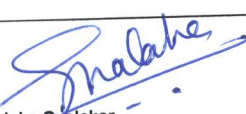



1	Name of Listed Entity		ADF FOODS LIMITED						
2	Scrip Code/Name of Scrip/Class of Security:		519183 / ADFFOODS / Equity						
3	Quarter ending		31 st December, 2018						
I. Composition of Board of Directors									
Whether the listed entity has a Regular Chairperson: Yes									
Sr. No.	Title (Mr./ 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)
1	Mr.	Bimal R. Thakkar	DIN:00087404	Chairman, Managing Director & CEO	01/10/2017	NA	3	4	1
2	Mr.	Viren A. Merchant	DIN:00033464	Non-Executive, Independent Director	24/09/2014	24/09/2014 to 23/09/2019	1	2	2
3	Mr.	Ravinder Kumar Jain	DIN:00652148	Non-Executive, Independent Director	24/09/2014	24/09/2014 to 23/09/2019	2	2	1
4	Ms.	Anjali Seth	DIN:05234352	Non-Executive, Independent Director	10/3/2015	10/3/2015 to 09/03/2020	6	5	2
5	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									
Whether the Audit Committee has a Regular Chairperson: Yes									
Name of Committee		Name of Committee Member			Category		Date of Appointment		
1. Audit Committee		1. Viren Merchant 2. Ravinder Kumar Jain 3. Bimal Thakkar			1. Chairman (ID) 2. Member (ID) 3. Member (ED)		27-10-2009 27-05-2016 23-05-2018		
Whether the Nomination and remuneration committee has a Regular Chairperson: Yes									
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)		Date of Appointment 30-05-2013 23-05-2018 23-05-2018		
Whether the Risk Management Committee has a Regular Chairperson: NA									
3. Risk Management Committee(if applicable)		NA			NA				
Whether the Stakeholders Relationship Committee has a Regular Chairperson: Yes									
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)		Date of Appointment 10-08-2016 22-01-2014 23-05-2018		
Whether the Corporate Social Responsibility Committee has a Regular Chairperson: Yes									
5. Corporate Social Responsibility Committee		Name of Committee Member 1. Viren Merchant 2. Anjali Seth 3. Bimal Thakkar			Category 1. Chairman (ID) 2. Member (ID) 3. Member (ED)		Date of Appointment 28-05-2014 23-05-2018 28-05-2014		
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 : 02.11.2018				Date(s) of Meeting in the Previous quarter: 25.07.2018					
Maximum Gap between any two consecutive meetings (in no. of days) - 99 days									



IV. Meeting of Committees	
1. Audit Committee	
Date(s) of meeting of the Audit committee in the relevant quarter: 02.11.2018	Date(s) of Committee Meeting in the Previous quarter: 23.07.2018
Whether requirement of quorum met (details) : Yes. In the Audit Committee meeting held on 02.11.2018, three committee members were present.	
Maximum Gap between any two consecutive meetings (in no. of days) - 101 Days	
2. Stakeholders Relationship Committee	
Date(s) of meeting of the Stakeholders Relationship Committee in the relevant quarter: 02.11.2018	Date(s) of Committee Meeting in the Previous quarter: 25.07.2018
Whether requirement of quorum met (details) : Yes. In the Stakeholders Relationship Committee meeting held on 02.11.2018, three committee members were present.	
Maximum Gap between any two consecutive meetings (in no. of days) - 99 Days	
3. Nomination & Remuneration Committee	
Date(s) of meeting of the Nomination & Remuneration committee in the relevant quarter : 02.11.2018	Date(s) of Committee Meeting in the Previous quarter: 25.07.2018
Whether requirement of quorum met (details) : Yes. In the Nomination & Remuneration Committee meeting held on 02.11.2018, two committee members were present.	
Maximum Gap between any two consecutive meetings (in no. of days) - 99 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: NA
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	
V. Related Party Transactions	
Subject	Compliance Satus (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 31st December, 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	
 Shalaka Ovalekar Company Secretary	 *
Date : 10 th January, 2019 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 31st December, 2018.					
Period of transactions / quarter	Name of the Related Party	Nature of Relationship	Nature of transaction	Value of Material Transaction (s) Rs.	Remarks
October, 2018 – December, 2018	ADF Foods (India) Ltd	Wholly Owned Subsidiary	Sale of Food Products	7,44,461	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.
October, 2018 – December, 2018	ADF Foods (UK) Ltd.	Wholly Owned Subsidiary	Advances	70,18,750	Board approval was obtained in the Meeting dated 25 th July, 2018.

For **ADF FOODS LTD**


Shalaka Ovalekar
 Company Secretary

