

1. Name of Listed Entity **ADF FOODS LIMITED**
 Scrip Code/Name of Scrip/Class of Security: 519183 / ADFFOODS / Equity
 2. Quarter ending **31st December, 2016**

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	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 28(1) of Listing Regulations)	
Mr.	Ashok H Thakkar	DIN:00087465	Chairman	01/10/2016 to 30/09/2017	NA	1	0	0	
Mr.	Bimal R Thakkar	DIN:00087404	Managing Director	01/10/2016 to 30/09/2017	NA	3	3	1	
Mr.	Bhavesh R Thakkar	DIN:00939805	Executive Director & CFO	01/10/2016 to 30/09/2017	NA	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 MERCHANT	DIN:00033464	Independent Director	24/09/2014 to 23/09/2019	5 years	1	2	0	
Mr.	Jay Mehta	DIN:00152072	Independent Director	24/09/2014 to 23/09/2019	5 years	3	2	0	
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	6	5	0	
II. Composition of Committees									
Name of Committee							Name of Committee Member		Category
1. Audit Committee							1. Nipun Shah 2. Yasir Varawala 3. Viren Merchant 4. Ravinder Kumar Jain		1. Chairman (ID) 2. Member (ID) 3. Member (ID) 4. Member (ID)
2. Nomination & Remuneration Committee							1. Yasir Varawala 2. Nipun Shah 3. Viren Merchant		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. Bimal Thakkar 3. Viren Merchant	Category 1. Chairman (ID) 2. Member (ED) 3 Member (ID)
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		
Date(s) of Meeting (if any) in the previous quarter :27.07.2016 & 10.08.2016	Date(S) of meeting in the relevant quarter: 11.11.2016	
Maximum Gap between any two consecutive meetings (in no. of days)- 92 days		
IV. Meeting of Committees		
1. Audit Committee		
Date(s) of meeting of the Audit committee in the relevant quarter: 10.11.2016	Date(s) of Committee Meeting in the Previous quarter: 09.08.2016	
Whether requirement of quorum met (details) : Yes. In the Audit Committee meeting held on 10.11.2016, Three committee memebers were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 92		
2. Stakeholders Relationship Committee		
Date(s) of meeting of the Audit committee in the relevant quarter: 10.11.2016	Date(s) of Committee Meeting in the Previous quarter: 09.08.2016	
Whether requirement of quorum met (details) : Yes. In the Stakeholders Relationship Committee meeting held on 10.11.2016, two committee memebers were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 92		
3. Nomination & Remuneration Committee		
Date(s) of meeting of the Nomination & Remuneration committee in the relevant quarter : Nil	Date(s) of Committee Meeting in the Previous quarter: 25.05.2016	
Whether requirement of quorum met (details) : NA*		
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		



4. Corporate Social Responsibility Committee	
Date(s) of meeting of the Corporate Social Responsibility Committee in the relevant quarter : Nil	Date(s) of Committee Meeting in the Previous quarter: 25.05.2016
Whether requirement of quorum met (details) NA*	
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 Status (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 31st December, 2016 is attached and marked as Annexure I

Note

- VI. Affirmations**
- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities)
 - The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - 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.
 - 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


 Shalaka Ovalekar
 Date :11/01/2017
 Company Secretary
 Place : Mumbai



ANNEXURE I

ADF FOODS LTD.					
Statement of Material Transactions with Related Parties under Regulation 27 (2) of SEBI Listing Obligations and Disclosure Requirements, Regulations, 2015 for the quarter ended 31st December, 2016.					
Period of transactions / quarter	Name of the Related Party	Nature of Relationship	Nature of transaction	Value of Material Transaction(s) Rs.	Remarks
Description of goods / services / expense					
September 16 – December 16	ADF Foods (India) Ltd	Wholly Owned Subsidiary	Sale of Food Products	4,026,454	Omnibus approval granted by the Audit Committee in its meeting held on 10 th November, 2016 & Shareholders approval in the AGM held on 24 th September, 2014 for Rs. 50 crores p.a.
September 16 – December 16	Mishal A. Thakkar	Person in place of profit	Salary paid pursuant to employment contract	4,67,900	Omnibus approval granted by the Audit Committee in its meeting held on 10 th November, 2016 & Shareholders approval in the AGM held on 28 th September, 2016 for CTC Rs. 18.74 Lakhs p.a.
September 16 – December 16	ADF Foods (USA) Ltd	Step Down Wholly Owned subsidiary	Sale of Food Products	91,82,588	Omnibus approval granted by the Audit Committee in its meeting held on 10 th November, 2016 & Shareholders approval in the AGM held on 24 th September, 2014 for Rs. 50 crores p.a.
September 16 – December 16	ADF Foods (USA) Ltd	Step Down Wholly Owned subsidiary	Purchase of Used and Second Hand Equipment	27,95,124	Omnibus approval granted by the Audit Committee in its meeting held on 10 th November, 2016.
September 16 – December 16	MH Foods Pvt. Ltd.	Being Relatives	Purchase of goods	1,698	Omnibus approval granted by the Audit Committee in its meeting held on 10 th November, 2016 & Shareholders approval in the AGM held on 24 th September, 2014 for Rs. 10 Lakhs p.a.

For **ADF FOODS LTD**

Shafaka Ovalekar
Company Secretary

