


1	Name of Listed Entity		ADF FOODS LIMITED									
2	Scrip Code/Name of Scrip/Class of Security:		519183 / ADFFOODS / Equity									
3	Quarter ending		31st December, 2021									
I. Composition of Board of Directors												
Whether Regular Chairperson appointed: Yes												
Whether Chairperson is related to Managing Director or CEO: No												
Sr. No.	Title (Mr./ Ms)	Name of the Director	DIN	Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	No. 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	30.05.2003	01-10-2018	-	NA	3	2	3	1
2	Mr.	Viren A. Merchant	00033464	Non-Executive, Non-Independent Director	03.11.2005	24-09-2019	-	NA	1	0	2	1
3	Mr.	Ravinder Kumar Jain	00652148	Non-Executive, Independent Director	11.10.2007	24-09-2019	-	87	2	2	2	Nil
4	Mr.	Jay M. Mehta	00152072	Non-Executive, Non-Independent Director	30.05.2003	25-09-2019	-	NA	3	0	2	Nil
5	Mr.	Chandir G. Gidwani	00011916	Non-Executive, Independent Director	07.02.2020	07-02-2020	-	23	3	2	4	2
6	Ms	Deepa Misra Harris	00064912	Non-Executive, Independent Director	25.03.2020	25-03-2020	-	21	5	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 Members 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		Date of Cessation - - -			
Whether the Nomination and Remuneration Committee has a Regular Chairperson: Yes												
2. Nomination & Remuneration Committee		Name of Committee Members 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		Date of Cessation - - - -			
Whether the Risk Management Committee has a Regular Chairperson: Yes												
3. Risk Management Committee (if applicable)		Name of Committee Members 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		Date of Cessation - - -			
Whether the Stakeholders Relationship Committee has a Regular Chairperson: Yes												
4. Stakeholders Relationship Committee		Name of Committee Members 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		Date of Cessation - - -			
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		Date of Cessation - - - -			
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 previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors Present	Number of Independent Directors Present	Maximum Gap between any two consecutive Meetings (in no. of days)							
29.07.2021	-	Yes	6	3	-							
26.08.2021	-	Yes	6	3	-							
-	29.10.2021	Yes	6	3	63							



IV. Meeting of Committees					
1. Audit Committee					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors Present	Number of Independent Directors Present	Maximum Gap between any two consecutive Meetings (in no. of days)
29.07.2021	-	Yes	3	2	-
-	29.10.2021	Yes	3	2	91
2. Stakeholders Relationship Committee					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors Present	Number of Independent Directors Present	Maximum Gap between any two consecutive Meetings (in no. of days)
29.07.2021	-	Yes	3	1	-
-	29.10.2021	Yes	3	1	91
3. Nomination & Remuneration Committee					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors Present	Number of Independent Directors Present	Maximum Gap between any two consecutive Meetings (in no. of days)
29.07.2021	Nil	Yes	4	2	-
4. Corporate Social Responsibility Committee					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors Present	Number of Independent Directors Present	Maximum Gap between any two consecutive Meetings (in no. of days)
			Nil		
V. Related Party Transactions					
Subject				Compliance Status (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 the Audit Committee				Yes	
Statement of Related Party transactions for the quarter ended 31st December, 2021 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 and Remuneration Committee					
c. Stakeholders Relationship Committee					
d. Risk Management Committee (as applicable)					
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 : January 11, 2022 Place: Mumbai	



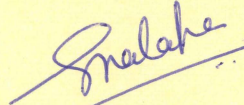
ANNEXURE I

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 December 31, 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
October, 2021 - December, 2021	ADF Foods (India) Ltd.	100% Subsidiary	Sale of food products	9,73,672	Omnibus approval granted by the Audit Committee in its Meeting held on 29 th January, 2021 and Shareholders' approval in the AGM held on 25 th September, 2019 for Rs. 50 crores p.a.
October, 2021 - December, 2021	Shivaan Thakkar	Person in place of profit	Salary paid pursuant to employment contract	8,32,062	Board approval for appointment was obtained in the Meeting held on 12 th February, 2019.
October, 2021 - December, 2021	Sumer Thakkar	Person in place of profit	Salary paid pursuant to employment contract	7,05,511	Board approval for appointment was obtained in the Meeting held on 14 th August, 2020.
October, 2021 - December, 2021	ADF Holdings (USA) Limited	100% Subsidiary	Sale of food products	4,28,45,061	Omnibus approval granted by the Audit Committee in its Meeting held on 29 th January, 2021 and Shareholders' approval in the AGM held on 25 th September, 2019 for Rs. 50 crores p.a.
October, 2021 - December, 2021	ADF Foods (USA) Limited	100% Subsidiary	Sale of food products	92,81,845	Omnibus approval granted by the Audit Committee in its Meeting held on 29 th January, 2021 and Shareholders' approval in the AGM held on 25 th 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
October, 2021 - December, 2021	ADF Foods UK Limited	100% Subsidiary	Sale of food products	1,50,71,025	Omnibus approval granted by the Audit Committee in its Meeting held on 29 th January, 2021 and Shareholders' approval in the AGM held on 25 th September, 2019 for Rs. 50 crores p.a.

For **ADF Foods Limited**


Shalaka Ovalekar
Company Secretary

