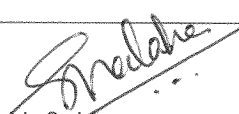


1	Name of Listed Entity		ADF FOODS LIMITED						
2	Scrip Code/Name of Scrip/Class of Security:		519183 / ADFFOODS / Equity						
3	Quarter ending		31 st March, 2019						
I. Composition of Board of Directors									
Whether the listed entity has a Regular Chairperson: Yes									
Sr. No.	Title (Mr./ 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	00087404	Chairman, Managing Director & CEO	01/10/2018	NA	3	4	1
2	Mr.	Viren A. Merchant	00033464	Non-Executive, Independent Director	24/09/2014	24/09/2014 to 23/09/2019	1	2	2
3	Mr.	Ravinder Kumar Jain	00652148	Non-Executive, Independent Director	24/09/2014	24/09/2014 to 23/09/2019	2	2	1
4	Ms.	Anjali Seth	05234352	Non-Executive, Independent Director	10/03/2015	10/03/2015 to 09/03/2020	6	6	2
5	Mr.	Naresh L. Kothari	00012523	Non-Executive, Independent Director	12/05/2017	12/05/2017 to 11/05/2022	3	2	Nil
6	Mr.	Jay M. Mehta	00152072	Non-Executive, Non - Independent Director	12/02/2019	NA	3	2	Nil
II. Composition of Committees									
Whether the Audit Committee has a Regular Chairperson: Yes									
Name of Committee									
1. Audit Committee			Name of Committee Member 1. Viren A. Merchant 2. Ravinder Kumar Jain 3. Bimal R. Thakkar			Category 1. Chairman (ID) 2. Member (ID) 3. Member (ED)		Date of Appointment 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 A. 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 A. Merchant 2. Bimal R. Thakkar 3. Naresh L. 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 A. Merchant 2. Anjali Seth 3. Bimal R. 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: 12.02.2019 and 13.03.2019			Date(s) of Meeting in the Previous quarter: 02.11.2018						
Maximum Gap between any two consecutive meetings (in no. of days) - 101 days.									



IV. Meeting of Committees	
1. Audit Committee	
Date(s) of meeting of the Audit committee in the relevant quarter: 11.02.2019	Date(s) of Committee Meeting in the Previous quarter: 02.11.2018
Whether requirement of quorum met (details) : Yes. In the Audit Committee Meeting held on 11.02.2019, three Committee Memebers were present.	
Maximum Gap between any two consecutive meetings (in no. of days) - 100 Days.	
2. Stakeholders Relationship Committee	
Date(s) of meeting of the Stakeholders Relationship Committee in the relevant quarter: 12.02.2019	Date(s) of Committee Meeting in the Previous quarter: 02.11.2018
Whether requirement of quorum met (details) : Yes. In the Stakeholders Relationship Committee Meeting held on 12.02.2019, three Committee Memebers were present.	
Maximum Gap between any two consecutive meetings (in no. of days) - 101 Days	
3. Nomination & Remuneration Committee	
Date(s) of meeting of the Nomination & Remuneration committee in the relevant quarter : 12.02.2019 and 13.03.2019.	Date(s) of Committee Meeting in the Previous quarter: 02.11.2018
Whether requirement of quorum met (details) : Yes. In the Nomination & Remuneration Committee meeting held on 12.02.2019 and 13.03.2019, three committee memebbers were present.	
Maximum Gap between any two consecutive meetings (in no. of days) - 101 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 March, 2019 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	
 Shafaka Ovalekar Company Secretary	
Date : 11 th April, 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 March, 2019.					
Period of transactions / quarter	Name of the Related Party	Nature of Relationship	Nature of transaction	Value of Material Transaction (s) Rs.	Remarks
January, 2019- March, 2019	Shivaan Thakkar	Person in place of profit	Salary paid pursuant to employment contract	1,68,660	Board approval was obtained in the Meeting dated 12 th February, 2019.
January, 2019- March, 2019	ADF Foods (USA) Ltd.	Step down Subsidiary	Sale of food products	1,47,78,820	Omnibus approval granted by the Audit Committee in its meeting held on 28 th May, 2018 and 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



1	Name of Listed Entity	ADF FOODS LIMITED
2	Scrip Code/Name of Scrip/Class of Security:	519183 / ADFFOODS / Equity
3	Financial Year ending	31 st March, 2019

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of

I. Disclosure on website in terms of Listing Regulations

<i>Sr. No.</i>	<i>Item</i>	<i>Compliance status</i>
1	Details of business	Yes
2	Terms and conditions of appointment of independent directors	Yes
3	Composition of various committees of board of directors	Yes
4	Code of conduct of board of directors and senior management personnel	Yes
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
6	Criteria of making payments to non-executive directors	Yes
7	Policy on dealing with related party transactions	Yes
8	Policy for determining 'material' subsidiaries	Yes
9	Details of familiarization programmes imparted to independent directors	Yes
10	Contact information of the designated officials of the listed entity who are	Yes
11	Email address for grievance redressal and other relevant details	Yes
12	Financial results	Yes
13	Shareholding pattern	Yes
14	Details of agreements entered into with the media companies and/or	NA
15	New name and the old name of the listed entity	NA



II Annual Affirmations			
Sr. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes, Sitting fees paid to Non Executive Directors (NEDs) as per the Companies Act, 2013 and no Stock options or commissions is paid to NEDs.
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	Yes
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes. The meeting was held on 13th March, 2019.
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes

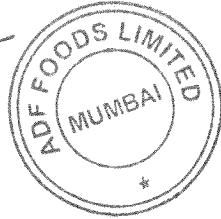


29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
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III Affirmations:

Sr. No.	Particulars		Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		Yes

Shalaka
Shalaka Ovalekar
Company Secretary



Date: 11.04.2019
Place : Mumbai