



FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS OF ADF FOODS LIMITED

This Familiarization Program ("the Program") for Independent Directors of ADF Foods Ltd. ("the Company") has been adopted by the Board of Directors pursuant to Regulation 25 (7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

1. Purpose

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

2. Familiarization Process

- 2.1. The Company shall through its Managing director/Whole Time Directors/ Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company;
- 2.2. Such programs/ presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time;
- 2.3. The programs/presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities;
- 2.4. The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time; and
- 2.5. The Company may conduct an introductory familiarization program/ presentation, when a new Independent Director comes on the Board of the Company.

3. Disclosure of the Policy

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

4. Review of the Program

The Board will review this Program and make revisions as may be required.

sp



DETAILS OF FAMILIARISATION PROGRAMMES – F.Y. 2017 - 2018

- The Directors appointed by the Board are given induction and orientation with respect to the Company's vision, strategic direction, core values, including ethics, corporate governance practices, financial matters and business operations by having one to one meeting with the Management.
- New Independent Directors are provided with copy of the latest Annual Report, the ADF Code of Conduct and the Code of Conduct for Prevention of Insider Trading.
- A detailed Appointment Letter incorporating the role, duties and responsibilities is issued to the Independent Directors.
- At various quarterly Board /Committee meetings during the year presentations are made by the Management of the Company on the operations and financial performance, working capital management, fund flows, business risks and controls, subsidiary information and updates on relevant statutory changes encompassing important laws etc. The Management also updates the Board members regarding future business plans, major litigations, CSR activities etc.

The details of Familiarization sessions given to the Independent directors during the FY 2017-18 are as follows:

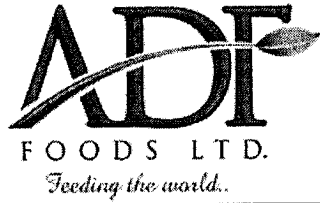
| Date of the Board Meeting | Topics covered |
|----------------------------------|---|
| 12 th May, 2017 | <p>Annual budget for the F.Y. 2017-18.</p> <p>Financial performance of the Company and its subsidiaries during the quarter and year ended 31st March, 2017.</p> <p>Brand-wise, region-wise and product wise performance and business developments during the quarter and year ended 31st March, 2017.</p> <p>Presentation on business risks and controls.</p> |

AP

| | |
|-------------------------------|--|
| | <p>Updates on Quarterly compliances under SEBI (LODR) Regulations, 2015.</p> <p>Updates on majors litigations.</p> <p>Updates on whistle blower and sexual harassment policy.</p> <p>Updates on investor complaints.</p> <p>Updates on CSR activities undertaken by the Company during the F.Y. 2016-17.</p> <p>Updates on the constitution and terms of reference of various Committee of Board.</p> <p>Updates on notifications and circulars issued from Ministry of Corporate Affairs on Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.</p> <p>Discussion on appointment of additional independent director on the Board of the Company.</p> <p>Discussion on declaring dividend for the F.Y. 2016-17.</p> |
| 20 th July, 2017 | <p>Updates on Quarterly compliances under SEBI (LODR) Regulations.</p> <p>Updates on investor complaints.</p> <p>Updates on appointment of external consultants for preparation of IND AS convergent financial statements from financial year 2017-18.</p> |
| 23 rd August, 2017 | <p>Financial performance of the Company and its subsidiaries during the quarter ended 30th June, 2017.</p> |



| | |
|---------------------------------|---|
| | <p>Brand-wise, region-wise and product wise performance and business developments during the quarter ended 30th June, 2017 .</p> <p>Updates on majors litigations.</p> <p>Updates on whistle blower and sexual harassment policy.</p> <p>Updates on the Company's Risk register.</p> |
| 28 th November, 2017 | <p>Financial performance of the Company and its subsidiaries during the quarter and half year ended 30th September, 2017.</p> <p>Brand-wise, region-wise and product wise performance and business developments during the quarter and half year ended 30th September, 2017.</p> <p>Updates on Quarterly compliances under SEBI (LODR) Regulations.</p> <p>Revisions in powers delegated to Administrative Committee of the Board.</p> <p>Updates on majors litigations.</p> <p>Updates on investor complaints.</p> <p>Updates on transfer of shares to the Demat account of the IEPF Authority pursuant to the provision of Section 124(6) of the Companies Act, 2013 read with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016.</p> |
| 13 th February, 2018 | <p>Financial performance of the Company and its subsidiaries during the quarter and nine months ended 31st December, 2017.</p> |



| | |
|--|---|
| | <p>Brand-wise, region-wise and product wise performance and business developments during the quarter and nine months ended 31st December, 2017.</p> <p>Updates on Quarterly compliances under SEBI (LODR) Regulations.</p> <p>Updates on majors litigations.</p> <p>Updates on investor complaints.</p> <p>Updates on the highlights of the Companies (Amendment) Act, 2017.</p> <p>Updates on whistle blower and sexual harassment policy.</p> |
|--|---|

For ADF Foods Ltd.

A handwritten signature in black ink, appearing to read 'Bimal R. Thakkar', is written over a horizontal line.

Bimal R. Thakkar
Managing Director
DIN: 00087404

so

