

17th September, 2018

DCS-CRD
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra – East,
Mumbai – 400 051
Scrip Code/Symbol: ADFFOODS

DCS-CRD
BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Scrip Code: 51983

Dear Sir / Madam,

Sub: Proceedings/Outcome of 28th Annual General Meeting along with Voting Results and Scrutinizer's Report.

With reference to the above, we wish to inform the exchanges that the 28th Annual General Meeting of the Company was held on Saturday, 15th September, 2018 at 12.00 noon 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 Proceedings of 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.

Kindly take the same on record.

Thanking You,

Yours Faithfully,
For **ADF Foods Limited**

Shalaka Ovalekar
Company Secretary.



Encl: a/a.

CC: Link Intime India Private Limited
C101, 247 Park, LBS Marg,
Vikhroli (W), Mumbai- 400083.

Annexure I

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 the ADF Foods Ltd. held on Saturday, 15th September, 2018:

1. Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial year ended 31st March, 2018 **(Ordinary resolution)**.
2. Re-appointment of Mr. Bimal R. Thakkar (DIN: 00087404) as Director liable to retire by rotation **(Ordinary resolution)**.
3. Renewal of employment agreement of Mr. Bimal R. Thakkar (DIN: 00087404), Chairman, Managing Director & CEO, for a period of 5 (five) years w.e.f. 1st October, 2018 on such terms and remuneration as stated in the A.G.M. notice **(Special resolution)**.

Kindly note the above and acknowledge receipt.

Yours faithfully
For **ADF Foods Limited**

Shalaka Ovalekar
Company Secretary



ADF Foods Limited



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

Date of the AGM/EGM	15.09.2018
Total Number of Shareholders on record date	20,267
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	3
Public:	129





ADF Foods Limited

1 - Adoption of Audited Annual Financial Statements, Report of the Board of Directors and Auditors for the financial year ended 31st March, 2018.

Resolution Required : (Ordinary)

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

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	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting		3425726	52.96	3425726	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot	6468650							
	Total		3425726	52.96	3425726	0	100.00	0.00	0
Public Institutions	E-Voting		0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot	155138							
	Total		0	0.00	0	0	0.00	0.00	0
Public Non Institutions	E-Voting		3071593	22.54	3071593	0	100.00	0.00	0
	Poll		352779	2.59	352779	0	100.00	0.00	0
	Postal Ballot	13628388							
	Total		3424372	25.13	3424372	0	100.00	0.00	0
Total		20252176	6850098	33.82	6850098	0	100.00	0.00	0





ADF Foods Limited

2 - Re-appointment of Mr. Bimal R. Thakkar as Director liable to retire by rotation.									
Resolution Required : (Ordinary)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No. of votes invalid [8]
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00	0
	Poll	6468650	0	0.00	0	0	0.00	0.00	0
	Postal Ballot								
	Total		0	0.00	0	0	0.00	0.00	0
Public Institutions	E-Voting		0	0.00	0	0	0.00	0.00	0
	Poll	155138	0	0.00	0	0	0.00	0.00	0
	Postal Ballot								
	Total		0	0.00	0	0	0.00	0.00	0
Public Non Institutions	E-Voting		3071593	22.54	3071593	0	100.00	0.00	0
	Poll	13628388	352779	2.59	352779	0	100.00	0.00	0
	Postal Ballot								
	Total		3424372	25.13	3424372	0	100.00	0.00	0
Total		20252176	3424372	16.91	3424372	0	100.00	0.00	0





ADF Foods Limited

3 - Renewal of employment contract of Mr. Bimal R. Thakkar, Chairman, Managing Director & CEO for a period of 5 (Five) year w.e.f. 1st October, 2018 on such terms and remuneration as stated in the A.G.M. notice.

Resolution Required : (Ordinary)	Whether promoter/ promoter group are interested in the agenda/resolution?									
	Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – In favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		0	0	0.00	0	0	0.00	0.00	0
	Poll		0	0	0.00	0	0	0.00	0.00	0
	Postal Ballot		6468650		0.00			0.00	0.00	
	Total				0.00	0	0	0.00	0.00	0
Public Institutions	E-Voting		0	0	0.00	0	0	0.00	0.00	0
	Poll		155138		0.00			0.00	0.00	
	Postal Ballot				0.00			0.00	0.00	
	Total				0.00	0	0	0.00	0.00	0
Public Non Institutions	E-Voting		3071593	3071593	22.54	3071593	0	100.00	0.00	0
	Poll		352779	352779	2.59	352779	0	100.00	0.00	0
	Postal Ballot		0		0.00			0.00	0.00	
	Total		13628388	3424372	25.13	3424372	0	100.00	0.00	0
Total		20252176	3424372	16.91	3424372	0	100.00	0.00	0	



S.S.RISBUD & CO.

Company Secretaries

303, SaiAnand, SubhashNagar, ChendaniKoliwada, MithBunder Road, Thane (E)-400 603 Ph No:
022 25328047 Email:sanjayrisbud@yahoo.com

SCRUTINIZER'S REPORT-COMBINED

To,

The Chairman of 28th Annual General Meeting of the members of ADF FOODS LIMITED (the Company) held on 15th September, 2018 at Nadiad Nagar Palika Ipcowala Town Hall, Near City Point, Paras Circle, Santram 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 17th September, 2018 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 28th Annual General Meeting (AGM) of the members of the Company, held on the on 15th September, 2018 at Nadiad Nagar Palika Ipcowala Town Hall, Near City Point, Paras Circle, Santram Road, Nadiad- 387 001,, Gujarat
4. I have issued separate Scrutinizer's Report dated 17th September, 2018 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:-

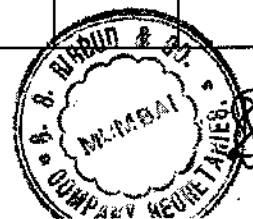


S.S.RISBUD & CO.

Company Secretaries

303, SaiAnand, SubhashNagar,ChandaniKoliwada,MithBunder 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 & Adopt the Audited Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the year ended 31st March, 2018 (Ordinary Resolution)	6850098	100	NIL	NIL	NIL	NIL
2. To appoint a Director in place of Mr.Bimal R. Thakkar (DIN:00087404) who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)	3424372	100	NIL	NIL	NIL	NIL
To approve re-appointment of Mr Bimal R. Thakkar (DIN 00087404) as Chairman, Managing Director & Chief Executive Officer of the Company for a period of 5 years	3424372	100	NIL	NIL	NIL	NIL



S.S.RISBUD & CO.

Company Secretaries

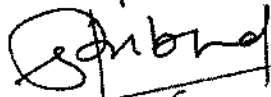
303, SaiAnand, SubhashNagar,ChendaniKoliwada,MithBunder Road, Thane (E)-400 603 Ph No:
022 25328047 Email:sanjayrisbud@yahoo.com

from 1 st October 2018 to 30 th September, 2023 and to decide on his remuneration. (Special Resolution)						
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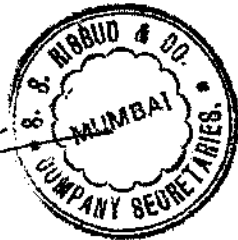
5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting & poll on the resolutions contained in the notice to the 28th Annual General Meeting (AGM) of the members of the company. My responsibility as scrutinizer 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 Link Intime India Private Limited, the authorized agency engaged by the company to provide remote e-voting and result of the Poll.

Thanking you.

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



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



Place: Thane
Date: 17.09.2018