

1	Name of Listed Entity			ADF FOODS LIMITED						
2	Scrip Code/Name of Scrip/Class of Security:			519183 / ADFFOODS / Equity						
3	Quarter ending			30th June, 2020						
I. Composition of Board of Directors										
Wether 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 17A 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	24/09/2019	24/09/2019 to 23/09/2024	1	2	2	
3	Mr.	Ravinder Kumar Jain	00652148	Non-Executive, Independent Director	24/09/2019	24/09/2019 to 23/09/2024	2	2	1	
4	Mr.	Naresh L. Kothari	00012523	Non-Executive, Independent Director	12/05/2017	12/05/2017 to 11/05/2022	3	3	Nil	
5	Mr.	Jay M. Mehta	00152072	Non-Executive, Non - Independent Director	25/09/2019	NA	3	2	Nil	
6	Mr.	Chandir G. Gidwani	00011916	Non-Executive, Independent Director	07/02/2020	07/02/2020 to 05/08/2020	3	3	1	
7	Ms	Deepa Misra Harris	00064912	Non-Executive, Independent Director	25/03/2020	25/03/2020 to 05/08/2020	5	4	1	
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. Jay Mehta			Category 1. Chairman (ID) 2. Member (ID) 3. Member (Non - ID)		Date of Appointment 30-05-2013 23-05-2018 01-06-2019	
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. Bimal R. Thakkar 3. Jay Mehta			Category 1. Chairman (ID) 2. Member (ED) 3. Member (Non - ID)		Date of Appointment 28-05-2014 28-05-2014 01-06-2019	
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: 11.05.2020				Date(s) of Meeting in the Previous quarter: 07.02.2020						
Maximum Gap between any two consecutive meetings (in no. of days) - 93 days.										

IV. Meeting of Committees		
1. Audit Committee		
Date(s) of meeting of the Audit committee in the relevant quarter: 11.05.2020	Date(s) of Committee Meeting in the Previous quarter: 07.02.2020	
Whether requirement of quorum met (details) : Yes. In the Audit Committee Meeting held on 11.05.2020, three Committee Members were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 93 Days.		
2. Stakeholders Relationship Committee		
Date(s) of meeting of the Stakeholders Relationship Committee in the relevant quarter: 11.05.2020	Date(s) of Committee Meeting in the Previous quarter: 07.02.2020	
Whether requirement of quorum met (details) : Yes. In the Stakeholders Relationship Committee Meeting held on 11.05.2020, three Committee Members were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 93 Days		
3. Nomination & Remuneration Committee		
Date(s) of meeting of the Nomination & Remuneration committee in the relevant quarter : 11.05.2020	Date(s) of Committee Meeting in the Previous quarter: 07.02.2020	
Whether requirement of quorum met (details) : Yes. In the Nomination & Remuneration Committee meeting held on 11.05.2020, three committee members were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 93 Days		
4. Corporate Social Responsibility Committee		
Date(s) of meeting of the Corporate Social Responsibility Committee in the relevant quarter : 11.05.2020	Date(s) of Committee Meeting in the Previous quarter: NA	
Whether requirement of quorum met (details) : Yes. In the Corporate Social Responsibility Committee meeting held on 11.05.2020, three committee members were present.		
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 30th June, 2020 is attached and marked as Annexure I		
Note		
VI. Affirmations:		
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee (applicable to the top 100 listed entities) - NA The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 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. 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 		

Sd/-
Shalaka Ovalekar
Company Secretary

Date :July 14, 2020
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 June 30, 2020.					
<i>Period of transactions/ quarter</i>	<i>Name of the Related Party</i>	<i>Nature of Relationship</i>	<i>Nature of transaction</i>	<i>Value of Material Transaction(s) Rs.</i>	<i>Remarks</i>
April, 2020 - June, 2020	ADF Foods (India) Ltd.	100% Subsidiary	Sale of food products	7,76,613	Omnibus approval granted by the Audit Committee in its Meeting held on 7 th February, 2020 and Shareholders' approval in the AGM held on 25 th September, 2019 for Rs. 50 crores p.a.
April, 2020 - June, 2020	Shivaan Thakkar	Person in place of profit	Salary paid pursuant to employment contract	3,34,440	Board approval was obtained in the Meeting dated 12 th February, 2019.
April, 2020 - June, 2020	ADF Holdings (USA) Ltd.	100 % Subsidiary	Expense sharing	10,43,561	Omnibus approval granted by the Audit Committee in its Meeting held on 7 th February, 2020.

For **ADF Foods Limited**

Sd/-

Shalaka Ovalekar

Company Secretary