

July 8, 2020

DCS-CRD

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

DCS-CRD

National Stock Exchange of India Limited

Exchange Plaza,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

Scrip Code: 519183

Symbol: ADFFOODS

Dear Sir/Madam,

Sub: Notice of the 30th Annual General Meeting (AGM).

The details pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 are given herein below:

1. Date of Notice of AGM to be held on 5th August, 2020: 11th May, 2020.
2. Agenda proposed to be taken up, resolution to be passed, manner of approval proposed, etc.:

Item No.	Resolution	Manner of approval
1.	To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet as at 31 st March, 2020, Statement of Profit & Loss for the Financial Year ended 31 st March, 2020, Cash Flow Statement and Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	To confirm the payment of the first interim dividend of Rs. 1.50/- per equity share and second interim dividend of Rs. 1.50/- per equity share aggregating to Rs. 3/- per equity share of Rs. 10/- each for the Financial Year 2019-20.	Ordinary Resolution
3.	To appoint a Director in place of Mr. Jay M. Mehta (DIN: 00152072), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution
4.	To consider appointment of Mr. Chandir G. Gidwani (DIN: 00011916) as Non-Executive Independent Director of the Company.	Ordinary Resolution
5.	To consider appointment of Ms. Deepa Misra Harris (DIN: 00064912) as Non-Executive Independent Director of the Company.	Ordinary Resolution

Notice of the AGM is enclosed herewith.

Request you to kindly take the same on your record.

Thanking you.

Yours truly,

For **ADF Foods Limited**

SHALAKA S
OVALEKAR
Digitally signed by
SHALAKA S
OVALEKAR
Date: 2020.07.08
20:28:18 +05'30'

Shalaka Ovalekar
Company Secretary

Encl: A/a

NOTICE OF THE 30TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirtieth Annual General Meeting** of the Members of **ADF FOODS LIMITED** will be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") on Wednesday, August 5, 2020 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS

- (1) To receive, consider and adopt the Audited Financial Statements of the Company, namely:
 - a) The Audited Standalone and Consolidated Balance Sheet as at 31st March, 2020;
 - b) The Audited Standalone and Consolidated Statement of Profit and Loss for the financial year ended 31st March, 2020;
 - c) The Audited Standalone and Consolidated Cash Flow Statement for the financial year ended 31st March, 2020;
 - d) Notes annexed to, or forming part of, the documents referred to in (a) to (c) above and the Reports of the Board of Directors and Auditors thereon.
- (2) To confirm the payment of the first interim dividend of ₹ 1.50/- per equity share and second interim dividend of ₹ 1.50/- per equity share aggregating to ₹ 3/- per equity share of ₹ 10/- each for the Financial Year 2019-20.
- (3) To appoint a Director in place of Mr. Jay M. Mehta (DIN: 00152072), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

- (4) To consider and, if thought fit, to pass with or without modification/s, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 16, 25 & 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Chandir G. Gidwani (DIN: 00011916), who was appointed as an Additional Director in the category of 'Non-Executive Independent Director' with effect from February 7, 2020 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Non-Executive Independent Director of the Company for a period upto February 6, 2025, not liable to retire by rotation."

- (5) To consider and, if thought fit, to pass with or without modification/s, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 16, 25 & 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Deepa Misra Harris (DIN: 00064912), who was appointed as an Additional Director in the category of 'Non-Executive Independent Director' with effect from March 25, 2020 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Non-Executive Independent Director of the Company for a period upto March 24, 2025, not liable to retire by rotation."

NOTES

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC or OAVM without the physical presence of the Members at a common venue. In compliance with the relevant provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and these aforesaid MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. A Member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint one or more proxies to attend and vote instead of himself/ herself and such proxies need not be Members of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to scrutinizer@adf-foods.com with a copy marked to the Company at csasst@adf-foods.com and to its RTA at instameet@linkintime.co.in.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. At the Twenty-Ninth AGM held on September 25, 2019, the Members approved the appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Registration No. 104607W/W100166) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the AGM to be held for the Financial Year 2023-24. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the Thirtieth AGM.
5. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to ordinary/ special business to be transacted at the Meeting is annexed hereto.
6. The relevant details of Directors seeking appointment under Item No. 4 and 5 of the Notice, as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereafter referred as the SEBI LODR Regulations, 2015) and Secretarial Standards 2 are also annexed.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 30th July, 2020 to Wednesday, 5th August, 2020 (both days inclusive).
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e. August 5, 2020. Members seeking to inspect such documents can send an e-mail to csasst@adf-foods.com.

9. The Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) have advised all listed companies to mandatorily use the Electronic Clearing Services (ECS) mandate facility wherever possible for payment of dividend to the Members. In view of this stipulation, the Company has implemented the ECS facility. Members holding shares in physical form are requested to provide the Company with ECS details for crediting the future dividend payment directly to their respective bank accounts. The Company shall be able to co-ordinate with the bankers only on receipt of necessary information. The Members holding shares in electronic form may instruct their Depository Participants (DPs) accordingly.
10. Members are hereby informed that dividends for the Financial Years 2012-13, 2013-14, 2014-15, 2016-17 and 2019-20 (two Interim Dividends) remaining unpaid or unclaimed over a period of seven years from the date of transfer of such dividends to the respective Unpaid Dividend Account(s) of the Company have to be transferred by the Company to the Investor Education and Protection Fund (IEPF). During the year under review, dividend pertaining to the financial year 2011-12 (Final) amounting to ₹ 10,11,704/- which remained unpaid or unclaimed for a period of 7 consecutive years were transferred by the Company to the Investor Education and Protection Fund.

The following are the details of dividends declared by the Company and their respective due dates of transfer to IEPF, which remain unencashed /unclaimed.

Year	Type of Dividend	Dividend per share	Date of Declaration	Due date for transfer to IEPF
2012-13	Final	₹ 1.50	31 st July, 2013	31 st August, 2020
2013-14	Final	₹ 1.50	24 th September, 2014	24 th October, 2021
2014-15	Final	₹ 1.50	30 th September, 2015	30 th October, 2022
2016-17	Final	₹ 2.50	23 rd August, 2017	23 rd September, 2024
2019-20 (1 st Interim)	Interim	₹ 1.50	11 th November, 2019	17 th December, 2026
2019-20 (2 nd Interim)	Interim	₹ 1.50	7 th February, 2020	14 th March, 2027

The Members are requested to encash their Dividend Warrants for these years, if not already done.

In view of the outbreak of COVID-19 pandemic in India, the Company is unable to send individual notices to those shareholders who have not claimed their dividend for seven (7) consecutive years or more in accordance with the IEPF Rules. However, once the normalcy returns, the Company shall arrange to send letters to the Members whose dividend amounts from the year 2012-13 remained unpaid/ unclaimed as per the Company's records requesting such shareholders to claim the same before being transferred to the IEPF Authority. The Company has uploaded the details of such Members and their shares due for transfer to the IEPF Authority on its website www.adf-foods.com under the heading "IEPF Transfer List" to enable such Members to verify the details of their unencashed dividends and the shares liable to be transferred to the IEPF Authority.

Members are requested to note that no claim shall lie against the Company in respect of any shares/ dividend so transferred to the IEPF Authority.

As per Section 124(5) of the Companies Act, 2013, the Company has transferred the shares of those shareholders whose dividend remained to be encashed/claimed for seven consecutive years or more. The details of such shareholders have been uploaded on the Company's website under the heading "IEPF Transfer List".

11. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar & Transfer Agents.
12. Members holding shares in physical form are requested to notify/ send the following to the Company's Registrar and Share Transfer Agents to facilitate better service:
 - any change in their address/ mandate/ bank details
 - particulars of their bank account in case the same have not been sent earlier, and
 - share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
15. Members who would like to ask any questions on the Financial Statements are requested to send their questions through email on co_secretary@adf-foods.com at least 10 days before the Annual General Meeting to enable the Company to answer their queries satisfactorily.
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Depository Participants ('DP') for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. **Shareholders who have not got their e-mail address registered or wish to update a fresh e-mail address may do so by submitting the attached E-mail Registration-Cum Consent Form duly filled and signed alongwith a self-attested scanned copy of their PAN Card and AADHAAR Card to the Company at the e-mail address csasst@adf-foods.com consenting to send the Annual Report and other documents in electronic form.**
18. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 36 of the SEBI LODR Regulations, 2015, as amended, electronic copy of the Notice and Annual Report 2019-20 is being sent to the Members whose e-mail IDs are registered with the Company/ Depository Participant(s) (in case of shares held in demat form) or with Link Intime India Private Limited (in case of shares held in physical form).

As per the MCA General Circular 20/2020 dated 5th May, 2020, the Annual Report 2019-20 will be sent through electronic mode to only those Members whose e-mail IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant.

Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report 2019-20 will be available on the Company's website www.adf-foods.com; websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively.
19. Nomination facility for shares is available for Members. For Members holding shares in physical form, the prescribed form can be obtained from the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited having address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai - 400 083. For Members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
20. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register their e-mail IDs with M/s. Link Intime India Private Limited for receiving the Annual Report and other communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended.
21. Since the AGM will be held through VC/OAVM, the Route map of the Venue of the AGM is not annexed to this Notice.

22. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited (LIPL), on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members the facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited (LIPL).

The facility for e-voting shall also be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting.

- II. The Member(s) who have cast their vote by remote e-voting prior to the Annual General Meeting, may also attend/participate in the Annual General Meeting through VC/OAVM but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on Saturday, 1st August, 2020 and ends on Tuesday, 4th August, 2020. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 29th July, 2020, may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time. The remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

A person who is a Member as on the cut-off date shall only be entitled for availing the Remote e-voting facility or e-voting at the Meeting.

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- IV. The process and manner for remote e-voting is as under:

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID.
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. + Folio Number registered with the Company.

5. Your Password details are given below:

If you are using e-Voting system of LI IPL:

<https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section, register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form		
PAN		Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with Depository Participant or in the Company record are requested to use the sequence number which is shared in the mail sent by LI IPL indicated in the PAN Field.
DOB/ DOI		Enter the DOB (Date of Birth)/ DOI as recorded with Depository Participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
Or		
Dividend Bank Details		Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio number. Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the Depository Participants or Company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/ or voted on an earlier voting of any company, then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid e-mail address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/ her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details, etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.

7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian/ Mutual Fund/ Corporate Body'.

They are also required to upload a scanned certified true copy of the Board Resolution/ authority letter/ power of attorney, etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the 'Custodian/ Mutual Fund/ Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/ demat account shall choose the voting process separately for each of the folios/ demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an e-mail to enotices@linkintime.co.in or Call on 022-49186175.

A copy of this Notice has been placed on the website of the Company and the website of Link Intime India Pvt. Ltd.

- The voting period begins on Saturday, August 1, 2020 and ends on Tuesday, August 4, 2020. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, July 29, 2020 may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Pvt. Ltd. for voting thereafter.

Instructions for Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the Scrutiniser during the Meeting, the Members who have not exercised their vote through the remote e-voting can cast their vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered e-mail ID) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired.

Enter the number of shares (which represents No. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Members who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the Meeting.

Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the Meeting.

In case the Members have any queries or issues regarding e-voting, you can write an e-mail to instameet@linkintime.co.in or Call on 022-49186175.

V. Instructions for Members for attending the AGM through InstaMeet (VC/OVAM):

Instructions for Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

- 1) Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
- 2) Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Members with > 2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, etc. may be allowed to the Meeting without restrictions of first come first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the Meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
- 3) Members will be provided with InstaMeet facility wherein they shall register their details and attend the Annual General Meeting as under:
 1. Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with your following details:
 - a. Demat Account No.: Enter your 16 digit Demat Account Number or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
 2. Click "Go to Meeting"

Note:

Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the Members have any queries or issues regarding e-voting, they can write an e-mail to instameet@linkintime.co.in or Call on 022-49186175.

Instructions for Members to register themselves as Speakers during Annual General Meeting:

Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, e-mail id, mobile number at csasst@adf-foods.com from July 30, 2020 (9:00 a.m. IST) to August 1, 2020 (5:00 p.m. IST).

Members who would like to ask questions, may send their questions in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at csasst@adf-foods.com. The same will be replied by the Company suitably.

Note:

Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the Meeting.

VI. Other Instructions

Mr. Sanjay S. Risbud, Practicing Company Secretary has been appointed as Scrutinizer for the purpose of remote e-voting and e-voting at the AGM. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and Link Intime India Pvt. Ltd. immediately after declaration of results by the Chairman or person authorized by him in writing. The results would be communicated to BSE Limited/ National Stock Exchange of India Limited and will be placed on their website thereafter. The result will also be displayed on the Notice Board of the Company at its Registered Office and the Corporate Office.

Mumbai, May 11, 2020

Regd. Office :

83/86 GIDC Industrial Estate, Nadiad 387 001, Gujarat

Tel.: 0268-2551381/2, Fax: 0268-2565068;

E-mail: info@adf-foods.com;

website: www.adf-foods.com

CIN: L15400GJ1990PLC014265

By order of the Board
For ADF FOODS LIMITED

Shalaka Ovalekar
Company Secretary
ACS A15274

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 102(1) of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Item Nos. 4 and 5 of the Notice.

Item No. 4: Appointment of Mr. Chandir G. Gidwani as a Non-Executive Independent Director

The Board of Directors appointed Mr. Chandir G. Gidwani as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from February 7, 2020, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Chandir G. Gidwani will hold office up to the date of the ensuing Annual General Meeting.

The Company has received from Mr. Chandir G. Gidwani, (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Chandir G. Gidwani fulfils the conditions specified under the Companies Act, 2013 and Rules framed thereunder for appointment as an Independent Director and he is independent of the management.

Disclosure under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Statement setting out material facts.

Presently, Mr. Chandir Gidwani does not hold any shares in the Company.

Mr. Chandir G. Gidwani is not related to any other Directors of the Company.

No Board Meetings were held from the date of appointment of Mr. Chandir G. Gidwani i.e. 7th February, 2020 till 31st March, 2020.

Mr. Chandir G. Gidwani's appointment as an Independent Director of the Company would be upto 6th February, 2025. During the tenure, he shall be paid remuneration by way of sitting fees for the Meetings of the Board and its Committees as may be decided by the Board from time to time.

The Board considers that the association of Mr. Chandir G. Gidwani would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Chandir G. Gidwani as an Independent Director.

In compliance with provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Chandir G. Gidwani as Independent Director is now being placed before the Members for their approval. The copy of the draft letter of appointment and the terms and conditions of appointment of Mr. Chandir G. Gidwani, shall be open for inspection in electronic mode during business hours between 11.00 a.m. and 1.00 p.m. on all working days, excluding Saturdays, Sundays and Public Holidays upto the date of Annual General Meeting. Members can inspect the same by sending an e-mail to csasst@adf-foods.com.

The letter containing the terms and conditions of appointment of Independent Director is also available on the Company's website: www.adf-foods.com.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 4 of the accompanying Notice for approval by the Members.

Except Mr. Chandir G. Gidwani, being an appointee, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in the Resolution set out in Item No. 4.

Item No. 5: Appointment of Ms. Deepa Misra Harris as a Non-Executive Independent Director

The Board of Directors appointed Ms. Deepa Misra Harris as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from March 25, 2020, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Deepa Misra Harris will hold office up to the date of the ensuing Annual General Meeting.

The Company has received from Ms. Deepa Misra Harris, (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Ms. Deepa Misra Harris fulfils the conditions specified under the Companies Act, 2013 and Rules framed thereunder for appointment as an Independent Director and she is independent of the management.

Disclosure under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Statement setting out material facts.

Presently, Ms. Deepa Misra Harris does not hold any shares in the Company.

Ms. Deepa Misra Harris is not related to any other Directors of the Company.

No Board Meetings were held from the date of appointment of Ms. Deepa Misra Harris i.e. 25th March, 2020 till 31st March, 2020.

Ms. Deepa Misra Harris's appointment as an Independent Director of the Company would be upto 24th March, 2025. During the tenure she shall be paid remuneration by way of sitting fees for the Meetings of the Board and its Committees as may be decided by the Board from time to time.

The Board considers that the association of Ms. Deepa Misra Harris would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Deepa Misra Harris as an Independent Director.

In compliance with provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Ms. Deepa Misra Harris as Independent Director is now being placed before the Members for their approval. The copy of the draft letter of appointment and the terms and conditions of appointment of Ms. Deepa Misra Harris, shall be open for inspection in electronic mode during business hours between 11.00 a.m. and 1.00 p.m. on all working days, excluding Saturdays, Sundays and Public Holidays upto the date of Annual General Meeting. Members can inspect the same by sending an e-mail to csasst@adf-foods.com.

The letter containing the terms and conditions of appointment of Independent Director is also available on the Company's website: www.adf-foods.com.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 5 of the accompanying Notice for approval by the Members.

Except Ms. Deepa Misra Harris, being an appointee, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in the Resolution set out in Item No. 5.

ANNEXURE TO ITEM NOS. 4 AND 5 OF THE NOTICE OF THE AGM

Pursuant to Secretarial Standard 2 issued by the Institute of Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the required details of the Directors proposed to be appointed and the terms of proposed remuneration of the Directors are given herein below:

Particulars	Mr. Chandir Gidwani	Ms. Deepa Misra Harris
Director Identification Number	00011916	00064912
Age	55 years	61 years
Date of Birth	3 rd July, 1964	26 th October, 1958
Date of Appointment on Board	7 th February, 2020	25 th March, 2020
Qualifications	Master's degree in Commerce from the Bombay University and Chartered Accountant.	Graduation degree in English (Delhi University) and a Master's degree in English and Mass Communications.
Experience/Expertise	<p>Mr. Chandir Gidwani is the Chairman Emeritus & Founder of Centrum Capital Ltd. CENTRUM is an integrated India based financial services group, listed on the Bombay Stock Exchange, having market capitalization/valuation of USD 500 million (approx.). The group has interests across Investment Banking & Corporate Advisory, Infrastructure & Project Funding, NBFC Housing Finance, Micro Credit, Equity Broking, Real Estate, Foreign Exchange & Travel, Wealth Management Services & Private Equity.</p> <p>Mr. Gidwani is a member of various Industry associations e.g. FICCI, CII, etc. and also on the board of many leading companies.</p> <p>Apart from Financial Services businesses at Centrum he also runs a proprietary investing business focused on mid-sized Indian companies called Business Match, having investments across sectors like real estate, hospitality, health care, oil & gas services, EPC, telecom services, etc.</p>	<p>Ms. Deepa Misra Harris is a unique luxury hospitality and brand specialist with proficiency in Branding, Marketing, Sales and Public Relations. She has a proven track record of delivering double digit growth and escalating brands to leadership positions. With over 30 years of experience in the high-end luxury hospitality category, she has been a significant success driver for India's original luxury brand, The Taj Group of Hotels.</p> <p>As the Head of Sales & Marketing for Taj Hotels, Palaces, Resorts, Safaris, Deepa led the way across 4 brands and 127 hotels worldwide, serving as revenue and brand custodian.</p> <p>Deepa is an experienced marketing professional with stints in Indian and International markets having launched new products and hotels in the US, UK, Middle East & Africa.</p> <p>In mid-2015, she founded BrandsWeLove (www.brandswelove.org) - a Branding & Marketing Consultancy.</p>
Terms and Conditions of appointment or re-appointment along with remuneration	Mr. Chandir Gidwani appointed as Independent Director for a period of 5 years with effect from February 7, 2020. He will be entitled to Sitting Fees for attending the Meetings of Board and Committees thereof.	Ms. Deepa Misra Harris appointed as Independent Director for a period of 5 years with effect from March 25, 2020. She will be entitled to Sitting Fees for attending the Meetings of Board and Committees thereof.
The last drawn remuneration	Not Applicable	Not Applicable
Shareholding in the Company	Nil	Nil
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Chandir Gidwani is not related with any other Director, Manager and Key Managerial Personnel of the Company.	Ms. Deepa Misra Harris is not related with any other Director, Manager and Key Managerial Personnel of the Company.
The Number of Meetings of the Board attended during the year	Nil	Nil

Particulars	Mr. Chandir Gidwani	Ms. Deepa Misra Harris
Other Directorships	<ul style="list-style-type: none"> Centrum Capital Limited Rap Media Limited Nanikrami Agro Private Limited Maurya Sugar Limited Casby Global Air Private Limited Club 7 Holidays Limited Sonchajyo Investments and Finance Private Limited Centrum Capital Advisors Limited Centrum Alternative Investment Managers Limited Gurudaya Estates Private Limited Begonia Ventures Private Limited Business Match Services (India) Private Limited JBCG Advisory Services Private Limited P & M Infrastructures Limited Centrum Fiscal Private Limited Royale Thrill Ventures Private Limited 	<ul style="list-style-type: none"> TCPL Packaging Limited Prozone Intu Properties Limited PVR Limited Jubilant Foodworks Limited Taj Safaris Limited Concept Hospitality Private Limited
Memberships/Chairmanship of Committees of other companies	<p>Member:</p> <ol style="list-style-type: none"> Nomination & Remuneration Committee Centrum Capital Limited Rap Media Limited Shareholder's Grievance/ Stakeholder's Relationship Committee Centrum Capital Limited Audit Committee Rap Media Limited <p>Chairmanship:</p> <ol style="list-style-type: none"> Corporate Social Responsibility Committee Centrum Capital Limited Shareholder's Grievance/ Stakeholder's Relationship Committee Rap Media Limited 	<p>Member:</p> <ol style="list-style-type: none"> Audit Committee Prozone Intu Properties Limited PVR Limited Jubilant Foodworks Limited Nomination & Remuneration Committee PVR Limited Taj Safaris Limited Corporate Social Responsibility Committee Prozone Intu Properties Limited PVR Limited Jubilant Foodworks Limited <p>Chairmanship:</p> <ol style="list-style-type: none"> Nomination & Remuneration Committee Prozone Intu Properties Limited Shareholder's Grievance/ Stakeholder's Relationship Committee Prozone Intu Properties Limited