

1	Name of Listed Entity	ADF FOODS LIMITED
2	Scrip Code/Name of Scrip/Class of Security:	519183 / ADFFOODS / Equity
3	Quarter ending	30th September, 2021

**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 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	3	1
2	Mr.	Viren A. Merchant	00033464	Non-Executive, Non-Independent Director	24-09-2019	NA	1	2	1
3	Mr.	Ravinder Kumar Jain	00652148	Non-Executive, Independent Director	24-09-2019	24/09/2019 to 23/09/2024	2	2	Nil
4	Mr.	Jay M. Mehta	00152072	Non-Executive, Non-Independent Director	25-09-2019	NA	3	2	Nil
5	Mr.	Chandir G. Gidwani	00011916	Non-Executive, Independent Director	07-02-2020	07/02/2020 to 06/02/2025	3	4	2
6	Ms	Deepa Misra Harris	00064912	Non-Executive, Independent Director	25-03-2020	25/03/2020 to 24/03/2025	5	5	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. Chandir G. Gidwani 2. Ravinder Kumar Jain 3. Viren A. Merchant	Category 1. Chairman (ID) 2. Member (ID) 3. Member (Non-ID)	Date of Appointment 14-08-2020 27-05-2016 27-10-2009

Whether the Nomination and remuneration committee has a Regular Chairperson: Yes

2. Nomination & Remuneration Committee	Name of Committee Member 1. Chandir G. Gidwani 2. Ravinder Kumar Jain 3. Jay Mehta 4. Viren A. Merchant	Category 1. Chairman (ID) 2. Member (ID) 3. Member (Non-ID) 4. Member (Non-ID)	Date of Appointment 01-01-2021 23-05-2018 01-06-2019 30-05-2013
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Whether the Risk Management Committee has a Regular Chairperson: Yes

3. Risk Management Committee(if applicable)	Name of Committee Member 1. Chandir G. Gidwani 2. Bimal R. Thakkar 3. Shardul A. Doshi	Category 1. Chairman (ID) 2. Member (ED) 3. Member (CFO)	Date of Appointment 24-05-2021 24-05-2021 24-05-2021
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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. Deepa Misra Harris	Category 1. Chairman (Non-ID) 2. Member (ED) 3. Member (ID)	Date of Appointment 10-08-2016 22-01-2014 31-12-2020
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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 4. Deepa Misra Harris	Category 1. Chairman (Non-ID) 2. Member (ED) 3. Member (Non-ID) 4. Member (ID)	Date of Appointment 28-05-2014 28-05-2014 01-06-2019 14-08-2020
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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: 29.07.2021 and 26.08.2021	Date(s) of Meeting in the Previous quarter: 24.05.2021
Maximum Gap between any two consecutive meetings (in no. of days) - 65 days.	



IV. Meeting of Committees		
<b>1. Audit Committee</b>		
Date(s) of meeting of the Audit committee in the relevant quarter: 29.07.2021	Date(s) of Committee Meeting in the Previous quarter: 24.05.2021	
Whether requirement of quorum met (details) : Yes. In the Audit Committee Meeting held on 29.07.2021, three Committee Members were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 65 Days.		
<b>2. Stakeholders Relationship Committee</b>		
Date(s) of meeting of the Stakeholders Relationship Committee in the relevant quarter: 29.07.2021	Date(s) of Committee Meeting in the Previous quarter: 24.05.2021	
Whether requirement of quorum met (details) : Yes. In the Stakeholders Relationship Committee Meeting held on 29.07.2020, three Committee Members were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 65 Days		
<b>3. Nomination &amp; Remuneration Committee</b>		
Date(s) of meeting of the Nomination & Remuneration committee in the relevant quarter: 29.07.2021	Date(s) of Committee Meeting in the Previous quarter: 24.05.2021	
Whether requirement of quorum met (details) : Yes. In the Nomination & Remuneration Committee meeting held on 29.07.2021, four committee members were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 65 Days		
<b>4. Corporate Social Responsibility Committee</b>		
Date(s) of meeting of the Corporate Social Responsibility Committee in the relevant quarter : Nil	Date(s) of Committee Meeting in the Previous quarter: 24.05.2021	
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		
<b>V. Related Party Transactions</b>		
	<b>Subject</b>	<b>Compliance Satus (Yes/No/NA)</b>
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, 2020 is attached and marked as <b>Annexure I</b>		
<b>Note</b>		
<b>VI. Affirmations:</b>		
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)		
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		
<b>VII Affirmation</b>		
<b>Board Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA) Refer Notes Below</b>
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
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the stakeholder relationship committee at the annual general meeting	20(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 : October 13, 2021 Place: Mumbai

VIII Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them		0	0
Directors (including relatives) or any other entity controlled by them		0	0
KMPs or any other entity controlled by them		0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them		0	0
Directors (including relatives) or any other entity controlled by them		0	0
KMPs or any other entity controlled by them		0	0

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

*Shardul A. Doshi*

Shardul Doshi  
Chief Financial Officer



Date : October 13, 2021  
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 September 30, 2021.					
Period of transactions/ quarter	Name of the Related Party	Nature of Relationship	Nature of transaction	Value of Material Transaction(s) Rs.	Remarks
				Description of goods / services / expense	
July, 2021 - September, 2021	ADF Foods (India) Ltd.	100% Subsidiary	Sale of food products	17,81,928	Omnibus approval granted by the Audit Committee in its Meeting held on 29 <sup>th</sup> January, 2021 and Shareholders' approval in the AGM held on 25 <sup>th</sup> September, 2019 for Rs. 50 crores p.a.
July, 2021 - September, 2021	ADF Foods (India) Ltd.	100% Subsidiary	Subscription to Share Capital	25,00,000	Audit Committee and Board's approval obtained in their Meetings held on 29 <sup>th</sup> July, 2021.
July, 2021 - September, 2021	Shivaan Thakkar	Person in place of profit	Salary paid pursuant to employment contract	5,26,218	Board approval was obtained in the Meeting dated 29 <sup>th</sup> July, 2021.
July, 2021 - September, 2021	Sumer Thakkar	Person in place of profit	Salary paid pursuant to employment contract	4,18,839	Board approval was obtained in the Meeting dated 29 <sup>th</sup> July, 2021.
July, 2021 - September, 2021	ADF Foods (USA) Limited	100% Subsidiary	Sale of food products	1,64,99,816	Omnibus approval granted by the Audit Committee in its Meeting held on 29 <sup>th</sup> January, 2021 and Shareholders' approval in the AGM held on 25 <sup>th</sup> September, 2019 for Rs. 50 crores p.a.



Period of transactions/ quarter	Name of the Related Party	Nature of Relationship	Nature of transaction	Value of Material Transaction(s) Rs.	Remarks
July, 2021 - September, 2021	ADF Foods UK Limited	100% Subsidiary	Share Application	16,60,95,000	Board approval was obtained in the Meeting held on 9 <sup>th</sup> November, 2020.

For ADF Foods Limited



Shalaka Ovalekar  
Company Secretary

