

1	Name of Listed Entity				ADF FOODS LIMITED			
2	Scrip Code/Name of Scrip/Class of Security:				519183 / ADFFOODS / Equity			
3	Quarter and half year ending				30 <sup>th</sup> September, 2017			
<b>i. Composition of Board of Directors</b>								
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)	No. 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	Nil	Nil
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	Nil	Nil
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	Nil
Mr.	Jay Mehta	DIN:00152072	Non- Executive, Independent Director	24/09/2014	24/09/2014 to 23/09/2019	3	2	Nil
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	7	Nil
Mr.	Naresh L. Kothari	DIN: 00012523	Non- Executive, Independent Director	12/5/2017	12/05/2017 to 11/05/2022	2	1	Nil
<b>ii. Composition of Committees</b>								
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								

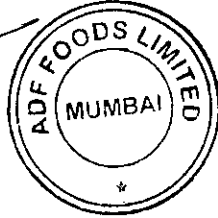


<b>III. Meeting of Board of Directors</b>		Date(s) of Committee Meeting in the Previous quarter: 13/04/2017 and 12/05/2017
Date(s) of Meeting (if any) in the relevant quarter : 20/07/2017 and 23/08/2017		
Maximum Gap between any two consecutive meetings (in no. of days) - 33 days		
<b>IV. Meeting of Committees</b>		
<b>1. Audit Committee</b>		
Date(s) of meeting of the Audit committee in the relevant quarter: 21/08/2017	Date(s) of Committee Meeting in the Previous quarter: 11/05/2017	
Whether requirement of quorum met (details) : Yes. In the Audit Committee meeting held on 21/08/2017, Four committee members were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 101 Days		
<b>2. Stakeholders Relationship Committee</b>		
Date(s) of meeting of the Stakeholders Relationship Committee in the relevant quarter: 20/07/2017	Date(s) of Committee Meeting in the Previous quarter: 11/05/2017	
Whether requirement of quorum met (details) : Yes. In the Stakeholders Relationship Committee meeting held on 20/07/2017, three committee members were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 69 Days		
<b>3. Nomination &amp; Remuneration Committee</b>		
Date(s) of meeting of the Nomination & Remuneration committee in the relevant quarter : 20/07/2017	Date(s) of Committee Meeting in the Previous quarter: 11/05/2017	
Whether requirement of quorum met (details) : Yes. In the Nomination & Remuneration Committee meeting held on 20/07/2017 three committee members were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 69 Days		
<b>4. Corporate Social Responsibility Committee</b>		
Date(s) of meeting of the Corporate Social Responsibility Committee in the relevant quarter : Nil	Date(s) of Committee Meeting in the Previous quarter: 08/05/2017	
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		
<b>V. Related Party Transactions</b>		
	<b>Subject</b>	<b>Compliance Status (Yes/No/NA)</b>
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 30 <sup>th</sup> September, 2017 is attached and marked as Annexure I		
<b>VI. Affirmations:</b>		
	<b>Subject</b>	<b>Compliance Status (Yes/No/ NA)</b>
1.	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2.	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015:	
a.	Audit Committee	Yes
b.	Nomination & remuneration committee	Yes
c.	Stakeholders relationship committee	Yes
d.	Risk management committee (applicable to the top 100 listed entities)	NA
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.	Yes
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.	Yes
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	Yes



I Affirmation		
Board Heading	Regulation Number	Compliance Status (Yes/No/NA) Refer Notes Below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes - The Authorised representative of the Chairperson of the Audit Committee was present at the Annual General Meeting
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

*Shalaka*  
 Shalaka Chavalekar  
 Company Secretary



Date : 12<sup>th</sup> October, 2017  
 Place: Mumbai

## ANNEXURE I

<b>ADF FOODS LTD.</b>					
<b>Statement of Material Transactions with Related Parties under Regulation 27 (2) of SEBI Listing Obligations and Disclosure Requirements, Regulations, 2015 for the quarter ended 30<sup>th</sup> September, 2017.</b>					
Period of transactions / quarter	Name of the Related Party	Nature of Relationship	Nature of transaction	Value of Material Transaction (s) Rs.	Remarks
July, 2017 – September, 2017	ADF Foods (India) Ltd	Wholly Owned Subsidiary	Sale of Food Products	20,88,531	Omnibus approval granted by the Audit Committee in its meeting held on 10 <sup>th</sup> November, 2016 & Shareholders approval in the AGM held on 28 <sup>th</sup> September, 2016 for Rs. 50 crores p.a.
July, 2017 – September, 2017	Mishal A. Thakkar	Person in place of profit	Salary paid pursuant to employment contract	4,10,400	Omnibus approval granted by the Audit Committee in its meeting held on 10 <sup>th</sup> November, 2016 & Shareholders approval in the AGM held on 28 <sup>th</sup> September, 2016 for CTC Rs. 18.74 Lakhs p.a.

For ADF FOODS LTD

*Shalaka*  
Shalaka Ovalekar  
Company Secretary

