

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L15400GJ1990PLC014265

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCA2270K

(ii) (a) Name of the company

ADF FOODS LIMITED

(b) Registered office address

83/86 G I D C INDUSTRIAL AREA
NADIAD
Gujarat
387001
India

(c) *e-mail ID of the company

CO_SECRETARY@ADF-FOODS.

(d) *Telephone number with STD code

02261415555

(e) Website

www.adf-foods.com

(iii) Date of Incorporation

27/08/1990

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

24/09/2021

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ADF FOODS (INDIA) LIMITED	U15132GJ2009PLC058782	Subsidiary	100
2	ADF FOODS UK LIMITED		Subsidiary	100

3	ADF HOLDINGS (USA) LIMITED		Subsidiary	100
4	POWER BRANDS (FOODS) PVT		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	25,000,000	20,022,719	20,022,719	20,022,719
Total amount of equity shares (in Rupees)	250,000,000	200,227,190	200,227,190	200,227,190

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	25,000,000	20,022,719	20,022,719	20,022,719
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	250,000,000	200,227,190	200,227,190	200,227,190

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	698,651	19,324,068	20022719	200,227,190	200,227,190	
Increase during the year	0	46,300	46300	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		46,300	46300			
CONVERSION OF PHYSICAL SHARES INTO DEMAT						
Decrease during the year	46,300	0	46300	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	46,300		46300			
CONVERSION OF PHYSICAL SHARES INTO DEMAT						
At the end of the year	652,351	19,370,368	20022719	200,227,190	200,227,190	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE982B01019

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	05/08/2020
---	------------

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Convertible Warrants	1,950,000	10	19,500,000	90.5	176,475,000
Total	1,950,000		19,500,000		176,475,000

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,287,582,025

(ii) Net worth of the Company

2,875,504,641

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,671,798	28.33	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	618,915	3.09	0	
10.	Others	0	0	0	
	Total	6,290,713	31.42	0	0

Total number of shareholders (promoters)

8

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,478,964	22.37	0	
	(ii) Non-resident Indian (NRI)	215,423	1.08	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	

4.	Banks	500	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	2,003,000	10	0	
7.	Mutual funds	600	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,830,328	19.13	0	
10.	Others Alternative Investment Fun	3,203,191	16	0	
	Total	13,732,006	68.58	0	0

Total number of shareholders (other than promoters)

23,001

**Total number of shareholders (Promoters+Public/
Other than promoters)**

23,009

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ADVANTAGE ADVISER	STATE BANK OF INDIA SECURITIES			3,000	0.01
INFINITY HOLDINGS	KOTAK MAHINDRA BANK LTD INFI			2,000,000	9.99

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	10	8
Members (other than promoters)	16,635	23,001
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	1	0	11.38	0

B. Non-Promoter	0	6	0	5	0	0.88
(i) Non-Independent	0	1	0	1	0	0.25
(ii) Independent	0	5	0	4	0	0.63
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	5	11.38	0.88

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
BIMAL RAMESH THAK	00087404	Managing Director	2,278,924	
VIREN AJITKUMAR ME	00033464	Director	50,000	
JAY MAHENDRA MEHT	00152072	Director	50,000	
RAVINDER KUMAR JA	00652148	Director	76,869	
CHANDIR GOBIND GID	00011916	Director	0	
DEEPA MISRA HARRIS	00064912	Director	0	
SHARDUL ARVIND DO	AABPD1187C	CFO	0	
SHALAKA SWAPNIL O	AAGPO7625K	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
NARESH LAKSHMANS	00012523	Director	21/12/2020	Cessation
ANISH SUSHIL JHAVE	AACPJ5671N	CFO	15/07/2020	Cessation
SHARDUL ARVIND DO	AABPD1187C	CFO	14/08/2020	Appointment
CHANDIR GOBIND GIL	00011916	Director	05/08/2020	Change in designation
DEEPA MISRA HARRIS	00064912	Director	05/08/2020	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	05/08/2020	17,534	53	43.76
Extra Ordinary General Meeting	05/10/2020	20,874	72	0.03

B. BOARD MEETINGS

*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/05/2020	7	7	100
2	14/08/2020	7	6	85.71
3	04/09/2020	7	7	100
4	09/11/2020	7	7	100
5	29/01/2021	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	11/05/2020	3	3	100
2	Audit Committee	13/08/2020	3	3	100
3	Audit Committee	09/11/2020	4	4	100
4	Audit Committee	29/01/2021	3	3	100
5	Shareholders'	11/05/2020	3	3	100
6	Shareholders'	14/08/2020	3	2	66.67
7	Shareholders'	09/11/2020	3	3	100
8	Shareholders'	29/01/2021	3	3	100
9	Nomination and	11/05/2020	3	3	100
10	Nomination and	14/08/2020	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								24/09/2021
1	BIMAL RAMESH	5	5	100	8	8	100	Yes
2	VIREN AJITKUMAR	5	4	80	12	10	83.33	Yes
3	JAY MAHENDRA	5	5	100	4	4	100	Yes
4	RAVINDER KUMAR	5	5	100	7	7	100	Yes
5	CHANDIR GOVIL	5	5	100	2	2	100	Yes
6	DEEPA MISRA	5	5	100	1	1	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BIMAL RAMESH TH	Managing Direct	0	28,156,258	0	0	28,156,258
	Total		0	28,156,258	0	0	28,156,258

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DEVANG GANDHI	CHIEF OPERAT	7,874,174	0	0	0	7,874,174
2	SHALAKA SWAPNI	COMPANY SEC	3,563,948	0	0	0	3,563,948
3	SHARDUL ARVIND	CFO	6,144,904	0	0	0	6,144,904
	Total		17,583,026	0	0	0	17,583,026

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VIREN AJITKUMAR	INDEPENDENT	0	0	0	630,000	630,000
2	JAY MAHENDRA M	NON-INDEPENI	0	0	0	420,000	420,000
3	RAVINDER KUMAR	INDEPENDENT	0	0	0	650,000	650,000
4	CHANDIR GOBIND	INDEPENDENT	0	0	0	400,000	400,000
5	DEEPA MISRA HAR	INDEPENDENT	0	0	0	320,000	320,000
6	NARESH LAKSHM	INDEPENDENT	0	0	0	260,000	260,000
	Total		0	0	0	2,680,000	2,680,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

THAKKAR
BIMAL
RAMESH
Digitally signed by
THAKKAR BIMAL
RAMESH
Date: 2021.11.17
15:21:08 +05'30'

DIN of the director

00087404

To be digitally signed by

OVALEKAR
SHALAKA
SWAPNIL
Digitally signed by
OVALEKAR
SHALAKA
SWAPNIL
Date: 2021.11.17
15:21:44 +05'30'

Company Secretary

Company secretary in practice

Membership number

15274

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

ADF Foods LimitedSHH.pdf
ADF Foods LimitedSHT.pdf
MGT-8_ADF_2020-21.pdf
Other Committee Meeting Details.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

ADF Foods Limited

Details of shares/debentures transfers from

01/04/2020

To 31/03/2021

Closure Date :

31-03-2020

TRANSFER DATE	TYPE	SH/DB	AMTPERSH	FOLIO	SELLER NAME	FOLIO	BUYER NAME
26/10/2020	1	100	000010	0S012243	SEEMA AGARWAL	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0S012244	SUSMITA MUKHARJEE	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0S012362	SATI SAVITRI DEVI SR	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0S012378	SUJATA SINGH	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0S012410	SAVITRIDEVI SREERAMA	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0S012658	SHRIRAM MADHUKAR KUL	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0S012906	SUNDERJI DALICHAND V	IEPF2017	IEPF2017
26/10/2020	1	200	000010	0S013367	S SREENIVASA MURTHY	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0S013379	SAHITHA NAJIM	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0S014663	SURESH M LOTLEKAR	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0S015333	SUNIL SACHDEVA	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0T005273	TARACHAND D SHAH	IEPF2017	IEPF2017
26/10/2020	1	200	000010	0T010020	TARABAI SAIFUDDIN	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0T010130	T K PANDIAN	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0T010296	TILAK RAMESHRAO KARW	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0T010377	T S THIMMARAJU	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0T010430	TRUPTI MANOJKUMAR KH	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0T010464	TUSHAR DINESH RUPARE	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0T010543	TAPAN KUMAR ROY	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0U005328	UMA G AGARWAL	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0U010445	USHA HOTWANI	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0V005528	VISHAKHA VIJAYAKAR	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0M006171	MILINDRAJPUKAR	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0M006359	MOHD KASSAM MOTIWALA	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0M006695	MAHENDRA JOSHI	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0M006857	MAHASUKHLAL VRAJLAL	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0M007047	MINAL SANAT SHAH	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0M007476	MAHESH KUMAR RASTOGI	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0M010261	MARY CASTELINO	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0M010390	MEDHA MANOHAR KULKAR	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0M010597	MURLI DHAR GUPTA	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0M011027	MANJULABEN HASHMUKHL	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0M011068	MAHESH JOSHI	IEPF2017	IEPF2017
26/10/2020	1	2400	000010	0M011284	MORGAN STANLEY ASSET	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0M011508	MADHU MADHAV BHAMBHA	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0M011603	MOTILAL BASTIMAL OSW	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0M011615	MANUBHAI REVABHAI PA	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0M011788	MAHALINGAIAH	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0M012325	MANISH MANOHAR BHAGN	IEPF2017	IEPF2017
26/10/2020	1	300	000010	0M012342	MAHESH KUMAR GUPTA	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0R011539	RAMINDER KAUR CHADHA	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0R011814	RUPA MURTHY	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0R011867	RAJINDER SINGH	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0R012195	R MAYA	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0R012905	RAMESH K JAIN	IEPF2017	IEPF2017
26/10/2020	1	300	000010	0S000141	SANJAY JAGMOHANDAS T	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0V010273	VATSALA VENKATESWARA	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0V010682	VIJAYA KUMAR PATHURU	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0V010703	V SHASHI SHEKHAR	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0V010710	VINUBHAI SHANTILAL P	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0V010727	VASANT KRISHNA MANDA	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0V011160	V RAMBABU	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0V011209	V GANESAN	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0V011317	VAISHALI ALHAD PISAT	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0V011455	VARSHA MISTRY	IEPF2017	IEPF2017
26/10/2020	1	200	000010	0V011948	VANDANA T RATHOD	IEPF2017	IEPF2017
26/10/2020	1	300	000010	0Y010119	YALAMANCHILI LAKSHMI	IEPF2017	IEPF2017
26/10/2020	1	200	000010	0Y010183	YUGAL KISHORE ARORA	IEPF2017	IEPF2017
26/10/2020	1	600	000010	0S000199	SHANTILAL VASANJI CH	IEPF2017	IEPF2017
26/10/2020	1	100	000010	0S000228	SHIMURTI RAMPAL SHAR	IEPF2017	IEPF2017
16/11/2020	1	100	000010	0M006043	MUKESH KUMAR KULSHRE	M0013332	MUKESH KUMAR KULSHRE
14/12/2020	1	100	000010	0C005323	CHITRA KINJAWADEKAER	C0010969	CHITRA SANJAY SURVE
28/12/2020	1	200	000010	0G000124	GIRIDHARILAL LAHOTI	G0011149	GIRIDHARILAL LAHOTI
25/01/2021	1	100	000010	0D000175	DINESH PANDHI	P0012828	DINESHKUMAR MADHAVJI
15/02/2021	1	100	000010	0R012115	REKHABEN GOPALBHAI S	R0013287	REKHABEN GOPALBHAI S
15/02/2021	1	100	000010	0G001085	GANGARAM PRAJAPATI	S0015564	SHAILESH PRAJAPATI
01/03/2021	1	100	000010	0V005812	V R V SUNDER	G0011150	GANESHWARI SUNDER
01/03/2021	1	200	000010	0S000272	SUDHA THAKKER	S0015565	SUDHA CHANDRESH THAK
08/03/2021	1	100	000010	0V011316	VINOD PATEL	U0010466	USHABEN VINODBHAI PA
15/03/2021	1	100	000010	0R011490	R SUSILA	J0011492	J SHANTHI
22/03/2021	1	100	000010	0G010700	GIRISH K SHAH	M0013333	MRUGESH GIRISHBHAI S
30/03/2021	1	100	000010	0H005178	HEEMA DOSHI	H0011195	HEENA NILESH DOSHI
30/03/2021	1	200	000010	0G010798	GEETA AJBANI	J0011493	JASMITA RAJESH AHUJA
30/03/2021	1	100	000010	0K011663	KAILASBEN NARANBHAI	K0012635	KAILASBEN NARANBHAI
30/03/2021	1	100	000010	0S000154	SAPNA M SHAH	S0015566	SAPNA BIJESH SHAH

S. S. RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E) - 400 603
Ph. No: 022 25328047 Email:sanjayrisbud@yahoo.com

FORM NO. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of ADF Foods Limited ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the Rules made thereunder for the Financial Year ended on March 31, 2021. In our opinion and to the best of our information and according to the examinations carried out by us and the explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act and Rules made thereunder as mentioned below:

Sr. No.	Compliance	Comments / Qualification / Reservation / Remarks
1	Its status under the Act;	The status of the Company is a Listed Public Company, Limited by Shares.
2	Maintenance of registers / records and making entries therein within the time prescribed therefore;	The Company has kept and maintained statutory registers and records as required under the provisions of the Act and Rules made thereunder and has made necessary entries therein within the time prescribed under the Act.
3	Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;	The Company has filed required forms and returns as prescribed under the Act and Rules made thereunder with the Registrar of Companies, as required under the Act for the financial year ended March 31, 2021. Further, it may be noted that the Company was not required to file any form with the Regional Director, the Tribunal, Court or other authorities.
4	Calling/ convening/ holding Meetings of Board of Directors or its Committees, if any, and the Meetings of the Members of the Company on due dates as stated in	The Company has complied with provisions of the Act and Rules made thereunder in respect of calling/ convening/ Meetings of Board of Directors, its Committees and the Meetings of the Members of the Company on due dates as stated in



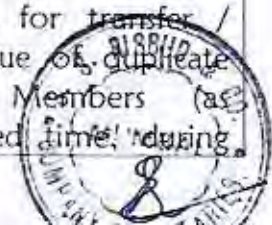
S. S. RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E) - 400 603

Ph. No: 022 25328047 Email: sanjayrisbud@yahoo.com

	<p>the annual return in respect of which Meetings, proper notices were given and the proceedings including the Circular Resolutions and Resolutions passed by Postal Ballot, if any, have been properly recorded in the Minutes Book/ Registers maintained for the purpose and the same have been signed;</p>	<p>Members of the Company on due dates as stated in the annual return in respect of which Meetings, proper notices were given and the proceedings, have been properly recorded in the Minutes Book maintained for the purpose. During the year, the Company has passed a Special Resolution in the Extra Ordinary General Meeting held on October 5, 2020 for issuance of Warrants convertible into Equity Shares to certain Promoters and Non-Promoters of the Company on Preferential Basis and a Special Resolution by way of Postal Ballot on December 20, 2020 to vary terms and conditions of appointment in respect of payment of remuneration to Mr. Bimal Thakkar w.e.f. October 1, 2020 till the remaining tenure of his employment term i.e. till September 30, 2023.</p>
5	<p>Closure of Register of Members / Security holders, as the case may be;</p>	<p>The Company duly complied with the provisions of the Act in respect of closure of Register of Members during the Financial Year ended March 31, 2021.</p>
6	<p>Advances / loans to its Directors and/ or persons or firms or companies referred in section 185 of the Act;</p>	<p>As informed by the management, the Company has not granted any advances / loans to its Directors and/ or persons or firms or companies referred in Section 185 in violation of the Act and hence, no comments are invited in respect of the same.</p>
7	<p>Contracts/ arrangements with Related Parties as specified in Section 188 of the Act;</p>	<p>As informed by the management, the Related Party Transactions which were entered into during the financial year were on arms' length basis and were in ordinary course of the business. The Company has not entered into any Related Party Transactions which may have potential conflict with interest of the Company at large.</p>
8	<p>Issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share</p>	<p>The Company has delivered all certificates on the lodgement of request, for transfer / transmission/ request for issue of share certificates from Members (as applicable), within prescribed time, during</p>



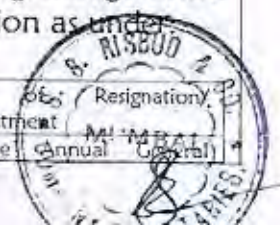
S. S. RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E) - 400 603

Ph. No: 022 25328047 Email:sanjayrisbud@yahoo.com

	capital / conversion of shares / securities and issue of security certificate in all instances;	<p>the financial year under review.</p> <p>Further, the Board of Directors of the Company vide their Circular Resolution dated November 1, 2020 had allotted 19,50,000 Convertible Warrants on Preferential basis to certain Promoters/ Non-Promoters of the Company.</p> <p>Apart from the above, there were no instances of issue/ allotment of Shares, redemption of Preference Shares or Debentures/ conversion of Shares/ Securities during the financial year under review and hence no comment is invited in this respect.</p>														
9	Keeping in abeyance the rights to Dividend, Rights Shares and Bonus Shares pending registration of transfer of shares in compliance with the provisions of the Act;	The Company has complied with the provisions of Section 126 of the Act in respect of keeping in abeyance the rights to Dividend, Right Shares and Bonus Shares pending registration of transfer of shares. The Company has no instance for issuance of Right Shares / Bonus Shares/ other securities and hence no comment is invited in respect of the same.														
10	Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;	The Company has duly transferred amount lying with them in respect of unpaid/ unclaimed dividend or any other amount which were required to be deposited to Investor Education and Protection Fund in accordance with Section 125 of the Act.														
11	Signing of Audited Financial Statement as per the provisions of Section 134 of the Act and Report of Directors as per Sub - Sections (3), (4) and (5) thereof;	The Company has complied with the provisions of signing of Audited Financial Statements for the Financial Year ended March 31, 2021 as per the provisions of Section 134 of the Act.														
12	Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosure of Directors, Key Managerial Personnel and remuneration paid to them;	<p>The Board of Directors of the Company is duly constituted. The following changes took place in the Board's composition as under:</p> <table border="1"> <thead> <tr> <th>Name of Director</th> <th>Position held</th> <th>Date of Appointment</th> <th>As</th> <th>At the</th> <th>Meeting</th> <th>Resignation</th> </tr> </thead> <tbody> <tr> <td>Mr.</td> <td>Appointed</td> <td>as</td> <td>At the</td> <td>Annual</td> <td>General</td> <td></td> </tr> </tbody> </table>	Name of Director	Position held	Date of Appointment	As	At the	Meeting	Resignation	Mr.	Appointed	as	At the	Annual	General	
Name of Director	Position held	Date of Appointment	As	At the	Meeting	Resignation										
Mr.	Appointed	as	At the	Annual	General											



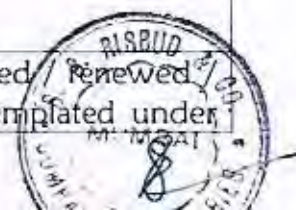
S. S. RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E) - 400 603

Ph. No: 022 25328047 Email:sanjayrisbud@yahoo.com

		<table border="1"> <tbody> <tr> <td>Chandir G. Gidwani</td> <td>Director in the category of Non-Executive Independent Director</td> <td>Meeting held on August 5, 2020, regularised appointment of Mr. Chandir Gidwani as a Non - Executive Independent Director for a period upto February 6, 2025.</td> </tr> <tr> <td>Ms. Deepa Misra Harris</td> <td>Appointed as Director in the category of Non-Executive Independent Director</td> <td>At the Annual General Meeting held on August 5, 2020, regularised appointment of Ms. Deepa Harris as a Non - Executive Independent Director for a period upto March 24, 2025.</td> </tr> <tr> <td>Mr. Anish Sushil Jhaveri</td> <td>CFO</td> <td>Resigned as CFO of the Company with effect from July 15, 2020.</td> </tr> <tr> <td>Mr. Shardul Arvind Doshi</td> <td>CFO</td> <td>Appointed as CFO of the Company with effect from August 14, 2020.</td> </tr> <tr> <td>Mr Naresh Lakshman Singh Kothari</td> <td>Independent Director</td> <td>Resigned as an Independent Director of the Company with effect from December 21, 2020 (close of business hours) due to his other pre-occupations.</td> </tr> </tbody> </table>	Chandir G. Gidwani	Director in the category of Non-Executive Independent Director	Meeting held on August 5, 2020, regularised appointment of Mr. Chandir Gidwani as a Non - Executive Independent Director for a period upto February 6, 2025.	Ms. Deepa Misra Harris	Appointed as Director in the category of Non-Executive Independent Director	At the Annual General Meeting held on August 5, 2020, regularised appointment of Ms. Deepa Harris as a Non - Executive Independent Director for a period upto March 24, 2025.	Mr. Anish Sushil Jhaveri	CFO	Resigned as CFO of the Company with effect from July 15, 2020.	Mr. Shardul Arvind Doshi	CFO	Appointed as CFO of the Company with effect from August 14, 2020.	Mr Naresh Lakshman Singh Kothari	Independent Director	Resigned as an Independent Director of the Company with effect from December 21, 2020 (close of business hours) due to his other pre-occupations.
Chandir G. Gidwani	Director in the category of Non-Executive Independent Director	Meeting held on August 5, 2020, regularised appointment of Mr. Chandir Gidwani as a Non - Executive Independent Director for a period upto February 6, 2025.															
Ms. Deepa Misra Harris	Appointed as Director in the category of Non-Executive Independent Director	At the Annual General Meeting held on August 5, 2020, regularised appointment of Ms. Deepa Harris as a Non - Executive Independent Director for a period upto March 24, 2025.															
Mr. Anish Sushil Jhaveri	CFO	Resigned as CFO of the Company with effect from July 15, 2020.															
Mr. Shardul Arvind Doshi	CFO	Appointed as CFO of the Company with effect from August 14, 2020.															
Mr Naresh Lakshman Singh Kothari	Independent Director	Resigned as an Independent Director of the Company with effect from December 21, 2020 (close of business hours) due to his other pre-occupations.															
		<p>The Company has complied with the provisions relating to disclosure of Director's interest.</p> <p>The Company has duly complied with the provisions relating to Key Managerial Personnel (Section 203) and payment of remuneration to managerial personnel (Section 197).</p>															
13	Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of Section 139 of the Act;	The Company has complied with the provisions of Section 139 of the Act relating to appointment/ ratification of Auditors. There was no casual vacancy in the office of Auditor during the financial year under review and hence no comment is invited in respect of the same.															
14	Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;	The Company was not required to take any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.															
15	Acceptance/ renewal/ repayment of Deposits;	The Company has not accepted/repaid any Deposits as contemplated under															



S. S. RISBUD & CO.

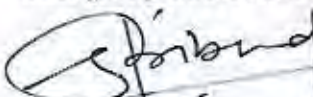
Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E) - 400 603

Ph. No: 022 25328047 Email:sanjayrisbud@yahoo.com

		Section 73 of the Act and hence no comment is invited.
16	Borrowings from its Directors, Members, Public Financial Institutions, Banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable;	The borrowings made by the Company from Banks, Public Financial Institutions and others, as the case may be is within the limits prescribed under Section 180 of the Companies Act, 2013.
17	Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;	The loans and investments made by the Company during the year, were in compliance with the provisions of Section 186 of the Companies Act, 2013.
18	Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;	The Company has not made any alteration of the provisions of the Memorandum and/ or Articles of Association of the Company during the financial year under review and hence no comment is invited in this respect.
19	Amount spent on Corporate Social Responsibility activities under Section 135 of the Act;	The Company was required to spend an amount of Rs. 81,68,774.44 on its Corporate Social Responsibility activities (including an amount of Rs. 4,79,597 which was unspent in the FY 2019-20) during the financial year under review. The Company had spent an amount of Rs. 81,70,094 during the year.

For S. S. RISBUD & CO.
Company Secretaries



Sanjay S. Risbud
Proprietor

C.P. No. 5117

UDIN : A013774C001454941

Place : Thane

Date : 17.11.2021



Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

S. S. RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E) - 400 603

Ph. No: 022 25328047 Email:sanjayrisbud@yahoo.com

Annexure- A

To,

ADF Foods Limited

Corporate Identification Number: L15400GJ1990PLC014265

83/86, GIDC Industrial Area, Nadiad, Gujarat - 387 001.

Our Certificate of even date is to be read along with this letter.

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test-check basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices we follow, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company and we rely on Auditors Independent Assessment on the same.
4. Wherever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. Our examination was limited to the verification of procedures on test-check basis.
6. The MGT-8 Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S. S. RISBUD & CO.

Company Secretaries



Sanjay S. Risbud

Proprietor

C.P. No. 5117

UDIN : A013774C001454941

Place : Thane

Date : 17.11.2021



IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/ COMMITTEES OF THE BOARD OF DIRECTORS

C. COMMITTEE MEETINGS

Details of other Committee Meetings are as under:

S. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Nomination and Remuneration Committee	09/11/2020	3	3	100
12	Corporate Social Responsibility Committee	11/05/2020	3	3	100

Details of Independent Directors Meeting is as under:

S. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Independent Directors Meeting	26/02/2021	4	4	100

For **ADF Foods Limited**


Shalaka Ovalekar
Company Secretary



Date: November 17, 2021