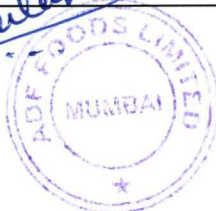


1	Name of Listed Entity			ADF FOODS LIMITED						
2	Scrip Code/Name of Scrip/Class of Security:			519183 / ADFFOODS / Equity						
3	Quarter ending			30th September 2019						
I. Composition of Board of Directors										
Whether the listed entity has a Regular Chairperson: Yes										
Sr. No.	Title (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	24-09-19	24/09/2019 to 23/09/2024	1	2	2	
3	Mr.	Ravinder Kumar Jain	00652148	Non-Executive, Independent Director	24-09-19	24/09/2019 to 23/09/2024	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	
Whether the Risk Management Committee has a Regular Chairperson: NA										
3. Risk Management Committee(if applicable)				NA			NA			
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	
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	
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: 10.08.2019				Date(s) of Meeting in the Previous quarter: 22.05.2019 and 19.06.2019						
Maximum Gap between any two consecutive meetings (in no. of days) - 51 days.										



IV. Meeting of Committees		
1. Audit Committee		
Date(s) of meeting of the Audit committee in the relevant quarter: 08.08.2019	Date(s) of Committee Meeting in the Previous quarter: 22.05.2019	
Whether requirement of quorum met (details) : Yes. In the Audit Committee Meeting held on 08.08.2019, three Committee Memebers were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 77 Days.		
2. Stakeholders Relationship Committee		
Date(s) of meeting of the Stakeholders Relationship Committee in the relevant quarter: 10.08.2019	Date(s) of Committee Meeting in the Previous quarter: 22.05.2019	
Whether requirement of quorum met (details) : Yes. In the Stakeholders Relationship Committee Meeting held on 10.08.2019, two Committee Memebers were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 79 Days		
3. Nomination & Remuneration Committee		
Date(s) of meeting of the Nomination & Remuneration committee in the relevant quarter : 10.08.2019	Date(s) of Committee Meeting in the Previous quarter: 22.05.2019	
Whether requirement of quorum met (details) : Yes. In the Nomination & Remuneration Committee meeting held on 10.08.2019, three committee members were present.		
Maximum Gap between any two consecutive meetings (in no. of days) - 79 Days.		
4. Corporate Social Responsibility Committee		
Date(s) of meeting of the Corporate Social Responsibility Committee in the relevant quarter : NA	Date(s) of Committee Meeting in the Previous quarter: 22.05.2019	
Whether requirement of quorum met (details) : NA		
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 September, 2019 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 & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities) - NA</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>		
VII Affirmation		
Board Heading	Regulation Number	Compliance Status (Yes/No/NA) Refer Notes Below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes - Chairperson of the Audit Committee was present at the Annual General Meeting
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the stakeholder relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Shajaka Ovalakar
Company Secretary



Date : 11th October, 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 30th September, 2019.					
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		
July, 2019-Sept, 2019	ADF Foods (India) Ltd	100% Subsidiary	Sale of food products	16,27,911	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.
July, 2019-Sept, 2019	Shivaan Thakkar	Person in place of profit	Salary paid pursuant to employment contract	3,37,320	Board approval was obtained in the Meeting dated 12 th February, 2019.
April, 2019-Sept, 2019	ADF Foods (UK) Ltd	100 % Subsidiary	Advances	8,07,29,375	Board approval was obtained in the Meeting held on 22 nd May, 2019.

For **ADF FOODS LTD**


Shalaka Ovalekar
Company Secretary

