

HELD AT _____ ON _____ TIME _____

MINUTES OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ADF FOODS LIMITED HELD AT IPCOWALA BANQUET HALL, NEAR AMBA ASHRAM MANDIR, COLLEGE ROAD, NADIAD 387001, GUJARAT ON WEDNESDAY, 24TH SEPTEMBER, 2014 AT 1.00 PM

Present:

Mr. Ashok H. Thakkar	Chairman & Member
Mr. Nipun C. Shah	Director & Member & Chairman of the Audit Committee
Mr. Bimal R. Thakkar	Managing Director & Member & Authorised Member of the Stakeholders Relationship/ Shareholders Grievance Committee

Also Present:

Mr. Dilip Golwala	General Manager- Accounts
Mr. Milroy Fernandes	General Manager- Finance
Ms. Shalaka Ovalekar	Company Secretary
Mr. R. R. Singh	General Manager- Works (Nadiad)

Shareholders/Proxies Present:

1. 78 Members holding 68,59,911 shares.
2. 4 Proxy holders holding 890,273 shares.

1. CHAIRMAN:


Mr. Bimal R. Thakkar, Managing Director of the Company, requested Mr. Ashok H. Thakkar, Chairman to chair the meeting. He occupied the Chair.

The Chairman extended a warm welcome to the shareholders at the Twenty-Fourth Annual General Meeting and introduced the fellow colleagues on the dais.

The Chairman informed that attendance of 78 members holding 68,59,911 shares and proxies holding 890,273 shares were recorded being 35.23% of the paid up capital of the Company.

The Chairman stated that the requisite quorum as per the provisions of Companies Act, 2013 being present, the meeting could be commenced.

The Chairman informed that the Register of Members, Register of Directors' Shareholdings and other registers/documents as required under the provisions of the Companies Act, 1956 were kept open for inspection by the members.



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2. CHAIRMAN'S SPEECH :

The Chairman of the Meeting Mr. Ashok H. Thakkar paid a tribute to Late Shri Ramesh H Thakkar and then appraised the members regarding the Company's performance, operations and future business plans.

3. NOTICE AND AUDITORS' REPORT:

With the consent of the members present, the notice convening the meeting was taken as read.

At the request of a Shareholder, Ms. Shalaka Ovalekar, Company Secretary, read the Auditors' Report.

4. E-VOTING:

The Chairman informed that the Company had provided e-voting facility to the members entitled to cast their vote at the Annual General Meeting as per the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 and therefore it was obligatory to provide similar rights to the members present in person and through proxies at the Annual General meeting to vote in proportion to the shares held by them. He stated that Poll will be ordered for voting on all the resolutions of ordinary and special business as set out in the Notice of the 24th Annual General Meeting:

5. CONDUCT OF POLL:

Before ordering a Poll, the Chairman invited members who would like to ask any questions on the financial statements or operations of the Company. All the queries and clarifications of the members were attended and answered by the Management.

Thereafter, the Chairman ordered a Poll on all the resolutions of Ordinary and Special business as set out in the Notice of the 24th Annual General Meeting. He informed that Mr. Sanjay Risbud, was appointed as the Scrutinizer to overview the entire polling process and to submit the Report in the prescribed manner. He informed that the results of the Poll would be declared latest by 26th September, 2014 by 6.00 p.m. on the website of the Company www.adf-foods.com. The Results would also be submitted to the Bombay Stock Exchange and the National Stock Exchange. The Chairman requested all the members and proxy holders to vote on the Polling papers.


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RESULT OF THE E-VOTING AND THE POLL AT THE 24TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, 24TH SEPTEMBER, 2014:

On the basis of the e-voting facility ending on 20th September, 2014 and the Scrutinizers Report for the Poll conducted at the Annual General Meeting received by the Company on 26th September, 2014, the Chairman announced that the results of the resolutions on all the Ordinary and Special business as set out in the Notice of Annual General Meeting have been passed by requisite majority.

ORDINARY BUSINESS:

6. ADOPTION OF ACCOUNTS :

"RESOLVED THAT the audited Balance Sheet as on 31st March, 2013 and the Profit & Loss Account for the year ended on that date, together with the Directors' and Auditor's Reports thereon, as circulated to the members and laid before the meeting be and are hereby received, approved and adopted."

I) Votes cast in favour of the resolution:

No of members Voted	No of votes cast by them	% of total votes
86	11759537	100

II) Votes cast against the resolution:


No of members Voted	No of votes cast by them	% of total votes
0	0	0

III) Invalid Votes:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

7. DECLARATION OF DIVIDEND FOR YEAR ENDED 31ST MARCH, 2014:

"RESOLVED THAT in terms of the recommendation of the dividend by the Board of Directors of the Company, the approval of the members be and is hereby accorded for the payment of Final Dividend @ 15% (i.e. Re.1.50/- per equity share of Rs. 10/- each) for the year ended 31st March 2014 and the same be paid on 2,20,00,000 equity shares of Rs. 10/- each to those members, whose names appear on the Register of Members as on Friday, 12th September, 2014."



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I) Votes cast in favour of the resolution:

No of members Voted	No of votes cast by them	% of total votes
86	11759537	100

II) Votes cast against the resolution:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

III) Invalid Votes:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

8. RE-APPOINTMENT OF MR. ASHOK H. THAKKAR, DIRECTOR LIABLE TO RETIRE BY ROTATION:

"RESOLVED THAT Mr. Ashok H Thakkar, who retires by rotation, by the operation of law, and being eligible for re-appointment, be and is hereby re-appointed."

I) Votes cast in favour of the resolution:

No of members Voted	No of votes cast by them	% of total votes
69	132132	99.85

II) Votes cast against the resolution:

No of members Voted	No of votes cast by them	% of total votes
1	200	0.15

III) Invalid Votes:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

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9. APPOINTMENT OF M/S D.P. GHEVARIA & CO. AS THE STATUTORY AUDITORS FROM THE CONCLUSION OF THE ENSUING A.G.M TILL CONCLUSION OF THE NEXT A.G.M.

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. D. P. Ghevaria & Co., Chartered Accountants (Registration No. 103176W) be and are hereby appointed as Statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors."

I) Votes cast in favour of the resolution:

No of members Voted	No of votes cast by them	% of total votes
86	11759537	100

II) Votes cast against the resolution:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

III) Invalid Votes:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

10. RE-APPOINTMENT OF MR. ASHOK H THAKKAR, CHAIRMAN AS WHOLE TIME DIRECTOR FOR A PERIOD OF 1 (ONE) YEAR ON REVISED TERMS AND REMUNERATION:

"RESOLVED THAT pursuant to Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and in terms of recommendation of the 'Nomination and Remuneration Committee' and as approved by the Board of Directors, the Company hereby approves the appointment of Mr. Ashok H Thakkar (DIN: 00087465), Chairman of the Company to hold the office as a Whole Time Director, liable to retire by rotation, for a

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period of one year from 1st October, 2014 at the remuneration including perquisites set out in the draft Agreement to be entered into between the Company and Mr. Ashok H Thakkar tabled at the meeting and initiated by the Managing Director for the purpose of identification with authority to the Board of Directors to alter or vary the said remuneration and/or perquisites as it may deem fit and as may be acceptable to Mr. Ashok H Thakkar within the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT where in the financial year during Mr. Ashok H Thakkar's term of office, the Company makes no profits or the profits made are inadequate, the Company may pay Mr. Ashok H Thakkar remuneration by way of salary and perquisites not exceeding the limits laid down in Part II of Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof as may be agreed to by the Board of Directors and Mr. Ashok H Thakkar.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

I) Votes cast in favour of the resolution:

No of members Voted	No of votes cast by them	% of total votes
70	134132	99.85

II) Votes cast against the resolution:

No of members Voted	No of votes cast by them	% of total votes
1	200	0.15

III) Invalid Votes:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

11. RE-APPOINTMENT OF MR. BIMAL R THAKKAR, MANAGING DIRECTOR FOR A PERIOD OF 1 (ONE) YEAR ON REVISED TERMS AND REMUNERATION:

"**RESOLVED THAT** pursuant to Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial


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Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and in terms of recommendation of the 'Nomination and Remuneration Committee' and as approved by the Board of Directors, the Company hereby approves the appointment of Mr. Bimal R. Thakkar (DIN: 00087404), the Managing Director of the Company to hold the office as a Managing Director, liable to retire by rotation, for a period of one year from 1st October, 2014 at the remuneration including perquisites set out in the draft Agreement to be entered into between the Company and Mr. Bimal R. Thakkar tabled at the meeting and initialed by the Chairman for the purpose of identification with authority to the Board of Directors to alter or vary the said remuneration and/or perquisites as it may deem fit and as may be acceptable to Mr. Bimal R Thakkar within the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT where in the financial year during Mr. Bimal R. Thakkar's term of office, the Company makes no profits or the profits made are inadequate, the Company may pay Mr. Bimal R. Thakkar remuneration by way of salary and perquisites not exceeding the limits laid down in Part II of Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof as may be agreed to by the Board of Directors and Mr. Bimal R Thakkar.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

I) Votes cast in favour of the resolution:

No of members Voted	No of votes cast by them	% of total votes
71	134332	100

II) Votes cast against the resolution:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

III) Invalid Votes:

No of members Voted	No of votes cast by them	% of total votes
0	0	0



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12. RE-APPOINTMENT OF MR. BHAVESH R THAKKAR, EXECUTIVE DIRECTOR AS WHOLE-TIME DIRECTOR FOR A PERIOD OF 1 (ONE) YEAR ON SUCH TERMS AND REMUNERATION:

"**RESOLVED THAT** pursuant to Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and in terms of recommendation of the 'Nomination and Remuneration Committee' and as approved by the Board of Directors, the Company hereby approves the appointment of Mr. Bhavesh R Thakkar (DIN: 00939805), Executive Director, to hold the office as a Whole Time Director, liable to retire by rotation, for a period of one year from 1st October, 2014 at the remuneration including perquisites set out in the Explanatory Statement and draft Agreement to be entered into between the Company and Mr. Bhavesh R Thakkar tabled at the meeting and initialed by the Chairman for the purpose of identification with authority to the Board of Directors to alter or vary the said remuneration and/or perquisites as it may deem fit and as may be acceptable to Mr. Bhavesh R Thakkar within the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT where in the financial year during Mr. Bhavesh R Thakkar's term of office as Executive Director, the Company makes no profits or the profits made are inadequate, the Company may pay Mr. Bhavesh R Thakkar remuneration by way of salary and perquisites not exceeding the limits laid down in Part II of Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof as may be agreed to by the Board of Directors and Mr. Bhavesh R Thakkar.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

I) Votes cast in favour of the resolution:

No of members Voted	No of votes cast by them	% of total votes
71	134332	100

II) Votes cast against the resolution:

No of members Voted	No of votes cast by them	% of total votes
0	0	0



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III) Invalid Votes:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

13. APPOINTMENT OF MR. NIPUN C SHAH AS INDEPENDENT DIRECTOR FOR A TERM OF 5 YEARS:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Nipun C Shah (DIN: 00195076), a Non Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from September 24, 2014 upto September 23, 2019".

I) Votes cast in favour of the resolution:

No of members Voted	No of votes cast by them	% of total votes
82	11675984	99.99

II) Votes cast against the resolution:

No of members Voted	No of votes cast by them	% of total votes
1	200	0.01

III) Invalid Votes:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

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14. APPOINTMENT OF MR. YASIR J VARAWALA AS INDEPENDENT DIRECTOR FOR A TERM OF 5 YEARS

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Yasir J Varawala (DIN: 00094919), a Non Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from September 24, 2014 upto September 23, 2019"

I) Votes cast in favour of the resolution:

No of members Voted	No of votes cast by them	% of total votes
86	11759537	100

II) Votes cast against the resolution:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

III) Invalid Votes:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

15. APPOINTMENT OF MR. VIREN A MERCHANT AS INDEPENDENT DIRECTOR FOR A TERM OF 5 YEARS

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Viren Merchant (DIN: 00033464), a Non Executive Director of the Company, who has



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submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from September 24, 2014 upto September 23, 2019."

I) Votes cast in favour of the resolution:

No of members Voted	No of votes cast by them	% of total votes
86	11759537	100

II) Votes cast against the resolution:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

III) Invalid Votes:

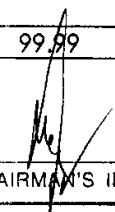
No of members Voted	No of votes cast by them	% of total votes
0	0	0

16. APPOINTMENT OF MR. JAY M MEHTA AS INDEPENDENT DIRECTOR FOR A TERM OF 5 YEARS

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Jay Mehta (DIN: 00152072), a Non Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from September 24, 2014 upto September 23, 2019."

I) Votes cast in favour of the resolution:

No of members Voted	No of votes cast by them	% of total votes
85	11759337	99.99



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II) Votes cast against the resolution:

No of members Voted	No of votes cast by them	% of total votes
1	200	0.01

III) Invalid Votes:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

17. APPOINTMENT OF MR. RAVINDER K JAIN AS INDEPENDENT DIRECTOR FOR A TERM OF 5 YEARS

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ravinder Kumar Jain (DIN: 00652148), a Non Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from September 24, 2014 upto September 23, 2019."

I) Votes cast in favour of the resolution:


No of members Voted	No of votes cast by them	% of total votes
84	11759137	99.99

II) Votes cast against the resolution:

No of members Voted	No of votes cast by them	% of total votes
1	200	0.01

III) Invalid Votes:

No of members Voted	No of votes cast by them	% of total votes
0	0	0


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18. APPROVAL OF RESOLUTION UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013.

"RESOLVED THAT in supersession of resolution passed at the Extra-Ordinary General Meeting of the Company held on 14th November, 2007 under section 293(1)(d) of the Companies Act, 1956, and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding amount at any point of time, shall not exceed the sum of Rs. 200 crores (Rupees Two Hundred Crores only)."


RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange and settle the terms and conditions on which all such moneys are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things to sign and execute all such documents, deeds, applications, instruments and writings on behalf of the company as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or the Managing Director or any Director or any other Officer or Officers of the Company to give effect to this resolution."

I) Votes cast in favour of the resolution:

No of members Voted	No of votes cast by them	% of total votes
86	11759537	100

II) Votes cast against the resolution:

No of members Voted	No of votes cast by them	% of total votes
0	0	0



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III) Invalid Votes:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

19. APPROVAL OF RESOLUTION UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013.

"**RESOLVED THAT** in supersession of resolution passed at the Annual General Meeting of the Company held on 31st July, 2013 under section 293 (1) (a) of the Companies Act, 1956 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof), the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to create and/or to modify mortgage(s)/hypothecation(s)/pledge(s)/charge(s)/security in addition to existing mortgages, hypothecations, pledge(s), charges or security created by the Company in favour of Lenders to secure all credit facilities, term loans in such form and manner and with such ranking and at such time and on such terms as the Board of Directors (hereinafter referred to as the "Board") may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to the lender(s), agent(s) and trustee(s) to take over the management of business and concern of the Company in certain events, provided that the total amount of credit facilities or loans together with interest at the respective agreed rates, additional interest, in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the agent(s) and/or trustee(s), all other costs, charges and expenses, and all other monies payable by the Company in terms of the Loan Agreement(s), Agreement(s), or other Agreements or any other document, entered into/to be entered into between the Company and the lender(s)/agent(s) and/or trustee(s), in respect of which such mortgages/ hypothecation(s)/ pledge(s)/ charge(s) or security are created/ to be created, shall not, at any time exceed the limit of Rs. 200 crores (rupees Two Hundred Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or the Managing Director or any Director or any other Officer or Officers of the Company to give effect to this resolution."



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I) Votes cast in favour of the resolution:

No of members Voted	No of votes cast by them	% of total votes
85	11759347	99.99

II) Votes cast against the resolution:

No of members Voted	No of votes cast by them	% of total votes
1	190	0.01

III) Invalid Votes:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

20. APPOINTMENT OF M/S KALYANIWALLA & MISTRY, CHARTERED ACCOUNTANTS AS JOINT STATUTORY AUDITORS FOR A TERM OF FIVE YEARS FROM THE CONCLUSION OF THE ENSUING A.G.M.


"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Kalyaniwalla & Mistry, Chartered Accountants, Mumbai (Registration No. 104607W), be and are hereby appointed as the Joint statutory auditors of the Company, for a term of Five years to hold the office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting held for the Financial year 2018-19 of the Company on such remuneration as may be determined by the Board of Directors subject to ratification by members at every Annual General Meeting ."

I) Votes cast in favour of the resolution:

No of members Voted	No of votes cast by them	% of total votes
83	11441330	99.99

II) Votes cast against the resolution:

No of members Voted	No of votes cast by them	% of total votes
1	200	0.01


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III) Invalid Votes:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

21. APPROVAL OF RELATED PARTY TRANSACTIONS U/S 188(1)(A) AND (D) OF THE COMPANIES ACT, 2013.

"RESOLVED THAT pursuant to the provisions of Section 188(1)(a) and (d) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company by means of a Special Resolution be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may constitute for this purpose) for execution of contracts with the Related parties as set out below and in which the Whole Time Directors and the Managing Director are interested, to sell, purchase or supply of any of goods or materials and to avail or render any service of any nature, as the board in its discretion deem proper, as per the terms and conditions set out and in the explanatory Statement annexed to Notice convening this meeting;

Name of Related Party	Nature of relationship	Particulars of the contract or arrangement	Nature, material terms, monetary value (Rs. in crore) (per annum)	Any other information relevant or important for the members to make a decision on the proposed transaction
ADF Foods (India) Ltd	Wholly owned subsidiary	Sale, purchase or supply of any goods or materials and/or availing of any services	50.00	Duration of Contract is from 01 st April, 2014 to 31 st March, 2017
ADF Foods UK Ltd	Wholly owned subsidiary	Sale, purchase or supply of any goods or materials and/or availing of any services	50.00	Duration of Contract is from 01 st April, 2014 to 31 st March, 2017
ADF Holdings USA Ltd	Step down Subsidiary	Sale, purchase or supply of any goods or materials and/or availing of any services	50.00	Duration of Contract is from 01 st April, 2014 to 31 st March, 2017


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ADF Foods USA Ltd	Step down Subsidiary	Sale, purchase or supply of any goods or materials and/or availing of any services	50.00	Duration of Contract is from 01 st April, 2014 to 31 st March, 2017
M H Foods Pvt. Ltd	Being Relatives	Sale, purchase or supply of any goods or materials and/or availing of any services	0.10	Duration of Contract is from 01 st April, 2014 to 31 st March, 2017

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and to sign all such documents and writings as may be necessary, expedient and incidental thereto including all the negotiations and settlements, to give effect to this resolution and for matter connected therewith or incidental thereto in the best interest of the Company."

I) Votes cast in favour of the resolution:

No of members Voted	No of votes cast by them	% of total votes
71	134332	100

II) Votes cast against the resolution:


No of members Voted	No of votes cast by them	% of total votes
0	0	0

III) Invalid Votes:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

22. APPOINTMENT OF MR. MISHAL A. THAKKAR AS PERSON IN PLACE OF PROFIT U/S 188(1)(F) OF THE COMPANIES ACT, 2013.

"**RESOLVED THAT** in supersession of the Special Resolution passed by the members at the Annual General Meeting of the Company held on 08th August, 2012 under the erstwhile Section 314(1B) of the Companies Act, 1956 and pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 and other applicable provisions, if any, or any statutory modification(s) thereto or re-enactments thereof, the approval of the Company be and is hereby accorded to the appointment of


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Mr. Mishal A Thakkar, a relative of a Director (Mr. Ashok H. Thakkar [DIN: 00087465] to hold an office of place of profit in the Company as Senior Manager (Operations), for a period of 1(one) year with effect from 1st October, 2014 on terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting and to his holding and continuing to hold an office or place of profit as such in the Company.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby authorized to execute any statement, declaration, undertaking and do all such acts, deeds and things as are necessary to give effect to the aforesaid resolution."

I) Votes cast in favour of the resolution:

No of members Voted	No of votes cast by them	% of total votes
69	134082	100

II) Votes cast against the resolution:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

III) Invalid Votes:

No of members Voted	No of votes cast by them	% of total votes
0	0	0

The Chairman extended a Vote of Thanks to all the Shareholders present.

Place: Mumbai

Date: 6th October, 2014


CHAIRMAN

CHAIRMAN'S INITIALS