</i>	<i>Nature of transaction</i>	<i>Value of Material Transaction(s) Rs.</i>	<i>Remarks</i>
			<i>Description of goods / services / expense</i>		
April 16 – June 16	ADF Foods (India) Ltd	Wholly Owned Subsidiary	Sale of Food Products	60,00,938	Omnibus approval granted by the Audit Committee in its meeting held on 28 th October, 2015 & Shareholders approval in the Agm held on 24 th September, 2014 for Rs. 50 crores p.a.
April 16 – June 16	Mishal A. Thakkar	Person in place of profit	Salary paid pursuant to employment contract	2,78,160	Omnibus approval granted by the Audit Committee in its meeting held on 28 th October, 2015 & Shareholders' approval in the Agm held on 30 th September, 2015 for CTC Rs. 12.70 Lakhs p.a.
April 16 – June 16	ADF Foods(USA) Ltd.	Step Down Subsidiary	Sale of Food Products	24,89,047	Omnibus approval granted by the Audit Committee in its meeting held on 28 th October, 2015 & Shareholders approval in the Agm held on 24 th September, 2014 for Rs. 50 crores p.a.

For ADF FOODS LTD


Shalaka Ovalekar
Company Secretary

