



1. Name of Listed Entity						ADF FOODS LIMITED		
2. Scrip Code/Name of Scrip/Class of Security:						519183 / ADFFOODS / Equity		
3. Quarter ending						31 st March, 2017		
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 26(1) of Listing Regulations)
Mr.	Ashok H Thakkar	DIN:00087465	Executive Chairman	01/10/2016 to 30/09/2017	NA	1	0	0
Mr.	Bimal R Thakkar	DIN:00087404	Managing Director & CEO	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	Non-Executive, Independent Director	24/09/2014	24/09/2014 to 23/09/2019	1	1	1
Mr.	Yasir Varawala	DIN:00094919	Non-Executive, Independent Director	24/09/2014	24/09/2014 to 23/09/2019	1	2	1
Mr.	Viren Merchant	DIN:00033464	Non-Executive, Independent Director	24/09/2014	24/09/2014 to 23/09/2019	1	2	0
Mr.	Jay Mehta	DIN:00152072	Non-Executive, Independent Director	24/09/2014	24/09/2014 to 23/09/2019	3	2	0
Mr.	Ravinder Kumar Jain	DIN:00652148	Non-Executive, Independent Director	24/09/2014	24/09/2014 to 23/09/2019	2	2	1
Ms.	Anjali Seth	DIN:05234352	Non-Executive, Independent Director	10/3/2015	10/3/2015 to 09/03/2020	6	5	0



II. Composition of Committees		
Name of Committee		
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 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. 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 relevant quarter : 10.02.2017	Date(s) of Committee Meeting in the Previous quarter: 11.11.2016	
Maximum Gap between any two consecutive meetings (in no. of days) - 90 days		
IV. Meeting of Committees		
1. Audit Committee		
Date(s) of meeting of the Audit committee in the relevant quarter: 09.02.2017	Date(s) of Committee Meeting in the Previous quarter: 10.11.2016	
Whether requirement of quorum met (details) : Yes. In the Audit Committee meeting held on 09.02.2017, Three committee members were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 90 Days		
2. Stakeholders Relationship Committee		
Date(s) of meeting of the Audit committee in the relevant quarter: 09.02.2017	Date(s) of Committee Meeting in the Previous quarter: 10.11.2016	
Whether requirement of quorum met (details) : Yes. In the Stakeholders Relationship Committee meeting held on 09.02.2017, two committee members were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 90 Days		



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 Satus
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 March, 2017 is attached and marked as Annexure I	
Note	
VI. Affirmations	
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee (applicable to the top 100 listed entities)- Not applicable 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: 11.04.2017 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 March, 2017.					
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					
January, 2017 – March, 2017	ADF Foods (India) Ltd	Wholly Owned Subsidiary	Sale of Food Products	15,27,402	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.
January, 2017 – March, 2017	Mishal A. Thakkar	Person in place of profit	Salary paid pursuant to employment contract	4,45,453	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.
January, 2017 – March, 2017	Mahalaxmi R. Thakkar	Relative of Directors	Rent paid for usage of Bungalow	50,000	Omnibus approval granted by the Audit Committee in its meeting held on 10 th November, 2016 and & Shareholders approval in the AGM held on 30 th September, 2015 for Rs. 50,000 p.a.
January, 2017 – March, 2017	ADF Foods (USA)LTD	Step Down Subsidiary	Claims related to sale of food products	177,038	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.

- The funds given to Wholly Owned Subsidiary i.e. ADF Foods (UK) Ltd. towards subscription of preference shares have been not included in the above computation as the same are exempted under section 186 of the Companies Act,2013.

For ADF FOODS LTD


Shalaka Ovalekar
Company Secretary

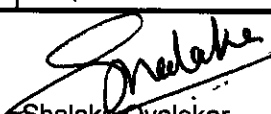


II Annual Affirmations			
Sr. No	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
2	<i>Board composition</i>	17(1)	Yes
3	<i>Meeting of Board of directors</i>	17(2)	Yes
4	<i>Review of Compliance Reports</i>	17(3)	Yes
5	<i>Plans for orderly succession for appointments</i>	17(4)	Yes
6	<i>Code of Conduct</i>	17(5)	Yes
7	<i>Fees/compensation</i>	17(6)	Yes, Sitting fees paid to Non Executive Directors (NEDs) as per the Companies Act, 2013 and no Stock options or commissions is paid to NEDs.
8	<i>Minimum Information</i>	17(7)	Yes
9	<i>Compliance Certificate</i>	17(8)	Yes
10	<i>Risk Assessment & Management</i>	17(9)	Yes
11	<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
12	<i>Composition of Audit Committee</i>	18(1)	Yes
13	<i>Meeting of Audit Committee</i>	18(2)	Yes
14	<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
15	<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
16	<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
17	<i>Vigil Mechanism</i>	22	Yes
18	<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
19	<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes
20	<i>Approval for material related party transactions</i>	23(4)	Yes
21	<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
22	<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
23	<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes



24	Meeting of independent directors	25(3) & (4)	Yes. The meeting was held on 03rd March, 2017. The performance evaluation of the non independent directors has been deferred and will be completed in the Calander year 2017.
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:		
Sr. No.	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	Yes


 Shalaka Ovalekar
 Date: 11.04.2017
 Company Secretary
 Place : Mumbai



1	Name of Listed Entity	ADF FOODS LIMITED
2	Scrip Code/Name of Scrip/Class of Security:	519183 / ADFFOODS / Equity
3	Financial Year ending	31st March, 2017

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Sr. No.	Item	Compliance status
1	Details of business	Yes
2	Terms and conditions of appointment of independent directors	Yes
3	Composition of various committees of board of directors	Yes
4	Code of conduct of board of directors and senior management personnel	yes
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
6	Criteria of making payments to non-executive directors	Yes
7	Policy on dealing with related party transactions	Yes
8	Policy for determining 'material' subsidiaries	Yes
9	Details of familiarization programmes imparted to independent directors	Yes
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
11	Email address for grievance redressal and other relevant details	Yes
12	Financial results	Yes
13	Shareholding pattern	Yes
14	Details of agreements entered into with the media companies and/or their associates	NA
15	New name and the old name of the listed entity	NA

