

Annexure – XI to the Listing Agreement**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

Name of the Company: ADF Foods Limited
Quarter ending on: 30th September, 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(IIB)	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	The Chairman of the Audit Committee did not attend the AGM held on 30 th September, 2015 due to urgent official preoccupation.
(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

Date: 12/10/2015

Sd/-
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 30th September, 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>					
July 15-September 15	ADF Foods (India) Ltd	Wholly Owned Subsidiary	Sale of Food Products	4,413,107	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.
July 15-September 15	Mishal A. Thakkar	Person in place of profit	Salary paid pursuant to employment contract	347,395	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.
<ul style="list-style-type: none"> The funds given to Wholly Owned Subsidiary i.e. ADF Foods (UK) Ltd. towards subscription of preference shares have not been included in the above computation as the same are exempted under Section 186 of the Companies Act, 2013. 					