

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

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 27th Annual General Meeting of the members of **ADF FOODS LIMITED** (the Company) held on Wednesday, the 23rd day of August, 2017 at 10.00 A.M. at Nadiad Nagar Palika, Ipcowala Town Hall, Near City Point, Paras Circle, Santram Road, Nadiad – 387 001, Gujarat.

Dear Sir,

1. I, Ashita Golwala, Practicing Company Secretary, Mumbai, have been appointed by the Board of Directors of **ADF FOODS LIMITED (the Company)** as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 27th Annual General Meeting (AGM) of the members of the Company, held on the 23rd day of August, 2017 at 10.00 A.M. at Nadiad Nagar Palika, Ipcowala Town Hall, Near City Point, Paras Circle, Santram Road, Nadiad – 387 001, Gujarat.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 27th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a 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 to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Saturday, August 19, 2017 (09:00 a.m.) to Tuesday, August 22, 2017 (05.00 p.m.)
 - ii. The members of the Company as on the "cut-off" date i.e. 16th August, 2017 were entitled to vote on the resolutions (items no. 1 to 9 as set out in the notice of the 27th AGM of the Company.)



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- iii. The votes cast were unblocked on 23rd August, 2017 in the presence of two witnesses, Soumeet Sarkar and Rakesh Achhpal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Soumeet

Rakesh Achhpal

- iv. Thereafter, the details containing inter alia, list of Equity Shareholders, voted "for" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of NDSL i.e. <https://www.evoting.nsdl.com>.

- a) **Resolution No. 1: Ordinary Resolution:** Adoption of Audited Annual Financial Statements, Report of the Board of Directors and Auditors for the year ended 31st March, 2017.

- i. Voted In favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
59	10987255	100

- ii. Voted Against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

- iii. Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL

- b) **Resolution No. 2: Ordinary Resolution:** Declaration of dividend on equity shares for year ended 31st March, 2017.



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i. Voted In favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
59	10987255	100

ii. Voted Against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL

c) **Resolution No. 3: Ordinary Resolution:** Re-appointment of Mr. Ashok H. Thakkar as Director liable to retire by rotation.

i. Voted In favour of the resolution:

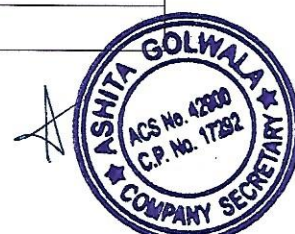
Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
44	470455	100

ii. Voted Against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL



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- d) **Resolution No. 4: Ordinary Resolution:** 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.

- i. Voted In favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
59	10987255	100

- ii. Voted Against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

- iii. Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL

- e) **Resolution No. 5: Ordinary Resolution:** Appointment of Mr. Naresh Kothari as an Independent Director for a period upto 11th May, 2022

- i. Voted In favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
57	10986975	99.99

- ii. Voted Against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
1	100	0.01



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iii. Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL

f) **Resolution No. 6: Ordinary Resolution:** Renewal of employment agreement of Mr. Ashok H. Thakkar, 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.

i. Voted In favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
44	470455	100

ii. Voted Against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

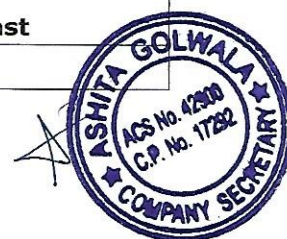
iii. Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL

g) **Resolution No. 7: Ordinary Resolution:** Renewal of employment agreement of Mr. Bimal R. Thakkar, 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.

i. Voted In favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
44	470455	100



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ii. Voted Against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL

h) **Resolution No. 8: Ordinary Resolution:** Renewal of employment agreement of Mr. Bhavesh R. Thakkar, 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.

i. Voted In favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
43	470435	100

ii. Voted Against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes / Not Voted:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL



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- i) **Resolution No. 9: Ordinary Resolution:** 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.

- i. Voted In favour of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
44	470455	100

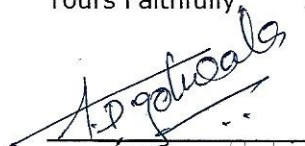
- ii. Voted Against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

- iii. Invalid votes:

Total number of members whose votes were declared as invalid	Total number of votes cast by them
NIL	NIL

Thanking You,
Yours Faithfully



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

Date: 24.08.2017

Place: Mumbai