

Details pursuant to clause 35A of the Listing Agreement on the Votes cast at the Twenty Fifth Annual General Meeting of ADF Foods Limited held on Wednesday, 30TH September, 2015.

1. Date of AGM: Wednesday, 30th September, 2015.

2. Total number of shareholders on record date: 17,874.

3. No of shareholders present in the meeting either in person or through proxy:

	Presence		
	In person	In proxy	Total
Promoter and promoter Group	3	0	3
Public	81	2	83
Total	84	2	86

4. No of shareholders attended the meeting through video conferencing:

N.A.

5. Details of Agenda

Details of the Resolutions are appended below:

Mode of Voting: Remote E-voting and Poll at AGM

The mode of voting on all resolutions was remote e-voting and poll at AGM.

Details of the Agenda:

Resolution required: Ordinary Resolution

- Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the year ended 31st March, 2015.

Promoter/P ublic	No. of Shares held (1)	No. Votes Polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4) /(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter	1,15,16,650	1,15,16,650	100%	1,15,16,650	0	100	0

Group							
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	10,48,3350	76,039	0.73	76,039	0	100	0
Total	2,20,00,000	1,15,92,689	52.69	1,15,92,689	0	100	0

Resolution required: Ordinary Resolution

2. Declaration of dividend on equity shares for year ended 31st March, 2015.

Promoter/PUBLIC	No. of Shares held (1)	No. Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1,15,16,650	1,15,16,650	100%	1,15,16,650	0	100	0
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	10,48,3350	76,039	0.73	76,039	0	100	0
Total	2,20,00,000	1,15,92,689	52.69	1,15,92,689	0	100	0

Resolution required: Ordinary Resolution

3. Re-appointment of Mr. Bimal R. Thakkar as Director liable to retire by rotation.

Promoter/PUBLIC	No. of Shares held (1)	No. Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public – Institutional	Nil	Nil	Nil	Nil	Nil	Nil	Nil

holders							
Public-Others	1,04,83,350	76,039	0.73	74,833	1,206	98.41%	1.59%
Total	1,04,83,350	76,039	0.73	74,833	1,206	98.41%	1.59%

Resolution required: Ordinary Resolution

4. Ratification of appointment of M/s. Kalyaniwalla & Mistry, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held for the Financial Year 2018-19.

Promoter/PUBLIC	No. of Shares held (1)	No. Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1,15,16,650	1,15,16,650	100%	1,15,16,650	0	100	0
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	1,04,83,350	18,022	0.17%	15,843	2,179	88%	12%
Total	2,20,00,000	1,15,34,672	52.43	1,15,32,493	2,179	99.98%	0.02%

Resolution required: Ordinary Resolution

5. Appointment of Ms. Anjali Seth as an Independent Director for a period upto March 09, 2020.

Promoter/PUBLIC	No. of Shares held (1)	No. Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	1,15,16,650	1,15,16,650	100%	1,15,16,650	0	100	0

Promoter Group							
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	1,04,83,350	76,039	0.73	74,060	1,979	97.40	2.60%
Total	2,20,00,000	1,15,92,689	52.69%	1,15,90,710	1,979	99.98	0.02%

Resolution required: Ordinary Resolution

6. Re-appointment of Mr. Ashok H Thakkar, Chairman for a period of 1 (one) year from 1st October, 2015 till 30th September, 2016 on such terms and remuneration as stated in the A.G.M. notice.

Promoter/Publisher	No. of Shares held (1)	No. Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	1,04,83,350	76,019	0.73	74,818	1,201	98.42%	1.58%
Total	1,04,83,350	76,019	0.73	74,818	1,201	98.42%	1.58%

Resolution required: Ordinary Resolution

7. Re-appointment of Mr. Bimal R. Thakkar, Managing Director for a period of 1 (one) year from 1st October, 2015 till 30th September, 2016 on such terms and remuneration as stated in the A.G.M. notice.

Promoter/Publisher	No. of Shares held (1)	No. Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]	% of Votes against on votes polled (7)=[(5)/(2)]

			* 100		(5)	] *100	] *100
Promoter and Promoter Group	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	1,04,83,350	76,039	0.73	74,833	1,206	98.41%	1.59%
Total	1,04,83,350	76,039	0.73	74,833	1,206	98.41%	1.59%

Resolution required: Ordinary Resolution

8. Re-appointment of Mr. Bhavesh R. Thakkar, Executive Director for a period of 1 (one) year from 1st October, 2015 till 30th September, 2016 on such terms and remuneration as stated in the A.G.M. notice.

Promoter/PUBLIC	No. of Shares held (1)	No. Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	1,04,83,350	76,039	0.73	74,838	1,201	98.42%	1.58%
Total	1,04,83,350	76,039	0.73	74,838	1,201	98.42%	1.58%

Resolution required: Special Resolution

9. Approval/ratification of related party contract entered by the Company pursuant to Section 188 (1) (c) of the Companies Act, 2013.

Promoter/PUBLIC	No. of Shares held	No. Votes Polled	% of Votes Polled on outstanding	No. of Votes – in	No. of Votes –	% of Votes in favour on votes	% of Votes against on votes
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	(1)	(2)	shares (3)=[(2)/(1)] * 100	favour (4)	against (5)	polled (6)=[(4)/(2)] *100	polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	1,04,83,350	76,029	0.73	74,134	1,895	97.50%	2.50%
Total	1,04,83,350	76,029	0.73	74,134	1,895	97.50%	2.50%

Resolution required: Special Resolution

10. Appointment of Mr. Mishal A. Thakkar as a person in place of profit u/s 188(1)(f) of the Companies Act, 2013.

Promoter/PUBLIC	No. of Shares held (1)	No. Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	1,04,83,350	76,039	0.73	73,860	2,179	97.13%	2.87%
Total	1,04,83,350	76,039	0.73	73,860	2,179	97.13%	2.87%

Resolution required: Special Resolution

11. Adoption of a new set of Articles Of Association in place of the existing Articles Of Association.

Promoter/PUBLIC	No. of Shares held	No. Votes Polled	% of Votes Polled	No. of Votes – in	No. of Votes – in	% of Votes in	% of Votes against on votes
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	(1)	(2)	on outsta nding shares (3)=[(2) /(1)]* 100	favour (4)	agains t (5)	favour on votes polled (6)=[(4)/ (2)] *100	polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	1,15,16,650	1,15,16,650	100%	1,15,16,650	0	100	0
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	1,04,83,350	76,039	0.73	74,055	1,984	97.39%	2.61%
Total	2,20,00,000	1,15,92,689	52.69%	1,15,90,705	1,984	99.98%	0.02%

Resolution required: Special Resolution

12. Maintenance of statutory registers at the Head office of the Company at Mumbai instead of its Registered office pursuant to Section 94 of the Companies Act, 2013.

Promoter/Pu blic	No. of Shares held (1)	No. Votes Polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – agains t (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	1,15,16,650	1,15,16,650	100%	1,15,16,650	0	100	0
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	1,04,83,350	76,039	0.73%	75,038	1,001	98.68%	0.32%
Total	2,20,00,000	1,15,92,689	52.69	1,15,91,688	1,001	99.99%	0.01%

For ADF Foods Limited


Shalaka Ovalekar
Company Secretary

By Hand



01st October, 2015

DCS-CRD

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai 400 001

Listing Department

National Stock Exchange of India Ltd

Exchange Plaza, Bandra-Kurla
Complex, Bandra (E), Mumbai- 400051

Dear Sir / Madam,

Sub: Outcome of 25th Annual General Meeting and Results.

With reference to the above, we wish to inform the exchanges that the Company had convened its 25th Annual General Meeting on Wednesday, 30th September, 2015 at 1 p.m. at Nadiad, Gujarat. **The Shareholders of the Company have approved and passed the following Ordinary & Special resolutions through requisite majority by E-voting and Poll Process** as set out in the Notice of the AGM:

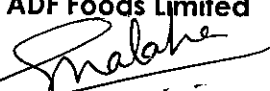
1. Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial year ended 31st March, 2015 **(Ordinary resolution).**
2. Declare dividend on equity shares for year the Financial ended 31st March, 2015 **(Ordinary resolution).**
3. Re-appointment of Mr. Bimal R.Thakkar (DIN: 00087404) as Director liable to retire by rotation **(Ordinary resolution).**
4. Ratification of appointment of M/s. Kalyaniwalla & Mistry, Chartered Accountants, Mumbai, (Registration No. 104607W) as the Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held for the Financial Year 2018-19 **(Ordinary resolution).**
5. Appointment of Ms. Anjali Seth (DIN: 05234352), as an Independent Director for a period upto March 09, 2020 **(Ordinary resolution).**
6. Re-appointment of Mr. Ashok H. Thakkar(DIN: 00087465), Chairman ,for a period of 1 (one) year w.e.f. 1st October, 2015 on such terms and remuneration as stated in the A.G.M. notice **(Ordinary resolution).**
7. Re-appointment of Mr. Bimal R. Thakkar(DIN: 00087404), Managing Director, for a period of 1 (one) year w.e.f. 1st October, 2015 on such terms and remuneration as stated in the A.G.M. notice **(Ordinary resolution).**

8. Re-appointment of Mr. Bhavesh R. Thakkar (DIN: 00939805), Executive Director, for a period of 1 (one) year w.e.f. 1st October, 2015 on such terms and remuneration as stated in the A.G.M. notice (**Ordinary resolution**).
9. Approval/ratification of related party contract entered by the Company pursuant to Section 188 (1) (c) of the Companies Act, 2013 (**Special resolution**).
10. Appointment of Mr. Mishal A. Thakkar as a person in place of profit u/s 188(1)(f) of the Companies Act, 2013 (**Special resolution**).
11. Adoption of a new set of Articles of Association in place of the existing Articles Of Association (**Special resolution**).
12. Maintenance of statutory registers at the Head office of the Company at Mumbai instead of its Registered office pursuant to Section 94 of the Companies Act, 2013 (**Special resolution**).

The E-voting results were duly submitted to the Stock Exchanges on 01st October, 2015. Please find the Combined Results of the E-voting and the Poll conducted at the AGM.

Kindly note the above and acknowledge receipt.

Yours faithfully
For **ADF Foods Limited**



Shalaka Ovalekar
Company Secretary

✓ Cc: 1. National Securities Depository Ltd.
Trade World, A Wing, 4th & 5th Floors
Kamala Mills Compound
Lower Parel, Mumbai 400 013

S.S.RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E)-400 603
Ph No: 022 25328047 Email: sanjayrisbud@yahoo.com

SCRUTINIZER'S REPORT - COMBINED

To,

The Chairman of 25th Annual General Meeting of the members of ADF FOODS LIMITED (the Company) held on 30th September, 2015 at At Ipcowala Banquet Hall, Near Amba Ashram Mandir, College Road, Nadiad- 387 001, Gujarat

Dear Sir,

1. I, Sanjay S. Risbud, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of ADF FOODS LIMITED (the Company) for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules).
2. I have issued separate Scrutinizers Report dated 1st October, 2015 on the remote E-voting.
3. I have also been appointed as Scrutinizer by the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 25th Annual General Meeting (AGM) of the members of the Company, held on the 30th September, 2015 at At Ipcowala Banquet Hall, Near Amba Ashram Mandir, College Road, Nadiad- 387 001, Gujarat
4. I have issued separate Scrutinizer's Report dated 1st October, 2015 on the poll on the resolutions contained in the notice to the AGM. As requested by the management, I submit herewith my combined report on the result of e-voting together with that of Poll as under :-



S.S.RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E)-400 603
Ph No: 022 25328047 Email: sanjayrisbud@yahoo.com

Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes	Not Voted
	No. of Shares	% of total number of valid votes cast	No. of shares	% of total number of valid Votes cast	No. of shares	No. of cases
1. Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the year ended 31st March, 2015. (Ordinary Resolution)	11592689	100%	0	0	1	0
2. Declare dividend on equity shares for year ended 31st March, 2015. (Ordinary Resolution)	11592689	100%	0	0	1	0
3. Re-appointment of Mr. Bimal R. Thakkar as Director liable to retire by rotation. (Ordinary Resolution)	74833	98.41%	1206	1.59%	1	0



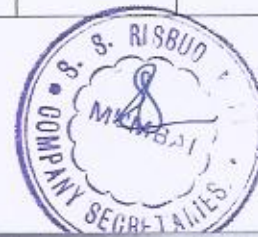
S.S.RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E)-400 603

Ph No: 022 25328047 Email: sanjayrisbud@yahoo.com

4. Ratification of appointment of M/s. Kalyaniwalla & Mistry, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held for the Financial Year 2018-19. (Ordinary Resolution)	11534672	99.98%	2179	0.02%	1	0
5. Appointment of Ms. Anjali Seth as an Independent Director for a period upto March 09, 2020. (Ordinary Resolution)	11590710	99.98%	1979	0.02%	1	0
6. Re-appointment of Mr. Ashok H Thakkar, Chairman for a period of 1 (one) year from 1st October, 2015 till 30th September, 2016 on such terms and remuneration as stated in the A.G.M. notice. (Ordinary Resolution)	74818	98.42%	1201	1.58%	1	0
7. Re-appointment of Mr. Bimal R Thakkar, Managing Director for a	74833	98.41%	1206	1.59%	1	0



S.S.RISBUD & CO.

Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E)-400 603

Ph No: 022 25328047 Email: sanjayrisbud@yahoo.com

period of 1 (one) year from 1st October, 2015 till 30th September, 2016 on such terms and remuneration as stated in the A.G.M. notice. (Ordinary Resolution)						
8. Re-appointment of Mr. Bhavesh R Thakkar, Executive Director for a period of 1 (one) year from 1st October, 2015 till 30th September, 2016 on such terms and remuneration as stated in the A.G.M. notice. (Ordinary Resolution)	74838	98.42%	1201	1.58%	1	0
9. Approval/ratification of related party contract entered by the Company pursuant to Section 188 (1) (c) of the Companies Act, 2013. (Special Resolution)	74134	97.51%	1895	2.24%	1	0
10. Appointment of Mr. Mishal A. Thakkar as a person in place of profit u/s 188(1)(f) of the Companies Act, 2013. (Special Resolution)	73860	97.13%	2179	2.87%	1	0



S.S.RISBUD & CO.

Company Secretaries

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Ph No: 022 25328047 Email: sanjayrisbud@yahoo.com

11. Adoption of a new set of Articles Of Association in place of the existing Articles Of Association (Special Resolution)	11590705	99.98%	1984	0.02%	1	0
12. Maintenance of statutory registers at the Head office of the Company at Mumbai instead of its Registered office pursuant to Section 94 of the Companies Act, 2013. (Ordinary Resolution)	11591688	99.99%	1001	0.01%	1	0



S.S.RISBUD & CO.

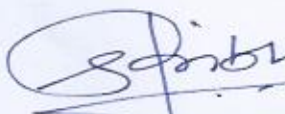
Company Secretaries

303, Sai Anand, Subhash Nagar, Chendani Koliwada, Mith Bunder Road, Thane (E)-400 603
Ph No: 022 25328047 Email: sanjayrisbud@yahoo.com

5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting & poll on the resolutions contained in the notice to the 25th Annual General Meeting (AGM) of the members of the company. My responsibility as scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer Report of the votes cast "In favour" or "Against" the resolutions stated above based on the reports generated from the e-voting system provided by NSDL, the authorized agency engaged by the company to provide remote e-voting and result of the Poll.

Thanking you.

Yours Sincerely,
For S.S. RISBUD & CO.
Company Secretaries


Sanjay S. Risbud
Proprietor
C.P. No. 5117



Place: Thane
Date: 01.10.2015