

30<sup>th</sup> September , 2016

**DCS-CRD**

**Bombay Stock Exchange Limited**

PhirozeJeejeebhoy 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: Proceedings/Outcome of 26<sup>th</sup> Annual General Meeting and along with Voting Results and Scrutinizer's Report.**

With reference to the above, we wish to inform the exchanges that the 26th Annual General Meeting of the Company was held on Wednesday, 28<sup>th</sup> September, 2016 at 1 p.m. at Nadiad, Gujarat and the business as set out in the Notice was duly transacted. In this regard, please find attached herewith the following:

1. Summary of the business transacted at the AGM (Annexure I)
2. Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure – II).
3. Consolidated Scrutinizer' Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014. (Annexure – III)

Kindly take the same on record.

Thanking You,

Yours Faithfully,

For **ADF Foods Limited**

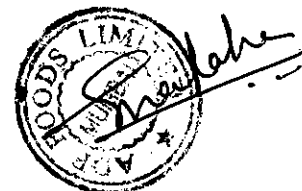


**Shalaka Ovalakar**  
**Company Secretary.**

Encl: a/a.

**Based on the Scrutinizer's Report the following Resolutions as set out in the Notice of the AGM have been passed with requisite majority in the AGM of ADF Foods Ltd. held on Wednesday , 28<sup>th</sup> September, 2016 :**

1. Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial year ended 31<sup>st</sup> March, 2016 **(Ordinary resolution).**
2. Re-appointment of Mr. Bhavesh R. Thakkar (DIN: 00939805) as Director liable to retire by rotation **(Ordinary resolution).**
3. 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).**
4. Re-appointment of Mr. Ashok H. Thakkar (DIN: 00087465), Chairman, for a period of 1 (one) year w.e.f. 1<sup>st</sup> October, 2016 on such terms and remuneration as stated in the A.G.M. notice **(Ordinary resolution).**
5. Re-appointment of Mr. Bimal R. Thakkar (DIN: 00087404), Managing Director, for a period of 1 (one) year w.e.f. 1<sup>st</sup> October, 2016 on such terms and remuneration as stated in the A.G.M. notice. **(Ordinary resolution).**
6. Re-appointment of Mr. Bhavesh R. Thakkar (DIN: 00939805), Executive Director, for a period of 1 (one) year w.e.f. 1<sup>st</sup> October, 2016 on such terms and remuneration as stated in the A.G.M. notice **(Ordinary resolution).**
7. Renewal of related party contract entered by the Company pursuant to Section 188 (1) (a) to (d) of the Companies Act, 2013 for a period of three years w.e.f. 1<sup>st</sup> April, 2017 **(Ordinary resolution).**
8. Renewal of employment agreement of Mr. Mishal A. Thakkar as a person in place of profit u/s 188(1)(f) of the Companies Act, 2013 for a period of 1 (one) year w.e.f. 1<sup>st</sup> October, 2016 on such terms and remuneration as stated in the A.G.M. notice **(Ordinary resolution).**



## ADF Foods Limited



## Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

|                                                                               |                      |
|-------------------------------------------------------------------------------|----------------------|
| Date of the AGM/EGM                                                           | 28th September, 2016 |
| Total Number of Shareholders on record date                                   | 18,498               |
| No. of shareholders present in the meeting either in person or through proxy: | 106                  |
| Promoter and Promoter Group:                                                  | 4                    |
| Public:                                                                       | 102                  |

## 1 - Adoption of Audited Annual Financial Statements, Report of the Board of Directors and Auditors for the year ended 31st March, 2016.

## Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

No.

| Category                    | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes -Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
|                             |                | [1]                | [2]                 | [3] = ([2]/[1])*100                     | [4]                      | [5]                   | [6] = ([4]/[2])*100                  | [7] = ([5]/[2])*100                |
| Promoter and Promoter Group | E-Voting       | 11516650           | 11516650            | 100.0000                                | 11516650                 | 0                     | 100.0000                             | 0.0000                             |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Total          |                    | 11516650            | 100.0000                                | 11516650                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions         | E-Voting       | 160766             | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Total          |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Non Institutions     | E-Voting       | 9635513            | 213728              | 2.2181                                  | 213728                   | 0                     | 100.0000                             | 0.0000                             |
|                             | Poll           |                    | 1150                | 0.0119                                  | 1150                     | 0                     | 100.0000                             | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Total          |                    | 214878              | 2.2300                                  | 214878                   | 0                     | 100.0000                             | 0.0000                             |
| Total                       |                | 21312929           | 11731528            | 55.0442                                 | 11731528                 | 0                     | 100.0000                             | 0.0000                             |



ADF Foods Limited



| Resolution Required : (Ordinary)                                          |                |                    | 2 - Re-appointment of Mr. Bhavesh R. Thakkar as Director liable to retire by rotation. |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|----------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | Yes                                                                                    |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                                                    | % of Votes Polled on outstanding shares | No. of Votes – In favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                | [1]                | [2]                                                                                    | [3]=([2]/[1])*100                       | [4]                      | [5]                   | [6]=([4]/[2])*100                    | [7]=([5]/[2])*100                  |
| Promoter and Promoter Group                                               | Poll           | 11516650           | 0                                                                                      | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                      | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 0                                                                                      | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | E-Voting       |                    | 0                                                                                      | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Institutions                                                       | Poll           | 160766             | 0                                                                                      | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                      | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 0                                                                                      | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Non Institutions                                                   | E-Voting       | 9635513            | 195889                                                                                 | 2.0330                                  | 195768                   | 121                   | 99.9382                              | 0.0618                             |
|                                                                           | Poll           |                    | 1150                                                                                   | 0.0119                                  | 1150                     | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                      | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 197039                                                                                 | 2.0449                                  | 196918                   | 121                   | 99.9386                              | 0.0614                             |
|                                                                           |                |                    |                                                                                        |                                         |                          |                       |                                      |                                    |
| Total                                                                     |                | 21312929           | 197039                                                                                 | 0.9245                                  | 196918                   | 121                   | 99.9386                              | 0.0614                             |



# ADF Foods Limited



| Resolution Required : (Ordinary)                                          |                |                    | 3 - 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. |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No                                                                                                                                                                                                                                             |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                                                                                                                                                                                                            | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes -Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                | [1]                | [2]                                                                                                                                                                                                                                            | [3]=([2]/[1])*100                       | [4]                      | [5]                   | [6]=([4]/[2])*100                    | [7]=([5]/[2])*100                  |
| Promoter and Promoter Group                                               | E-Voting       | 11516650           | 11516650                                                                                                                                                                                                                                       | 100.0000                                | 11516650                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                                                                                                                                                                                                              | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                                                                                                              | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 11516650                                                                                                                                                                                                                                       | 100.0000                                | 11516650                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting       | 160766             | 0                                                                                                                                                                                                                                              | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                                                                                                                                                                                                              | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                                                                                                              | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 0                                                                                                                                                                                                                                              | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Non Institutions                                                   | E-Voting       | 9635513            | 213708                                                                                                                                                                                                                                         | 2.2179                                  | 213587                   | 121                   | 99.9434                              | 0.0566                             |
|                                                                           | Poll           |                    | 1150                                                                                                                                                                                                                                           | 0.0119                                  | 1150                     | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                                                                                                              | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 214858                                                                                                                                                                                                                                         | 2.2298                                  | 214737                   | 121                   | 99.9437                              | 0.0563                             |
| Total                                                                     |                | 21312929           | 11731508                                                                                                                                                                                                                                       | 55.0441                                 | 11731387                 | 121                   | 99.9990                              | 0.0010                             |



**ADF Foods Limited**



| <b>Resolution Required : (Ordinary)</b>                                          |                       |                           | <b>4 - Re-appointment of Mr. Ashok H. Thakkar, Chairman for a period of 1 (one) year w.e.f. 1st October, 2016 on such terms and remuneration as stated in the A.G.M. notice.</b> |                                                |                                 |                              |                                             |                                           |
|----------------------------------------------------------------------------------|-----------------------|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|---------------------------------|------------------------------|---------------------------------------------|-------------------------------------------|
| <b>Whether promoter/ promoter group are interested in the agenda/resolution?</b> |                       |                           | <b>Yes</b>                                                                                                                                                                       |                                                |                                 |                              |                                             |                                           |
| <b>Category</b>                                                                  | <b>Mode of Voting</b> | <b>No. of shares held</b> | <b>No. of votes polled</b>                                                                                                                                                       | <b>% of Votes Polled on outstanding shares</b> | <b>No. of Votes – in favour</b> | <b>No. of Votes –Against</b> | <b>% of Votes in favour on votes polled</b> | <b>% of Votes against on votes polled</b> |
|                                                                                  |                       | <b>[1]</b>                | <b>[2]</b>                                                                                                                                                                       | <b>[3]=[2]/[1]*100</b>                         | <b>[4]</b>                      | <b>[5]</b>                   | <b>[6]=[4]/[2]*100</b>                      | <b>[7]=[5]/[2]*100</b>                    |
| <b>Promoter and Promoter Group</b>                                               | Poll                  | 11516650                  | 0                                                                                                                                                                                | 0.0000                                         | 0                               | 0                            | 0.0000                                      | 0.0000                                    |
|                                                                                  | Postal Ballot         |                           | 0                                                                                                                                                                                | 0.0000                                         | 0                               | 0                            | 0.0000                                      | 0.0000                                    |
|                                                                                  | <b>Total</b>          |                           | 0                                                                                                                                                                                | 0.0000                                         | 0                               | 0                            | 0.0000                                      | 0.0000                                    |
|                                                                                  | E-Voting              |                           | 0                                                                                                                                                                                | 0.0000                                         | 0                               | 0                            | 0.0000                                      | 0.0000                                    |
| <b>Public Institutions</b>                                                       | Poll                  | 160766                    | 0                                                                                                                                                                                | 0.0000                                         | 0                               | 0                            | 0.0000                                      | 0.0000                                    |
|                                                                                  | Postal Ballot         |                           | 0                                                                                                                                                                                | 0.0000                                         | 0                               | 0                            | 0.0000                                      | 0.0000                                    |
|                                                                                  | <b>Total</b>          |                           | 0                                                                                                                                                                                | 0.0000                                         | 0                               | 0                            | 0.0000                                      | 0.0000                                    |
| <b>Public Non Institutions</b>                                                   | E-Voting              | 9635513                   | 213728                                                                                                                                                                           | 2.2181                                         | 213607                          | 121                          | 99.9434                                     | 0.0566                                    |
|                                                                                  | Poll                  |                           | 1150                                                                                                                                                                             | 0.0119                                         | 1150                            | 0                            | 100.0000                                    | 0.0000                                    |
|                                                                                  | Postal Ballot         |                           | 0                                                                                                                                                                                | 0.0000                                         | 0                               | 0                            | 0.0000                                      | 0.0000                                    |
|                                                                                  | <b>Total</b>          |                           | 214878                                                                                                                                                                           | 2.2300                                         | 214757                          | 121                          | 99.9437                                     | 0.0563                                    |
|                                                                                  |                       |                           |                                                                                                                                                                                  |                                                |                                 |                              |                                             |                                           |
| <b>total</b>                                                                     |                       | <b>21312929</b>           | <b>214878</b>                                                                                                                                                                    | <b>1.0082</b>                                  | <b>214757</b>                   | <b>121</b>                   | <b>99.9437</b>                              | <b>0.0563</b>                             |



# ADF Foods Limited



| Resolution Required : (Ordinary)                                          |                |                    | 5 - Re-appointment of Mr. Bimal R. Thakkar, Managing Director for a period of 1 (one) year w.e.f. 1st October, 2016 on such terms and remuneration as stated in the A.G.M. notice. |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | Yes                                                                                                                                                                                |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                                                                                                                                                | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                | [1]                | [2]                                                                                                                                                                                | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group                                               | Poll           | 11516650           | 0                                                                                                                                                                                  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                                                  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 0                                                                                                                                                                                  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | E-Voting       |                    | 0                                                                                                                                                                                  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Institutions                                                       | Poll           | 160766             | 0                                                                                                                                                                                  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                                                  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 0                                                                                                                                                                                  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | E-Voting       |                    | 213718                                                                                                                                                                             | 2.2180                                  | 213597                   | 121                   | 99.9434                              | 0.0566                             |
| Public Non Institutions                                                   | Poll           | 9635513            | 1150                                                                                                                                                                               | 0.0119                                  | 1150                     | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                                                  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 214868                                                                                                                                                                             | 2.2299                                  | 214747                   | 121                   | 99.9437                              | 0.0563                             |
|                                                                           |                |                    |                                                                                                                                                                                    |                                         |                          |                       |                                      |                                    |
| Total                                                                     |                | 21312929           | 214868                                                                                                                                                                             | 1.0082                                  | 214747                   | 121                   | 99.9437                              | 0.0563                             |



ADF Foods Limited



| Resolution Required : (Ordinary)                                          |                |                    | 6 - Re-appointment of Mr. Bhavesh R. Thakkar, Executive Director for a period of 1 (one) year w.e.f. 1st October, 2016 on such terms and remuneration as stated in the A.G.M. notice. |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | Yes                                                                                                                                                                                   |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                                                                                                                                                   | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                | [1]                | [2]                                                                                                                                                                                   | [3]=[2]/[1]*100                         | [4]                      | [5]                   | [6]=[4]/[2]*100                      | [7]=[5]/[2]*100                    |
| Promoter and Promoter Group                                               | Poll           | 11516650           | 0                                                                                                                                                                                     | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                                                     | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 0                                                                                                                                                                                     | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | E-Voting       |                    | 0                                                                                                                                                                                     | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Institutions                                                       | Poll           | 160766             | 0                                                                                                                                                                                     | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                                                     | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 0                                                                                                                                                                                     | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | E-Voting       |                    | 213628                                                                                                                                                                                | 2.2171                                  | 213507                   | 121                   | 99.9434                              | 0.0566                             |
| Public Non Institutions                                                   | Poll           | 9635513            | 1150                                                                                                                                                                                  | 0.0119                                  | 1150                     | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                                                     | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 214778                                                                                                                                                                                | 2.2290                                  | 214657                   | 121                   | 99.9437                              | 0.0563                             |
|                                                                           |                |                    |                                                                                                                                                                                       |                                         |                          |                       |                                      |                                    |
| Total                                                                     |                | 21312929           | 214778                                                                                                                                                                                | 1.0077                                  | 214657                   | 121                   | 99.9437                              | 0.0563                             |



# ADF Foods Limited



| Resolution Required : (Ordinary)                                          |                |                    | 7 - Renewal of Related Party Transactions u/s 188 (1) (a) to (d) of the Companies Act, 2013 for a period of three years w.e.f. 1st April, 2016. |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | Yes                                                                                                                                             |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                                                                                                             | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                | [1]                | [2]                                                                                                                                             | [3]=([2]/[1])*100                       | [4]                      | [5]                   | [6]=([4]/[2])*100                    | [7]=([5]/[2])*100                  |
| Promoter and Promoter Group                                               | Poll           | 11516650           | 0                                                                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 0                                                                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | E-Voting       |                    | 0                                                                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Institutions                                                       | Poll           | 160766             | 0                                                                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 0                                                                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | E-Voting       |                    | 213728                                                                                                                                          | 2.2181                                  | 195668                   | 18060                 | 91.5500                              | 8.4500                             |
| Public Non Institutions                                                   | Poll           | 9635513            | 1150                                                                                                                                            | 0.0119                                  | 1150                     | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 214878                                                                                                                                          | 2.2300                                  | 196818                   | 18060                 | 91.5952                              | 8.4048                             |
|                                                                           |                |                    |                                                                                                                                                 |                                         |                          |                       |                                      |                                    |
| Total                                                                     |                | 21312929           | 214878                                                                                                                                          | 1.0082                                  | 196818                   | 18060                 | 91.5952                              | 8.4048                             |



ADF Foods Limited



| Resolution Required : (Ordinary)                                          |                |                    | 8 - Renewal of employment agreement of Mr. Mishal A. Thakkar as a person in place of profit u/s 188(1)(f) of the Companies Act, 2013 for a period of 1 (one) year w.e.f. 1st October, 2016 on such terms and remuneration as stated in the A.G.M. notice. |                                         |                           |                        |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|---------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | Yes                                                                                                                                                                                                                                                       |                                         |                           |                        |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                                                                                                                                                                                                                       | % of Votes Polled on outstanding shares | No. of Votes -- in favour | No. of Votes --Against | % of Votes In favour on votes polled | % of Votes against on votes polled |
|                                                                           |                | [1]                | [2]                                                                                                                                                                                                                                                       | [3]=[2]/[1]*100                         | [4]                       | [5]                    | [6]=[4]/[2]*100                      | [7]=[5]/[2]*100                    |
| Promoter and Promoter Group                                               | Poll           | 11516650           | 0                                                                                                                                                                                                                                                         | 0.0000                                  | 0                         | 0                      | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                                                                                                                         | 0.0000                                  | 0                         | 0                      | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 0                                                                                                                                                                                                                                                         | 0.0000                                  | 0                         | 0                      | 0.0000                               | 0.0000                             |
|                                                                           | E-Voting       |                    | 0                                                                                                                                                                                                                                                         | 0.0000                                  | 0                         | 0                      | 0.0000                               | 0.0000                             |
| Public Institutions                                                       | Poll           | 160766             | 0                                                                                                                                                                                                                                                         | 0.0000                                  | 0                         | 0                      | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                                                                                                                         | 0.0000                                  | 0                         | 0                      | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 0                                                                                                                                                                                                                                                         | 0.0000                                  | 0                         | 0                      | 0.0000                               | 0.0000                             |
|                                                                           | E-Voting       |                    | 213728                                                                                                                                                                                                                                                    | 2.2181                                  | 213507                    | 221                    | 99.8966                              | 0.1034                             |
| Public Non Institutions                                                   | Poll           | 9635513            | 1150                                                                                                                                                                                                                                                      | 0.0119                                  | 1150                      | 0                      | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                                                                                                                                         | 0.0000                                  | 0                         | 0                      | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 214878                                                                                                                                                                                                                                                    | 2.2300                                  | 214657                    | 221                    | 99.8972                              | 0.1028                             |
|                                                                           | E-Voting       |                    |                                                                                                                                                                                                                                                           |                                         |                           |                        |                                      |                                    |
| Total                                                                     |                | 21312929           | 214878                                                                                                                                                                                                                                                    | 1.0082                                  | 214657                    | 221                    | 99.8972                              | 0.1028                             |

For ADF Foods Ltd.

Shalaka Chalekar  
Company Secretary



Date : 30/09/2016  
Place: Mumbai

# **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

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## **SCRUTINIZER'S REPORT - COMBINED**

To,

The Chairman of 26<sup>th</sup> Annual General Meeting of the members of ADF FOODS LIMITED (the Company) held on 28th September, 2016 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 30<sup>th</sup> September, 2016 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 26<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on the 28<sup>th</sup> September, 2016 at Ipcowala Banquet Hall, Near Amba Ashram Mandir, College Road, Nadiad- 387 001, Gujarat.
4. I have issued separate Scrutinizer's Report dated 30<sup>th</sup> September, 2016 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. To receive, consider & Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the year ended 31st March, 2016<br><br>(Ordinary Resolution) | 11731528                          | 100                                   | NIL                          | NIL                                   | NIL           | NIL          |
| 2 To appoint a Director in place of Mr. Bhavesh R. Thakkar (DIN:00939805) who retires by rotation and being eligible offers himself for re-appointment.<br><br>(Ordinary Resolution)              | 196918                            | 99.94                                 | 121                          | 0.06                                  | NIL           | NIL          |
| 3. Ratification of appointment of M/s. Kalyaniwalla & Mistry, Chartered Accountants, Mumbai, as the                                                                                               | 11731387                          | 99.99                                 | 121                          | 0.01                                  | NIL           | NIL          |



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|                                                                                                                                                                                                                                    |        |       |     |      |     |     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-------|-----|------|-----|-----|
| Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held for the Financial Year 2018-19.<br><br>(Ordinary Resolution)                                                             |        |       |     |      |     |     |
| 4. Re-appointment of Mr. Ashok H. Thakkar , Chairman for a period of 1 ( One) year w.e.f. 1 <sup>st</sup> October,2016 on such terms and remuneration as stated in the A.G.M. notice.<br><br>(Ordinary Resolution)                 | 214757 | 99.95 | 121 | 0.05 | NIL | NIL |
| 5. Re- Appointment of Mr. Bimal R. Thakkar , Managing Director for a period of 1 (one) year w.e.f 1 <sup>st</sup> October,2016 on such on such terms and remuneration as stated in the A.G.M. notice.<br><br>(Ordinary Resolution) | 214747 | 99.94 | 121 | 0.06 | NIL | NIL |



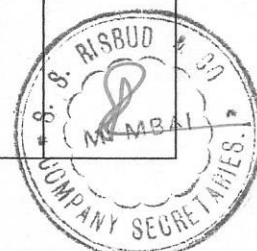
# S.S.RISBUD & CO.

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|                                                                                                                                                                                                                                                                             |        |       |       |      |     |     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-------|-------|------|-----|-----|
| 6. Re-appointment of Mr. Bhavesh R. Thakkar, Executive Director for a period of 1 (one) year w.e.f 1st October, 2016 on such on such terms and remuneration as stated in the A.G.M. notice.<br><br>(Ordinary Resolution)                                                    | 214657 | 99.94 | 121   | 0.06 | NIL | NIL |
| 7. Renewal of Related Party Transactions u/s 188(1) (a) to (d) of the Companies Act, 2013 for a period of 3 years w.e.f. 1 <sup>st</sup> April, 2017<br><br>(Ordinary Resolution)                                                                                           | 196818 | 91.60 | 18060 | 8.40 | NIL | NIL |
| 8. Renewal of employment contract of Mr. Mishal A. Thakkar as a person in place of profit u/s 188(1) (f) of the Companies Act, 2013 for a period of 1 (one) year w.e.f 1st October, 2016 on terms and remuneration as stated in the A.G.M. notice.<br>(Ordinary Resolution) | 214657 | 99.90 | 221   | 0.10 | NIL | NIL |



# **S.S.RISBUD & CO.**

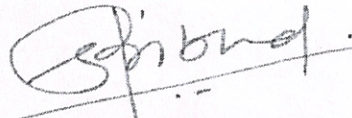
**Company Secretaries**

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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 26<sup>th</sup> 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**



**Chairman**

Place: Thane  
Date: 30.09.2016