

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, 2019

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 25(1) 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	4	1
2	Mr.	Viren A. Merchant	00033464	Non-Executive, Independent Director	24/09/2014	24/09/2014 to 23/09/2019	1	2	2
3	Mr.	Ravinder Kumar Jain	00652148	Non-Executive, Independent Director	24/09/2014	24/09/2014 to 23/09/2019	2	2	1
4	Ms.	Anjali Seth	05234352	Non-Executive, Independent Director	10-03-15	10/03/2015 to 09/03/2020	7	6	2
5	Mr.	Naresh L. Kothari	00012523	Non-Executive, Independent Director	12-05-17	12/05/2017 to 11/05/2022	3	2	Nil
6	Mr.	Jay M. Mehta	00152072	Non-Executive, Non - Independent Director	12-02-19	NA	3	2	Nil

II. Composition of Committees
Whether the Audit Committee has a Regular Chairperson: Yes

Name of Committee			
1. Audit Committee	Name of Committee Member 1. Viren A. Merchant 2. Ravinder Kumar Jain 3. Bimal R. Thakkar	Category 1. Chairman (ID) 2. Member (ID) 3. Member (ED)	Date of Appointment 27-10-2009 27-05-2016 23-05-2018

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

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

3. Risk Management Committee(if applicable)	NA	NA	
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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. Naresh L. Kothari	Category 1. Chairman (ID) 2. Member (ED) 3. Member (ID)	Date of Appointment 10-08-2016 22-01-2014 23-05-2018
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Whether the Corporate Social Responsibility Committee has a Regular Chairperson: Yes

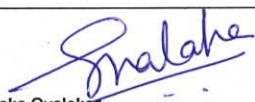
5. Corporate Social Responsibility Committee	Name of Committee Member 1. Viren A. Merchant 2. Anjali Seth 3. Bimal R. Thakkar 4. Jay Mehta	Category 1. Chairman (ID) 2. Member (ID) 3. Member (ED) 4. Member (Non - ID)	Date of Appointment 28-05-2014 23-05-2018 28-05-2014 01-06-2019
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Category 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: 22.05.2019 and 19.06.2019	Date(s) of Meeting in the Previous quarter: 12.02.2019 and 13.03.2019
Maximum Gap between any two consecutive meetings (in no. of days) - 69 days.	




IV. Meeting of Committees	
1. Audit Committee	
Date(s) of meeting of the Audit committee in the relevant quarter: 22.05.2019	Date(s) of Committee Meeting in the Previous quarter: 11.02.2019
Whether requirement of quorum met (details) : Yes. In the Audit Committee Meeting held on 22.05.2019, three Committee Members were present.	
Maximum Gap between any two consecutive meetings (in no. of days) - 99 Days.	
2. Stakeholders Relationship Committee	
Date(s) of meeting of the Stakeholders Relationship Committee in the relevant quarter: 22.05.2019	Date(s) of Committee Meeting in the Previous quarter: 12.02.2019
Whether requirement of quorum met (details) : Yes. In the Stakeholders Relationship Committee Meeting held on 22.05.2019, three Committee Members were present.	
Maximum Gap between any two consecutive meetings (in no. of days) - 98 Days	
3. Nomination & Remuneration Committee	
Date(s) of meeting of the Nomination & Remuneration committee in the relevant quarter : 22.05.2019	Date(s) of Committee Meeting in the Previous quarter: 12.02.2019 and 13.03.2019.
Whether requirement of quorum met (details) : Yes. In the Nomination & Remuneration Committee meeting held on 22.05.2019, three committee members were present.	
Maximum Gap between any two consecutive meetings (in no. of days) - 69 Days.	
4. Corporate Social Responsibility Committee	
Date(s) of meeting of the Corporate Social Responsibility Committee in the relevant quarter : 22.05.2019	Date(s) of Committee Meeting in the Previous quarter: NA
Whether requirement of quorum met (details) : Yes	
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	
V. Related Party Transactions	
Subject	Compliance Satus (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 Audit Committee	YES
Statement of Related Party transactions for the quarter ended 30th June, 2019 is attached and marked as Annexure I	
Note	
VI. Affirmations:	
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee (applicable to the top 100 listed entities) - NA The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 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. 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 Ovajekar Company Secretary	Date : 12th July, 2019 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 30 th June, 2019.					
Period of transactions / quarter	Name of the Related Party	Nature of Relationship	Nature of transaction	Value of Material Transaction (s) Rs.	Remarks
April, 2019- June, 2019	ADF Foods (India) Ltd	100% Subsidiary	Sale of food products	12,13,745	Omnibus approval granted by the Audit Committee in its meeting held on 22 nd May, 2019 and Shareholders' approval in the AGM held on 28 th September, 2016 for Rs. 50 crores p.a.
April, 2019- June, 2019	Shivaan Thakkar	Person in place of profit	Salary paid pursuant to employment contract	3,54,320	Board approval was obtained in the Meeting dated 12 th February, 2019.
April, 2019- June, 2019	ADF Foods (USA) Ltd.	Step down Subsidiary	Sale of food products	19,99,440	Omnibus approval granted by the Audit Committee in its meeting held on 22 nd May, 2019 and Shareholders' approval in the AGM held on 28 th September, 2016 for Rs. 50 crores p.a.
April, 2019- June, 2019	ADF Foods (UK) Ltd	100 % Subsidiary	Advances	6,31,35,000	Board approval was obtained in the Meeting held on 22 nd May, 2019.

For ADF FOODS LTD


Shalaka Ovalekar
Company Secretary

