

Format of Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: ADF Foods Limited
Quarter ending on: 31st March, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A.	Remarks
II. Board of Directors	49 II		
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49(II B)	Yes	-
(C) Non- executive Directors' Compensation & Disclosures	49 (IIC)	Yes	-
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
IV. Nomination and Remuneration Committee	49 (IV)	Yes	-
V. Subsidiary Companies	49 (V)	Yes	-
VI. Risk Management	49 (VI)	Yes	49 (VI C)- Not applicable
VII. Related Party Transactions	49 (VII)	Yes	-
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	-
(C) Remuneration of Directors	49 (VIII C)	Yes	-
(D) Management	49 (VIII D)	Yes	-
(E) Shareholders	49 (VIII E)	Yes	-
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII F)	Yes	
IX. CEO/CFO Certification	49 (IX)	Yes	-
X. Report on Corporate Governance	49 (X)	Yes	-
XI. Compliance	49 (XI)	Yes	-

For ADF FOODS LTD

Sd/-

Date: 08/04/2015

Shalaka Ovalekar
Company Secretary

Encl: Statement of Material Transactions with Related Parties under Clause 49 (VIII A) of the Listing Agreement

ADF FOODS LTD.					
Statement of Material Transactions with Related Parties under Clause 49 (VIII A) of the Listing Agreement for the quarter ended 31st March, 2015.					
<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>
			<i>Description of goods / services / expense</i>		
Jan 15-Mar15	ADF Foods (India) Ltd	Wholly Owned Subsidiary	Sale of Food Products	35,04,597	Omnibus approval granted by the Audit Committee in its meeting held on 11th November, 2014 & Shareholders approval in the Agm held on 24th September, 2014 for Rs. 50 crores p.a.
Jan 15-Mar15	MH Foods Pvt. Ltd.	Relatives of Directors are holding position of Directors in M H Foods Pvt. Ltd.	Purchase of goods	10,997	Omnibus approval granted by the Audit Committee in its meeting held on 11th November, 2014 & Shareholders approval in the Agm held on 24th September, 2014 for Rs. 10 Lakhs p.a.
Jan 15-Mar15	Ramesh H. Thakkar	Relative of Directors.	Rent paid for usage of bungalow owned by Ramesh H.Thakkar	50,000	Omnibus approval granted by the Audit Committee in its meeting held on 11th November, 2014 for Rs. 50,000 p.a.
Jan 15-Mar15	Mishal A. Thakkar	Person in place of profit	Salary paid pursuant to employment contract	2,78,199	Omnibus approval granted by the Audit Committee in its meeting held on 11th November, 2014 & Shareholders approval in the Agm held on 24th September, 2014 for CTC Rs. 11.25 Lakhs p.a.

*Advances given to Wholly Owned Subsidiary i.e. ADF Foods (India) Limited and ADF Foods (UK) Ltd. have not been included in the above computation as the same are exempted under Section 186 of the Companies Act, 2013.