

Celebrating culinary excellence with our
award-winning products.





Chairman speaks

Dear Shareholders,

I take this opportunity to share with you the achievements of your company during the fiscal 2016-17. Despite many economic and business challenges, your company has managed to achieve steady performance. I am pleased to inform you that our 'Truly Indian' organic product category was nominated in the recent prestigious SOFI awards of 2017, held by Specialty Foods Association, USA, and it bagged 2 silver awards. Our products, Delhi Lentils (Dal Makhani) won a silver award under the Savory Appetizer, Soup & Stew category and Delhi Potatoes (Aloo Matar) secured a silver award under the Vegan Product category.

To highlight the financial performance, the fiscal year 2016-2017 showcased steady performance with standalone revenue from operations (net) of Rs. 166.73 Crore as against Rs. 160.90 Crore in the previous financial year. The net profit (after tax and extraordinary items) for the financial year 2016-17 was Rs. 12.37 Crore as against Rs. 14.10 Crore in the previous year. The reduction in the net profit is mainly due to two factors. One of these is the high input cost of major raw materials and the other is the devaluation of sterling pound on account of Brexit, which has impacted revenue and profits of our UK business.

Our consolidated revenue from operations for the financial year 2016-2017, was recorded at Rs.202.25 crore as against the previous year's figure of Rs. 210.05 Crore. Despite the slight reduction in the revenue, we managed to achieve an impressive growth of over 60% in the net profit over the previous year. The net profit for the year under review, stood at Rs. 10.84 Crore while the previous year's net profit stood at Rs. 6.61 Crore. This improvement in the profitability could be achieved on account of improvement in our US operations through cost control measures.

During the year under review, we launched four exciting new dipping sauces under our Flagship brand 'ADF Soul' in the domestic market. Moreover, we have widened the product portfolio of our International brand 'Ashoka' by launching 'Dosa Wraps'. All the new products have received an encouraging response from the consumers.

During the financial year 2016-17, your company successfully completed the buyback of 798,539 equity shares through open market route. A sum of Rs. 9,63,07,029/- excluding the transaction cost was spent by the company, for the buyback, which is represented by 53.50% of maximum buyback size.

I am delighted to inform you that the Board of Directors has recommended a dividend of 25%, which is by far the highest ever to be paid by your company.

As you are aware, your Company is committed to relentless CSR programs as a responsible corporate citizen. Our CSR activities include educational aid for the underprivileged and disabled students, medical aid for the needy people, eradication of poverty and hunger, animal welfare and environment protection.

I would like to take this opportunity to thank all our stakeholders for their continuous support to ADF. With the trust and confidence of our shareholders, we are ready to take on more challenges. Thank you.

With warm regards,
Ashok H. Thakkar
(Chairman)

BOARD OF DIRECTORS

BOARD OF DIRECTORS	Mr. Ashok H. Thakkar	Chairman
	Mr. Bimal R. Thakkar	Managing Director & C.E.O.
	Mr. Bhavesh R. Thakkar	Executive Director & C.F.O.
	Mr. Nipun C. Shah	Director
	Mr. Yasir J. Varawala	Director
	Mr. Jay M. Mehta	Director
	Mr. Viren A. Merchant	Director
	Mr. Ravinder Kumar Jain	Director
	Ms. Anjali K. Seth	Director
	Mr. Naresh L. Kothari	Director (w.e.f. 12 th May, 2017)
SENIOR MANAGEMENT	Mr. Mishal A. Thakkar	Vice President
	Mr. Dilip S. Golwala	General Manager – Accounts
	Mr. Dinesh Jaiswal	General Manager – Works (Nashik)
	Mr. Raj Roop Singh	General Manager –Works (Nadiad)
	Mr. Maneck Katpitia	Vice President- International Business
COMPANY SECRETARY & COMPLIANCE OFFICER	Ms. Shalaka Ovalekar	
COUNTRY MANAGERS	Mr. Upinder Thakur	Ethnic Division- UK & Europe
	Mr. Vimal Bhalla	North America
	Mr. Prashant Patil	Asia Pacific & Africa
STATUTORY AUDITORS	M/s. Kalyaniwalla & Mistry LLP	
	Chartered Accountants	
INTERNAL AUDITORS	M/s. Suresh Gandhi & Co., Surat	
	M/s. B. K. Khare & Co., Mumbai	
SOLICITORS	M/s. DSK Legal	
BANKERS	State Bank of India (erstwhile State Bank of Hyderabad)	
	Bank of Baroda	
	HDFC Bank Ltd.	
REGISTERED OFFICE	83/86 G.I.D.C Industrial Estate, Nadiad- 387 001, Gujarat, India Tel.: 0268-2551381 / 2 Fax: 0268-2565068 E-mail: nadiadfactory@adf-foods.com	
CORPORATE IDENTITY NUMBER [CIN]	LI5400GJ1990PLC014265	
CORPORATE OFFICE	Sadhana House , Unit 2 B, 2 nd Floor, 570, P.B. Road, Worli, Mumbai - 400 018, India Tel.:022-6141 5555 Fax: 022-6141 5577 E-mail: info@adf-foods.com website: www.adf-foods.com	
REGISTRAR AND SHARE TRANSFER AGENTS	LINK INTIME (INDIA) PRIVATE LIMITED (Formerly known as Intime Spectrum Registry Limited) C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai - 400 083, India Tel: 022-49186270 , Fax: 022-49186060 E-mail: rnt.helpdesk@linkintime.co.in website: www.linkintime.co.in	

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27th Annual General Meeting Wednesday 23rd August, 2017 at 10.00 a.m.

At Nadiad Nagar Palika Ipcowala Town Hall, Near City Point, Paras Circle, Santram Road, Nadiad - 387 001.

As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the Meeting.

NOTICE OF THE 27TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Seventh Annual General Meeting** of the members of **ADF FOODS LIMITED** will be held at Nadiad Nagar Palika Ipcowala Town Hall, Near City Point, Paras Circle, Santram Road, Nadiad - 387 001 on Wednesday, 23rd August, 2017 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

- (1) To receive, consider and adopt the Audited Financial Statements of the Company, namely
 - a) the Audited Standalone and Consolidated Balance Sheet as at 31st March, 2017;
 - b) The Audited Standalone and Consolidated Statement of Profit and Loss for the financial year ended 31st March, 2017;
 - c) the Audited Standalone and Consolidated Cash Flow Statement for the financial year ended 31st March, 2017;
 - d) Notes annexed to, or forming part of, the documents referred to in (a) to (c) above and the Reports of the Board of Directors and Auditors thereon.
- (2) To declare dividend on equity share for the financial year ended 31st March, 2017.
- (3) To appoint a Director in place of Mr. Ashok H. Thakkar (DIN: 00087465) who retires by rotation and being eligible offers himself for re-appointment.
- (4) To ratify appointment of Auditors and to authorise the Board of Directors to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification/s the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to the provisions of Section 139, 142, 177 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory amendment(s) or modification(s) thereto or enactment or re-enactment thereof for the time being in force and pursuant to the recommendation of the Audit Committee and pursuant to the resolutions passed by the members at the Annual General Meeting held on September 24, 2014, the appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Registration No. 104607W/W100166), 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 be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018 as may be determined by the Board Of Directors in consultation with Auditors.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory amendment(s) or modification(s) thereto or enactment or re-enactment thereof for the time being in force and pursuant to Regulations 25 & 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, Mr. Naresh L. Kothari (DIN: 00012523), who was appointed as an Additional Director with effect from 12th May, 2017 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period upto 11th May, 2022, not liable to retire by rotation.”
- (6) To consider and if thought fit to pass, with or without modification/s, the following resolution as an **Ordinary Resolution**:

“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 Personnel) Rules, 2014 and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any

statutory amendment(s)/ modification (s) thereto or enactment or re-enactment thereof for the time being in force or any amendments and/ or modification(s) that may hereafter be made thereto by the Central Government in that behalf from time to time and in terms of recommendation of the 'Nomination and Remuneration Committee' in its meeting held on 20th July, 2017 and the approval of the Board of Directors of the Company in its meeting held on 20th July, 2017, approval of Members of the Company be and is hereby accorded to the re-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 period of one year from 1st October, 2017 till 30th September, 2018 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 initialed by the Managing Director for the purpose of identification with authority to the Board of Directors to alter and vary the terms and conditions of said appointment and/or remuneration and/or agreement or any amendments thereto as may be agreed between the Board and Mr. Ashok H. Thakkar, subject to such other approvals of applicable authority(ies), if any, as may be required under the applicable law for such re-appointment/ alteration(s)/ variation(s)/ amendment(s);

RESOLVED FURTHER THAT where in the financial year during which Mr. Ashok H. Thakkar's term of office as a Chairman, 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 Section II of 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 any Director and/ or the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution and matters incidental thereto."

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

"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 Personnel) Rules, 2014, Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory amendment(s) or modification(s) thereto or enactment or re-enactment thereof for the time being in force or any amendment(s) and/ or modification(s) that may hereafter be made thereto by the Central Government in that behalf from time to time and in terms of recommendation of the 'Nomination and Remuneration Committee' in its meeting held on 20th July, 2017 and the approval of the Board of Directors of the Company in its meeting held on 20th July, 2017, approval of Members of the Company be and is hereby accorded to the re-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, 2017 till 30th September, 2018 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 and vary the terms and conditions of said appointment and/or remuneration and/or agreement or any amendments thereto as may be agreed between the Board and Mr. Bimal R. Thakkar, subject to such other approvals of applicable authority(ies), if any, as may be required under the applicable law for such re-appointment/ alteration(s)/ variation(s)/ amendment(s);

RESOLVED FURTHER THAT where in the financial year during which Mr. Bimal R. Thakkar's term of office as a Managing Director, 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 Section II 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 any Director and/or Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution and matters incidental thereto."

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

“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 Personnel) Rules, 2014, Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory amendment(s) or modification(s) thereto or enactment or re-enactment thereof for the time being in force or any amendment(s) and/ or modification(s) that may hereafter be made thereto by the Central Government in that behalf from time to time and in terms of recommendation of the ‘Nomination and Remuneration Committee’ in its meeting held on 20th July, 2017, and the approval of the Board of Directors of the Company in its meeting held on 20th July, 2017, approval of Members of the Company be and is hereby accorded to the re-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, 2017 till 30th September, 2018 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 and vary the terms and conditions of said appointment and/or remuneration and/or agreement or any amendments thereto as may be agreed between the Board and Mr. Bhavesh R. Thakkar, subject to such other approvals of applicable authority(ies), if any, as may be required under the applicable law for such re-appointment/ alteration(s)/ variation(s)/ amendment(s);

RESOLVED FURTHER THAT where in the financial year during which 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 Section II of 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 any Director and/ or Company Secretary of the Company, be and are hereby authorised severally to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution and matters incidental thereto.”

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

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, including any amendment(s) or modification(s) thereto or enactment or re-enactments thereof for time being in force, the approval of the Company be and is hereby accorded to the appointment of 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 Vice President, for a period of one year with effect from 1st October, 2017 till 30th September, 2018 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 any Director and/or the Company Secretary of the Company be and are hereby authorized severally to execute any statement, declaration, undertaking and do all such acts, deeds and things as are necessary to give effect to the aforesaid resolution and for matter connected therewith or incidental thereto in the best interest of the Company.”

NOTES

- I. A member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint one or more proxies to attend and vote instead of himself/ herself and such proxies need not be members of the Company. In order to be valid, proxy forms duly complete in all respects, should be lodged with the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The Proxy Holder shall prove his/her identity at the time of attending the meeting.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company.

Corporate members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote at the Annual General Meeting.

2. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto.
3. The relevant details of directors seeking appointment / reappointment under Items 5 to 8 of the Notice, as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereafter referred as the Listing Regulations, 2015) and Secretarial Standards 2 are also annexed.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 17th August, 2017 to 23rd August, 2017 (both days inclusive).
5. All the documents, papers, agreements, etc referred to in the accompanying notice and explanatory statement are open for inspection at the Registered Office of the Company during the business hours on all working days except Saturdays, Sundays & Public Holidays between 11.00 a.m. and 1.00 p.m. upto the date of Annual General Meeting. Further, the copies thereof are also available for inspection at the Corporate office of the Company situated at Sadhana House, Unit 2B, Second Floor, 570, P. B. Road, Worli, Mumbai-400 018 upto the date of Annual General Meeting.
6. The dividend, if any, which may be declared, shall be payable within 30 days from the date of declaration to those Members of the Company whose names appear:-
 - a) as Beneficial Owners as at the close of the business hours on 16th August, 2017 as per the list to be furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. in respect of the shares held in electronic form; and
 - b) as Members in the Register of Members of the Company as on 16th August, 2017 in respect of shares held in physical form.
7. The Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) have advised all listed companies to mandatorily use the Electronic Clearing Services (ECS) mandate facility wherever possible for payment of dividend to the Members. In view of this stipulation, the Company has implemented the ECS facility. Members holding shares in physical form are requested to provide the Company with ECS details for crediting the future dividend payment directly to their respective bank accounts. The Company shall be able to co-ordinate with the bankers only on receipt of necessary information. The Members holding shares in electronic form may instruct their Depository Participants (DPs) accordingly.
8. Members are hereby informed that dividends for the Financial Years 2009-10, 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15 remaining unpaid or unclaimed over a period of seven years from the date of transfer of such dividends to the respective Unpaid Dividend Account of the Company have to be transferred by the Company to the Investor Education and Protection Fund (IEPF). During the year under review, dividends pertaining to the financial year 2008-09 (Final) amounting to Rs. 8,33,060/- which remained unpaid or unclaimed for a period of 7 years were transferred by the Company to the Investor Education and Protection Fund.

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

Year	Type of Dividend	Dividend per share	Date of Declaration	Due date for transfer to IEPF
2009-10	Final	Rs. 1.50	28 th July, 2010	28 th August, 2017
2010-11	Final	Rs. 1.50	15 th July, 2011	17 th August, 2018
2011-12	Final	Rs. 1.50	8 th August, 2012	9 th September, 2019
2012-13	Final	Rs. 1.50	31 st July, 2013	31 st August, 2020
2013-14	Final	Rs. 1.50	24 th September, 2014	24 th October, 2021
2014-15	Final	Rs. 1.50	30 th September, 2015	30 th October, 2022

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

Members are requested to note that no claim shall lie against the Company or the said Fund in respect of any amounts which are unclaimed and unpaid for a period of seven years from the dates that they first become due for payment and no payment shall be made in respect of any such claims.

As per the notification issued by the Ministry of Corporate Affairs, the Company shall upload on its Website the list of Shareholders whose dividend has been determined as unpaid/ unclaimed pertaining to various Dividend accounts maintained by the Company from the Financial Year 2010-11 onwards. The said list shall be updated every year within Ninety (90) days from the date of Annual General Meeting.

Shares on which dividend remains unpaid/unclaimed for seven consecutive years will be transferred to IEPF as per Section 124 of the Companies Act, 2013 and the applicable Rules.

9. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar & Transfer Agents.
10. Members holding shares in physical form are requested to notify/ send the following to the Company's Registrar and Share Transfer Agents to facilitate better service:
 - (i) any change in their address / mandate / bank details,
 - (ii) particulars of their bank account in case the same have not been sent earlier, and
 - (iii) share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar & Share Transfer Agents.
12. Members who would like to ask any questions on the accounts are requested to send their questions to the Registered Office of the Company atleast 10 days before the Annual General Meeting to enable the Company to answer their queries satisfactorily.
13. The Members or proxies are requested to bring the attendance slip duly filled in and signed for attending the meeting. They are also requested to bring their copies of Annual Report to the Annual General Meeting.
14. The register of Director and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

The Register of Contracts and Arrangement in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the DP for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

16. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 36 of the Listing Regulations, 2015, Electronic copy of the Annual Report 2016-17 is being sent to the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purpose unless any member has requested for a physical copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report 2016-17 is being sent in the permitted mode.

Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report 2016-17 will be available on the Company's website www.adf-foods.com.

17. Nomination facility for shares is available for members. For members holding shares in physical form, the prescribed format can be obtained from the Company's Registrar and Share Transfer Agents, M/s Link Intime (India) Private Limited having address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai - 400 083. For members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
18. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register their email ids with M/s Link Intime (India) Private Limited for receiving the Annual Report and other communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration) Rules, 2014, as amended.
19. Voting through electronic means

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

20. The Route map of the Venue of the AGM is annexed to this Notice.

The instructions for e-voting are as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Regulation 44 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The shareholder who do not have access to e-voting or who do not wish to cast the vote electronically may request the Company for physical ballot paper for casting their vote, which will be provided by the Company upon request. Such ballot paper duly filled in may be sent to the Scrutinizer C/o ADF Foods Ltd., Sadhana House, Unit 2B, Second Floor, 570, P.B. Road, Worli, Mumbai-400 018 so as to reach the scrutinizer on or before 5.00 p.m. on 22nd August, 2017.
- III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting a Member may participate in the General Meeting even after exercising his right to vote through Remote e-voting but shall not be entitled to vote again.
- IV. The remote e-voting period commences on Saturday, 19th August, 2017 (9.00 a.m.) and ends on Tuesday, 22nd August, 2017 (5.00 p.m.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th August, 2017, may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Member as on the cut-off date shall only be entitled for availing the Remote e-voting facility or vote, as the case may be, in the General Meeting.

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

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

A. In case a Member receives an e-mail from NSDL [for Members whose e-mail addresses are registered with the Company/Depository Participant(s)]:

- (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file “remote e-voting.pdf”.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put your user ID and password. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “ADF Foods Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for Members whose e-mail addresses are not registered with the Company/Depository Participant(s)] or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast the vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and remote e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com or call on toll free no 1800 222 990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (EVEN No+Folio No).