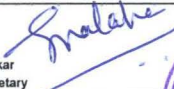



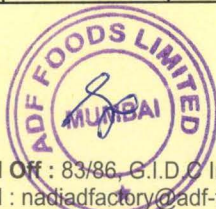
1	Name of Listed Entity		ADF FOODS LIMITED									
2	Scrip Code/Name of Scrip/Class of Security:		519183 / ADFFOODS / Equity									
3	Quarter ending		30th June, 2022									
I. Composition of Board of Directors												
Whether Regular Chairperson appointed: Yes												
Whether Chairperson 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	-	93	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	-	29	3	2	4	2
6	Ms	Deepa Misra Harris	00064912	Non-Executive, Independent Director	25.03.2020	25-03-2020	-	27	5	5	6	1
II. Composition of Committees												
Whether the Audit Committee has a Regular Chairperson: Yes												
Name of Committee												
1. Audit Committee												
Name of Committee Members				Category				Date of Appointment		Date of Cessation		
1. Chandir G. Gidwani				1. Chairman (ID)				14-08-2020		-		
2. Ravinder Kumar Jain				2. Member (ID)				27-05-2016		-		
3. Viren A. Merchant				3. Member (Non-ID)				27-10-2009		-		
4. Deepa Misra Harris				4. Member (ID)				20.05.2022		-		
Whether the Nomination and Remuneration Committee has a Regular Chairperson: Yes												
2. Nomination & Remuneration Committee												
Name of Committee Members				Category				Date of Appointment		Date of Cessation		
1. Chandir G. Gidwani				1. Chairman (ID)				01-01-2021		-		
2. Ravinder Kumar Jain				2. Member (ID)				23-05-2018		-		
3. Jay Mehta				3. Member (Non-ID)				01-06-2019		-		
Whether the Risk Management Committee has a Regular Chairperson: Yes												
3. Risk Management Committee (if applicable)												
Name of Committee Members				Category				Date of Appointment		Date of Cessation		
1. Chandir G. Gidwani				1. Chairman (ID)				24-05-2021		-		
2. Bimal R. Thakkar				2. Member (ED)				24-05-2021		-		
3. Shardul A. Doshi				3. Member (CFO)				24-05-2021		-		
Whether the Stakeholders Relationship Committee has a Regular Chairperson: Yes												
4. Stakeholders Relationship Committee												
Name of Committee Members				Category				Date of Appointment		Date of Cessation		
1. Viren A. Merchant				1. Chairman (Non-ID)				10-08-2016		-		
2. Bimal R. Thakkar				2. Member (ED)				22-01-2014		-		
3. Deepa Misra Harris				3. Member (ID)				31-12-2020		-		
Whether the Corporate Social Responsibility Committee has a Regular Chairperson: Yes												
5. Corporate Social Responsibility Committee												
Name of Committee Member				Category				Date of Appointment		Date of Cessation		
1. Viren A. Merchant				1. Chairman (Non-ID)				28-05-2014		-		
2. Bimal R. Thakkar				2. Member (ED)				28-05-2014		-		
3. Jay Mehta				3. Member (Non-ID)				01-06-2019		-		
4. Deepa Misra Harris				4. Member (ID)				14-08-2020		-		
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)							
31.01.2022	-	Yes	6	3	-							
16.03.2022	-	Yes	3	2	43							
-	29.04.2022	Yes	5	3	43							
-	20.05.2022	Yes	6	3	20							
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)							
31.01.2022	-	Yes	3	2	-							
-	20.05.2022	Yes	3	2	108							
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)							
31.01.2022	-	Yes	3	1	-							
-	20.05.2022	Yes	3	1	108							
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)							
-	20.05.2022	Yes	3	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)							
-	20.05.2022	Yes	4	1	-							
5. Risk Management 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)							
30.03.2022	-	Yes	1	-	-							



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:	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:</p> <p>a. Audit Committee</p> <p>b. Nomination and Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk Management Committee (as applicable)</p> <p>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.</p> <p>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.</p> <p>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</p>	
 Shalaka Ovalekar Company Secretary	 Date : July 21, 2022 Place: Mumbai

ANNEXURE I

ADF FOODS LTD.					
Statement of Transactions with Related Parties under Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter Ended June 30, 2022.					
(I) Transactions between the Listed Entity and the Related Parties:					
Period of transactions/ quarter	Name of the Related Party	Nature of Relationship	Nature of transaction	Value of Transaction (s) Rs.	Remarks
					Description of goods / services / expense
April, 2022 - June, 2022	ADF Foods (India) Ltd.	100% Subsidiary	Sale of food products	16,03,225	Omnibus approval granted by the Audit Committee in its Meeting held on 31 st January, 2022 and Shareholders' approval through Postal Ballot obtained on 12 th December, 2021 for Rs. 100 crores p.a.
April, 2022 - June, 2022	Telluric Foods Limited	Subsidiary	Investment	3,00,000	Board Approval was obtained in the Meeting held on 20 th May, 2022.
April, 2022 - June, 2022	Shivaan Thakkar	Person in place of profit	Salary paid pursuant to employment contract	5,62,668	Board approval for appointment was obtained in the Meeting held on 12 th February, 2019.
April, 2022 - June, 2022	Sumer Thakkar	Person in place of profit	Salary paid pursuant to employment contract	4,73,185	Board approval for appointment was obtained in the Meeting held on 14 th August, 2020.
April, 2022 - June, 2022	ADF Foods UK Limited	100% Subsidiary	Sale of food products	36,71,031	Omnibus approval granted by the Audit Committee in its Meeting held on 31 st January, 2022 and Shareholders' approval through Postal Ballot obtained on 12 th December, 2021 for Rs. 100 crores p.a.
April, 2022 - June, 2022	Vibrant Foods New Jersey LLC	Step-down Subsidiary	Sale of food products	3,29,93,304	Omnibus approval granted by the Audit Committee in its Meeting held on 31 st January, 2022 and Shareholders' approval through Postal Ballot obtained on 12 th December, 2021 for Rs. 100 crores p.a.





FOODS LTD.

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April, 2022 - June, 2022	ADF Foods (USA) Limited	Step-down Subsidiary	Re-imbursment of Expenses	60,73,600	Omnibus approval granted by the Audit Committee in its Meeting held on 31 st January, 2022 and Shareholders' approval through Postal Ballot obtained on 12 th December, 2021 for Rs. 100 crores p.a.
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(II) Transactions between the Subsidiary(ies) of the Listed Entity and Related Parties:

A. Transaction of ADF Holdings (USA) Limited, 100% Subsidiary of the Company.					
Period of transactions/ quarter	Name of the Related Party	Nature of Relationship	Nature of transaction	Value of Transaction (s) Rs.	Remarks
April, 2022 - June, 2022	Vibrant Foods New Jersey LLC	70% Subsidiary	Sale of food products	3,82,33,229	-
April, 2022 - June, 2022	Vibrant Foods New Jersey LLC	70% Subsidiary	Expenses Sharing	70,42,578	-
April, 2022 - June, 2022	Bimal Thakkar	Key Managerial Personnel	Remuneration	78,76,499	-
April, 2022 - June, 2022	ADF Foods (USA) Limited	100% Subsidiary	Interest on loan	5,15,390	-

B. Transaction of Vibrant Foods New Jersey LLC, Step Down Subsidiary of the Company.					
Period of transactions/ quarter	Name of the Related Party	Nature of Relationship	Nature of transaction	Value of Transaction (s) Rs.	Remarks
April, 2022 - June, 2022	Shirish Dubey	Key Managerial Personnel	Remuneration	29,12,906	-
April, 2022 - June, 2022	ADF Foods (USA) Limited	Associate Subsidiary	Sale of food products.	24,35,929	-
April, 2022 - June, 2022	ADF Holdings (USA) Limited	Parent Company	Expenses Sharing	31,21,201	-

For ADF Foods Limited

Shalaka
Shalaka Ovalekar
Company Secretary

