

1	Name of Listed Entity		ADF FOODS LIMITED					
2	Scrip Code/Name of Scrip/Class of Security:		519183 / ADFFOODS / Equity					
3	Quarter ending		30 th September, 2018					
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.	Bimal R Thakkar	DIN:00087404	Chairman, Managing Director & CEO	01/10/2017 to 30/09/2018	NA	3	4	1
Mr.	Viren Merchant	DIN:00033464	Non-Executive, Independent Director	24/09/2014	24/09/2014 to 23/09/2019	1	2	2
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	2
Mr.	Naresh L. Kothari	DIN: 00012523	Non-Executive, Independent Director	12/5/2017	12/05/2017 to 11/05/2022	2	2	Nil
II. Composition of Committees								
Name of Committee								
1. Audit Committee			Name of Committee Member 1. Viren Merchant 2. Ravinder Kumar Jain 3. Bimal Thakkar			Category 1. Chairman (ID) 2. Member (ID) 3. Member (ED)		
2. Nomination & Remuneration Committee			Name of Committee Member 1. Viren Merchant 2. Ravinder Kumar Jain 3. Anjali Seth			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. Viren Merchant 2. Bimal Thakkar 3. Naresh Kothari			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. Anjali Seth			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 : 25.07.2018				Date(s) of Committee Meeting in the Previous quarter: 05.06.2018				
Maximum Gap between any two consecutive meetings (in no. of days) - 49 days								



IV. Meeting of Committees		
1. Audit Committee		
Date(s) of meeting of the Audit committee in the relevant quarter: 23.07.2018	Date(s) of Committee Meeting in the Previous quarter: 28.05.2018	
Whether requirement of quorum met (details) : Yes. In the Audit Committee meeting held on 23.07.2018, three committee members were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 55 Days		
2. Stakeholders Relationship Committee		
Date(s) of meeting of the Stakeholders Relationship Committee in the relevant quarter: 25.07.2018	Date(s) of Committee Meeting in the Previous quarter: 29.05.2018	
Whether requirement of quorum met (details) : Yes. In the Stakeholders Relationship Committee meeting held on 25.07.2018, two committee members were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 56 Days		
3. Nomination & Remuneration Committee		
Date(s) of meeting of the Nomination & Remuneration committee in the relevant quarter : 25.07.2018	Date(s) of Committee Meeting in the Previous quarter: 29.05.2018	
Whether requirement of quorum met (details) : Yes. In the Nomination & Remuneration Committee meeting held on 25.07.2018, three committee members were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 56 Days		
4. Corporate Social Responsibility Committee		
Date(s) of meeting of the Corporate Social Responsibility Committee in the relevant quarter : NA	Date(s) of Committee Meeting in the Previous quarter: 29.05.2018	
Whether requirement of quorum met (details) : Yes.		
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 Status (Yes/No/NA)
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
Statement of Related Party transactions for the quarter ended 30th September, 2018 is attached and marked as Annexure I		
Note		
VI. Affirmations:		
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee 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. 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. 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		
VII 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 - 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-Ovalekar
 Company Secretary



Date : 10th October, 2018
 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 30 th September, 2018.					
Period of transactions / quarter	Name of the Related Party	Nature of Relationship	Nature of transaction	Value of Material Transaction (s) Rs.	Remarks
July, 2018 – September, 2018	ADF Foods (India) Ltd	Wholly Owned Subsidiary	Sale of Food Products	21,95,007	Omnibus approval granted by the Audit Committee in its meeting held on 28 th May, 2018 & Shareholders approval in the AGM held on 28 th September, 2016 for Rs. 50 crores p.a.
July, 2018 – September, 2018	Ashok H. Thakkar	Relative of KMP	Sale of assets	15,00,000	Omnibus approval granted by the Audit Committee in its meeting held on 28 th May, 2018
July, 2018 – September, 2018	Bhavesh R. Thakkar	Relative of KMP	Sale of assets	18,00,000	Omnibus approval granted by the Audit Committee in its meeting held on 28 th May, 2018
July, 2018 – September, 2018	Mishal A. Thakkar	Relative of KMP	Sale of assets	24,50,000	Omnibus approval granted by the Audit Committee in its meeting held on 28 th May, 2018
July, 2018 – September, 2018	ADF Foods (UK) Ltd.	Wholly Owned Subsidiary	Sale of Food Products	18,28,523	Omnibus approval granted by the Audit Committee in its meeting held on 28 th May, 2018 & Shareholders approval in the AGM held on 28 th September, 2016 for Rs. 50 crores p.a.

For **ADF FOODS LTD**


Shalaka Ovalekar
 Company Secretary

