

25th August, 2017

DCS-CRD
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra – East,
Mumbai – 400 051
Scrip Code/Symbol: ADFFOODS

DCS-CRD
BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Scrip Code: 51983

Dear Sir / Madam,

Sub: Proceedings/Outcome of 27th Annual General Meeting along with Voting Results and Scrutinizer's Report.

With reference to the above, we wish to inform the exchanges that the 27th Annual General Meeting of the Company was held on Wednesday, 23rd August, 2017 at 10.00 a.m. at Nadiad, Gujarat and the business as set out in the Notice was duly transacted. In this regard, please find attached herewith the following:

1. Summary of Proceedings of the AGM (Annexure – I)
2. Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure – II).
3. Consolidated Scrutinizer' Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014.

Kindly take the same on record.

Thanking You,

Yours Faithfully,
For **ADF Foods Limited**

Shalaka Ovalekar
Company Secretary.



Encl: a/a.

CC: National Securities Depository Ltd.
Trade World, A Wing, 4th & 5th Floors,
Kamla Mills Compound,
Lower Parel, Mumbai – 400013.

Annexure I

Based on the Scrutinizer's Report, the following Resolutions as set out in the Notice of the AGM have been passed with requisite majority in the AGM of the ADF Foods Ltd. held on Wednesday, 23rd August, 2017:

1. Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial year ended 31st March, 2017 **(Ordinary resolution).**
2. Declaration of dividend on equity shares for the Financial Year ended 31st March, 2017 **(Ordinary resolution).** The dividend has been declared @ 25% i.e. Rs. 2.5/- per equity share of FV Rs. 10/- each.
3. Re-appointment of Mr. Ashok H. Thakkar (DIN: 00087465) as Director liable to retire by rotation **(Ordinary resolution).**
4. Ratification of appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai, (Registration No. 104607W/W10066) as the Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held for the Financial Year 2018-19 **(Ordinary resolution).**
5. Appointment of Mr. Naresh L. Kothari (DIN: 00012523), as an Independent Director for a period upto May 11, 2022 **(Ordinary resolution).**
6. Renewal of employment agreement of Mr. Ashok H. Thakkar (DIN: 00087465), Chairman, for a period of 1 (one) year w.e.f. 1st October, 2017 on such terms and remuneration as stated in the A.G.M. notice **(Ordinary resolution).**
7. Renewal of employment agreement of Mr. Bimal R. Thakkar (DIN: 00087404), Managing Director, for a period of 1 (one) year w.e.f. 1st October, 2017 on such terms and remuneration as stated in the A.G.M. notice **(Ordinary resolution).**
8. Renewal of employment agreement of Mr. Bhavesh R. Thakkar (DIN: 00939805), Executive Director, for a period of 1 (one) year w.e.f. 1st October, 2017 on such terms and remuneration as stated in the A.G.M. notice **(Ordinary resolution).**
9. Renewal of employment agreement of Mr. Mishal A. Thakkar as a person in place of profit u/s 188(1)(f) of the Companies Act, 2013 for a period of 1 (one) year w.e.f. 1st October, 2017 on such terms and remuneration as stated in the A.G.M. notice **(Ordinary resolution).**

Kindly note the above and acknowledge receipt.

Yours faithfully

For **ADF Foods Limited**

Shalaka Ovalekar
Company Secretary



ADF Foods Limited



Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM	23rd August, 2017
Total Number of Shareholders on record date	22,592
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	3
Public:	103



ADF Foods Limited

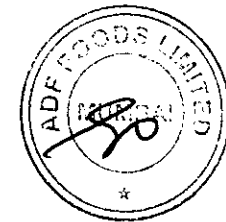


Resolution Required : (Ordinary)

1 - Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial year ended 31st March, 2017.

Whether promoter/ promoter group are interested in the agenda/resolution? No.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	9766650	9766650	100.00	9766650	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		9766650	100.00	9766650	0	100.00	0.00
Public Institutions	E-Voting	153807	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	11281004	1220605	10.82	1220605	0	100.00	0.00
	Poll		574446	5.09	574446	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1795051	15.91	1795051	0	100.00	0.00
Total		21201461	11561701	54.53	11561701	0	100.00	0.00



ADF Foods Limited



Resolution Required : (Ordinary)			2 - Declaration of dividend on equity shares for the Financial Year ended 31 st March, 2017 .					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	9766650	9766650	100.00	9766650	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0.00	0.00	0.00
	Total		9766650	100.00	9766650	0.00	100.00	0.00
Public Institutions	E-Voting	153807	0	0.00	0	0.00	0.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Postal Ballot		0	0.00	0	0.00	0.00	0.00
	Total		0	0.00	0	0.00	0.00	0.00
Public Non Institutions	E-Voting	11281004	1220605	10.82	1220605	0.00	100.00	0.00
	Poll		574446	5.09	574446	0.00	100.00	0.00
	Postal Ballot		0	0.00	0	0.00	0.00	0.00
	Total		1795051	15.91	1795051	0.00	100.00	0.00
Total		21201461	11561701	54.53	11561701	0.00	100.00	0.00



ADF Foods Limited



Resolution Required : (Ordinary)			3. Re-appointment of Mr. Ashok H. Thakkar (DIN: 00087465) as Director liable to retire by rotation .					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	9766650	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	E-Voting	153807	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	11281004	470455	4.17	470455	0	100.00	0.00
	Poll		574446	5.09	574446	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1044901	9.26	1044901	0	100.00	0.00
Total		21201461	1044901	4.93	1044901	0	100.00	0.00



ADF Foods Limited



Resolution Required : (Ordinary)			4. Ratification of appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai, (Registration No. 104607W/W10066) as the Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held for the Financial Year 2018-19.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	9766650	9766650	100.00	9766650	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		9766650	100.00	9766650	0	100.00	0.00
Public Institutions	E-Voting	153807	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	11281004	1220605	10.82	1220605	0	100.00	0.00
	Poll		574446	5.09	574446	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1795051	15.91	1795051	0	100.00	0.00
Total		21201461	11561701	54.53	11561701	0	100.00	0.00



ADF Foods Limited



Resolution Required : (Ordinary)			5. Appointment of Mr. Naresh L Kothari (DIN: 00012523), as an Independent Director for a period upto May 11, 2022.					May
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	9766650	9766650	100.00	9766650	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		9766650	100.00	9766650	0	100.00	0.00
Public Institutions	E-Voting	153807	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	11281004	1220425	10.82	1220325	100	99.99	0.01
	Poll		174446	1.55	174446	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1394871	12.36	1394771	100	99.99	0.01
Total		21201461	11161521	52.65	11161421	100	100.00	0.00



ADF Foods Limited



Resolution Required : (Ordinary)			6. Renewal of employment agreement of Mr. Ashok H. Thakkar (DIN: 00087465), Chairman, for a period of 1 (one) year w.e.f. 1st October, 2017 on such terms and remuneration as stated in the A.G.M. notice.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	9766650	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	E-Voting	153807	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	11281004	470455	4.17	470455	0	100.00	0.00
	Poll		574446	5.09	574446	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1044901	9.26	1044901	0	100.00	0.00
Total		21201461	1044901	4.93	1044901	0	100.00	0.00



ADF Foods Limited



Resolution Required : (Ordinary)			7. Renewal of employment agreement of Mr. Bimal R. Thakkar (DIN: 00087404), Managing Director, for a period of 1 (one) year w.e.f. 1st October, 2017 on such terms and remuneration as stated in the A.G.M. notice .					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	9766650	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	E-Voting	153807	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	11281004	470455	4.17	470455	0	100.00	0.00
	Poll		574446	5.09	574446	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1044901	9.26	1044901	0	100.00	0.00
Total		21201461	1044901	4.93	1044901	0	100.00	0.00



ADF Foods Limited



Resolution Required : (Ordinary)			8. Renewal of employment agreement of Mr. Bhavesh R. Thakkar (DIN: 00939805), Executive Director, for a period of 1 (one) year w.e.f. 1 st October, 2017 on such terms and remuneration as stated in the A.G.M. notice.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	9766650	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	E-Voting	153807	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	11281004	470435	4.17	470435	0	100.00	0.00
	Poll		574446	5.09	574446	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1044881	9.26	1044881	0	100.00	0.00
Total		21201461	1044881	4.93	1044881	0	100.00	0.00



ADF Foods Limited



Resolution Required : (Ordinary)			9. Renewal of employment agreement of Mr. Mishal A. Thakkar as a person in place of profit u/s 188(1)(f) of the Companies Act, 2013 for a period of 1 (one) year w.e.f. 1st October, 2017 on such terms and remuneration as stated in the A.G.M. notice					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	976650	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	E-Voting	153807	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	11281004	470455	4.17	470455	0	100.00	0.00
	Poll		574446	5.09	574446	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1044901	9.26	1044901	0	100.00	0.00
Total		21201461	1044901	4.93	1044901	0	100.00	0.00

For ADF Foods Ltd.

Mishal A. Thakkar
Company Secretary



Ashita D. Golwala

Practicing Company Secretary

403/B, Minoo Minar, Veera Desai Road, Andheri (West), Mumbai - 400058.
Tel No. : 26735552 • Mobile No. : 9833248195 • Email ID : cs_ashitagolwala@yahoo.com

SCRUTINIZER'S REPORT – COMBINED

To,

The Chairman of 27th Annual General Meeting of the members of **ADF FOODS LIMITED** (the Company) held on 23rd August, 2017 at Nadiad Nagar Palika, Ipcowala Town Hall, Near City Point, Paras Circle, Santram Road, Nadiad – 387 001, Gujarat.

Dear Sir,

1. I, Ashita Golwala, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of **ADF FOODS LIMITED** (the Company) for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules).
2. I have issued separate Scrutinizers Report dated 24th August, 2017 on the remote e-voting.
3. I have also been appointed as Scrutinizer by the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 27th Annual General Meeting (AGM) of the members of the Company, held on the on Wednesday 23rd August, 2017 at Nadiad Nagar Palika, Ipcowala Town Hall, Near City Point, Paras Circle, Santram Road, Nadiad – 387 001, Gujarat.
4. I have issued separate Scrutinized Report dated 24th August, 2017 on the poll on the resolutions contained in the notice to the AGM. As requested by the management, I submit herewith my combined report on the result of e-voting together with that of Poll as under:-

Item No. Of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	Not Voted
	No. of Shares	% of total number of Valid Votes Cast	No. of Shares	% of total number of Valid Votes Cast	No. of Shares	No. of Shares
1. Adoption of Audited Annual Financial Statements, Report of the Board of Directors and Auditors for the year ended 31st March, 2017. (Ordinary Resolution)	11561701	100%	0	0%	300	NIL



Ashita D. Golwala

Practicing Company Secretary

403/B, Minoo Minar, Veera Desai Road, Andheri (West), Mumbai - 400058.
Tel No. : 26735552 • Mobile No. : 9833248195 • Email ID : cs_ashitagolwala@yahoo.com

2. Declaration of dividend on equity shares for year ended 31st March, 2017. (Ordinary Resolution)	11561701	100%	0	0%	300	NIL
3. Re-appointment of Mr. Ashok H. Thakkar as Director liable to retire by rotation. (Ordinary Resolution)	1044901	100%	0	0%	300	10516800
4. Ratification of appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held for the Financial Year 2018-19. (Ordinary Resolution)	11561701	100%	0	0%	300	NIL
5. Appointment of Mr. Naresh Kothari as an Independent Director for a period upto May 11, 2022. (Ordinary Resolution)	11161421	99.99%	100	0.01%	300	400180
6. Renewal of employment agreement of Mr. Ashok H. Thakkar, Chairman for a period of 1 (one) year w.e.f. 1 st October, 2017 on such terms and remuneration as stated in the A.G.M. notice. (Ordinary Resolution)	1044901	100%	0	0%	300	10516800



Ashita D. Golwala

Practicing Company Secretary

403/B, Minoo Minar, Veera Desai Road, Andheri (West), Mumbai - 400058.
Tel No. 26735552 • Mobile No. : 9833248195 • Email ID : cs_ashitagolwala@yahoo.com

7. Renewal of employment agreement of Mr. Bimal R. Thakkar, Managing Director for a period of 1 (one) year w.e.f. 1 st October, 2017 on such terms and remuneration as stated in the A.G.M. notice. (Ordinary Resolution)	1044901	100%	0	0%	300	10516800
8. Renewal of employment agreement of Mr. Bhavesh R. Thakkar, Executive Director for a period of 1 (one) year w.e.f. 1 st October, 2017 on such terms and remuneration as stated in the A.G.M. notice. (Ordinary Resolution)	1044881	100%	0	0%	300	10516820
9. Renewal of employment agreement of Mr. Mishal A. Thakkar as a person in place of profit u/s 188(1)(f) of the Companies Act, 2013 for a period of 1 (one) year w.e.f. 1 st October, 2017 on such terms and remuneration as stated in the A.G.M. notice. (Ordinary Resolution)	1044901	100%	0	0%	300	10516800



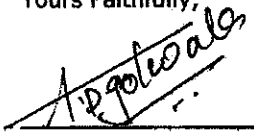
Ashita D. Golwala

Practicing Company Secretary

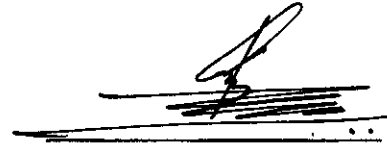
403/B, Minoo Minar, Veera Desai Road, Andheri (West), Mumbai - 400058.
Tel No. : 26735552 • Mobile No. : 9833248195 • Email ID : cs_ashitagolwala@yahoo.com

5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting & poll on the resolutions contained in the notice to the 27th Annual General Meeting (AGM) of the members of the company. My responsibility as scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer's Report of the votes cast "In favour" or "Against" the resolutions stated above based on the reports generated from the e-voting system provided by NSDL, the authorized agency engaged by the company to provide remote e-voting and result of the Poll.

Thanking You,
Yours Faithfully,



Ms. Ashita Golwala
Practicing Company Secretary
Membership Number: A42900
C.P Number: 17292



Chairman

Date: 24.08.2017

Place: Mumbai